



## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Date: March 06, 2026

Dear Members/Directors/Auditors/Debenture Trustee,

You are cordially invited to attend the Extra-Ordinary General Meeting (“**the EGM**”) No. 04/FY 2025-26 of Tipping Mr Pink Private Limited (“**the Company**”) scheduled on **Monday, March 30, 2026 at 10 A.M.** at Burger Singh HQ, 6<sup>th</sup> Floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana - 122018.

Notice of the meeting containing the business to be transacted, is enclosed.

Thanking you.

**For Tipping Mr Pink Private Limited**

**Kabir Jeet Singh**  
**Managing Director & Chief Executive Officer**  
**DIN: 03559313**  
**Address: House No. GH 16, Celebrity Homes,**  
**Near Ansal Plaza, Palam Vihar, Gurugram – 122017, Haryana**

### Enclosures:

1. Notice of the EGM
2. Incentive Policy- 2026
3. ESOS 2026
4. Amended and restated AOA



**EXTRA-ORDINARY GENERAL MEETING NO. 04/FY 2025-26 OF THE  
MEMBERS OF TIPPING MR PINK PRIVATE LIMITED**

Notice is hereby given that the **Extra-Ordinary General Meeting No. 04/FY 2025-26** of **Tipping Mr Pink Private Limited** (“the Company”) will be held on **Monday, March 30, 2026** at **10 A.M.**, at Burger Singh HQ, 6<sup>th</sup> Floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana – 122018, to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO 1:**

**TO CONSIDER AND APPROVE ADOPTION OF THE AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 5 read with Section 14 and any other applicable provision of the Companies Act, 2013 along with rules made thereunder (including any modification(s) thereto or re-enactment(s) thereof, for the time being in force), Share Subscription Agreement dated 4th February, 2026 and subject to the approval of the Registrar of Companies, the consent of the Shareholders of the Company be and is hereby accorded to approve and adopt the amended and restated Articles of Association of the Company as per the draft placed at the meeting;

**RESOLVED FURTHER THAT** Mr. Kabir Jeet Singh, Managing Director & CEO of the Company be and is hereby authorized to propose/make any modification(s) in draft articles of association in the interest of the Company and to do all such acts, matters, deeds and things as may be required, necessary, expedient or desirable;

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby severally authorized to sign and file all requisite forms with the Registrar of Companies and to do all such other acts, matters, deeds or things as may be necessary or desirable in connection with or incidental to giving effect to the purpose of the aforementioned resolution.”



**ITEM NO 2:**

**TO APPROVE THE AMENDMENT OF ESOS 2024 AND ESOS 2018 BY WAY OF ADOPTION OF ESOS 2026**

**To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act 2013, (including any statutory modifications or reenactment thereof for time being in force) (the Act), the consent of the Shareholders of the Company be and is hereby accorded for the amendment of the existing Employee Stock Option Schemes, i.e., the 'TIPPING MR PINK PVT LTD ESOS 2024' (ESOS 2024) and 'TIPPING MR PINK PVT LTD ESOS 2018' (ESOS 2018) of Tipping Mr Pink Private Limited (the Company) by way of adoption of the Employee Stock Option Scheme (ESOS 2026) as per the draft of the ESOS 2026, initialled by Chairman for identification and placed before the Shareholders;

**RESOLVED FURTHER THAT** ESOS 2026 shall govern all the Options under ESOS 2024 and ESOS 2018;

**RESOLVED FURTHER THAT** it is hereby noted that the terms of amendments are not prejudicial to the interests of the option holders;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board of Directors of the Company (the Board) or any committee as identified by the Board or any other authority designated by Board be and is hereby authorised to administer, superintend and implement ESOS 2026, in its absolute discretion and to settle all questions, difficulties or doubts that may arise in relation to the implementation and formulation of the ESOS 2026 without being required to seek further approval from the shareholders of the Company;

**RESOLVED FURTHER THAT** the Members of the Company do hereby ratify, confirm and approve all actions, decisions, matters undertaken, executed or performed by the Board of Directors of the Company from time to time, in connection with the administration, of the ESOS 2018 and ESOS 2024, including but not limited to, granting options, issuing grant letters or other documents amending the terms of the grant letters in accordance with ESOS 2018 and ESOS 2024, determining eligibility of participants, and undertaking all other administrative, procedural



and ancillary actions necessary or expedient for the effective implementation and administration of ESOS 2018 and ESOS 2024.

**RESOLVED FURTHER THAT** any of the Directors appointed to the Board of Directors of the Company, or such other officials as may be determined by the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things (unless required otherwise under any legislation and/ or statutory form), including but not limited to signing, declarations, undertakings, documents, agreements, papers etc., as may be necessary to be executed in relation to the said amendments to ESOS 2024 and ESOS 2018;

**RESOLVED FURTHER THAT** a certified true copy of this resolution be furnished to any person interested or concerned with the aforesaid matter, under the signature of any Director of the Company.”

**ITEM NO 3:**

**TO CONSIDER AND APPROVE THE AMENDMENT IN THE INCENTIVE POLICY 2024 BY WAY OF ADOPTION OF INCENTIVE POLICY 2026**

**To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

**“RESOLVED THAT** in accordance with all the applicable provisions of the Companies Act, 2013 and any other law being in force, (including any statutory modifications or re-enactment thereof for time being in force), the consent of the Shareholders of the Company be and is hereby accorded to amend and supersede the existing Incentive Policy 2024 of Tipping Mr Pink Private Limited (the Company) by adoption of the Incentive Policy 2026, as per the draft placed before the Shareholders and initialled by the Chairman for the purpose of identification;

**RESOLVED FURTHER THAT** without prejudice to the generality of the foregoing resolution, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”) to administer, implement and supervise the Incentive Policy 2026, and to take all such actions and decisions as it may deem fit in its absolute discretion, including settling any questions, difficulties or doubts that may arise in relation to the interpretation or implementation of the Incentive Policy 2026, without being required to seek any further approval of the Shareholders of the Company;



**RESOLVED FURTHER THAT** any of the Directors of the Company or such other officials as may be determined by the Board of Directors of the Company, be and are hereby severally authorized to undertake all actions, deeds, matters and things, necessary and appropriate to give effect to the aforementioned resolution.”

**For and on behalf of the Board of Directors of  
Tipping Mr Pink Private Limited**

**Kabir Jeet Singh**  
**Managing Director & Chief Executive Officer**  
**DIN: 03559313**  
**Address: House No. GH 16, Celebrity Homes,**  
**Near Ansal Plaza, Palam Vihar, Gurugram – 122017, Haryana**

Date: March 06, 2026

Place: Gurugram



**NOTES:**

1. Explanatory statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

A proxy form, duly completed and stamped, must reach the venue of the meeting before the time for holding the aforesaid meeting.

3. Attendance slips and proxy form are annexed hereto.
4. Corporate members intending to send their authorized representative(s) to attend the EGM are requested to forward a certified copy of board resolution / authorisation letter, authorizing their representative to attend and vote at the EGM either to the company in advance or send the same via mail before the EGM starts.
5. The Memorandum and Articles of Association of the Company and other statutory registers will be open for inspection at the registered office of the Company during business hours on all working days between 11.00 a.m. and 1.00 p.m. from the date of issue of this notice until the date of this EGM.
6. Members are requested to notify change in their address, if any, to the Company at the earliest
7. Route map for the venue of Extra-Ordinary General Meeting is enclosed.



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 WITH RESPECT TO THE SPECIAL BUSINESS TO BE TRANSACTED**

**ITEM NO 1:**

**TO CONSIDER AND APPROVE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

The Board of Directors (“**Board**”), at its meeting held on 25<sup>th</sup> February, 2026, approved and recommended for the consideration of the Shareholders the adoption of the Amended and Restated Articles of Association (“**AOA**”) of the Company, as per the draft placed before the meeting, to give effect to and incorporate the relevant provisions of the Transaction Documents executed in connection with the Share Subscription Agreement dated 4th February, 2026.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the alteration of the Articles of Association of a company requires approval of the Shareholders by way of a Special Resolution.

Accordingly, the Board of Directors recommends the Special Resolution as set out in Item No. 01 of this Notice for approval of the Shareholders.

A copy of the proposed Amended and Restated Articles of Association shall be available for inspection by the Shareholders at the Registered Office of the Company during business hours on all working days up to the date of the Meeting.

*None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above-mentioned resolution. As the Company has not appointed any person as a ‘Manager’ in terms of provisions of section 2(53) of the Companies Act, 2013, the Company is not required to mention the nature of concern or interest, financial or otherwise of a Manager in this agenda item.*

**ITEM NO 2:**

**TO APPROVE THE AMENDMENT OF ESOS 2024 AND ESOS 2018 BY WAY OF ADOPTION OF ESOS 2026**

The Board of Directors (“**Board**”), vide resolution passed in the Board meeting held on 25<sup>th</sup> February, 2026, has decided to amend the ESOS 2024 and ESOS 2018 by way of adoption of ESOS 2026 to retain and align the interest of the employees with the Company, motivate them to



contribute to the growth of the company and provide them with an opportunity to share in the value they create. As required by Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(2) of the Companies (Share Capital and Debentures) Rules, 2014, the details of policy are as follows:

1.	The total number of stock options to be granted	The maximum number of Employee Stock Options exercisable into equity shares shall not exceed 3,323 equity shares in total on (and effective from) the Artal Tranche 1 Closing Date and 4,605 equity shares in total on (and effective from) the Artal Tranche 2 Closing Date (each, the " <b>Threshold</b> "), as set out in ESOS 2026.
2.	Identification of classes of employees entitled to participate in the Employees Stock Option Scheme	Eligible Employees under the ESOS 2026 shall include permanent employee of the Company including a director (whether a whole-time director or not) and any other permanent employee of the Company and/ or any of its Subsidiaries but excludes:  (i) an employee who is a promoter or belongs to the promoter group; and (ii) a Director who holds more than 10% of the outstanding equity shares of the Company, either directly or indirectly (including through his relatives or through any body corporate).
3.	The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme	The appraisal process for determining eligibility of Employees for grant of Options will be based on criteria such as the role/level of the Employee, past performance record, future potential of the Employee, balance number of years of service until Retirement and such other parameters as may be determined by the Board or any other personnel or committee constituted by the Board, to whom such powers may be delegated by the Board, from time to time, in accordance with ESOS 2026.



4.	The requirements of vesting and period of vesting	The Options granted under ESOS 2018, ESOS 2024 and/ or ESOS 2026 will vest in accordance with the Vesting schedule specified in the Letter of Grant. The Vesting Period shall in no event be less than 1 (one) year.
5.	The maximum period within which the options shall be vested	The Options will vest in accordance with the vesting schedule specified in the Letter of Grant. The vesting period shall in no event be less than one (1) year. The maximum period within which the options shall be vested will be determined by the Board at the time of grant.
6.	The exercise price or the formula for arriving at the same	The Exercise Price will be determined by the Board at the time of grant of the Options and shall be specified in the relevant Letter of Grant, in accordance with ESOS 2026 and applicable law.
7.	The exercise period and process of exercise	The Exercise Period will be as stipulated in the relevant Letter of Grant issued to the Option Grantee. The Vested Options may be exercised by submitting a written exercise application to the Company along with payment of the applicable Exercise Price, in accordance with Clause 17 of ESOS 2026.
8.	The Lock-in period, if any	The shares arising out of exercise of Options may be subject to such lock-in period, if any, as may be determined by the Board, in accordance with ESOS 2026 and applicable law.
9.	The maximum number of options to be granted per employee and in aggregate	There is no specific maximum limit prescribed per employee, and the number of Options to be granted to each eligible employee shall be determined by the Board at its discretion, in accordance with ESOS 2026 and applicable law.



10.	The method which the company shall use to value its options	The Company will use the fair value method for valuation of the Options granted under ESOS 2026, in accordance with applicable accounting standards.
11.	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	In the event of termination of employment due to Cause, all Options (whether vested or unvested) shall stand lapsed from the date of such breach. In case of retirement, all unvested Options shall lapse and vested Options will lapse as on the date of such retirement, unless otherwise determined by the Board. The Vested Options shall be Exercisable within a period of 6 (six) months from the effective date of Retirement. In the event of death of an Employee, the vested and unvested Options may be exercised by the nominee/legal heirs within the period prescribed under ESOS 2026, failing which the Options shall lapse.
12.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	<ul style="list-style-type: none"> <li>i. In the event of death, the Options may be exercised by the nominee/legal heirs within 12 (twelve) months from the date of death.</li> <li>ii. In case of permanent incapacity, vested and unvested Options may be exercised immediately after Permanent Incapacity but in no event later than 6 (six) months from the date of separation from employment.</li> <li>iii. In case of retirement, the Vested Options shall be Exercisable within a period of 6 (six) months from the effective date of Retirement.</li> <li>iv. In the event of resignation (other than retirement), all Unvested Options on the date of submission of resignation shall expire and stand terminated with effect from that date. However, all Vested Options as on that date shall be exercisable by the Employee within a period of 6 (six) months from the date of resignation.</li> </ul>



		<p>v. In case of abandonment of employment, all Options (vested and unvested), which were not Exercised at the time of abandonment of employment, shall stand terminated with immediate effect.</p> <p>vi. In the event of termination of the employment due to Cause, all Options (vested and unvested) which were not Exercised at the time of such breach shall stand lapsed from the date of such breach.</p>
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The Company will comply with the applicable accounting standards in respect of Employee Stock Options granted under ESOS 2018, ESOS 2024 and ESOS 2026.

Further, as required under Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, a summary of full variations/ modifications introduced by the ESOS 2026 have been summarized hereunder:

1. Alterations to definitions in Clause 2 (Definitions) by way of revisions and additions thereto.
2. Ceiling: The ESOP Pool/ceiling has been revised. As per Clause 4 of ESOS 2026, Employee Stock Options that are Exercisable into such number of Shares, shall not exceed 3,323 (three thousand three hundred twenty three) equity shares in total on (and effective from) the Artal Tranche 1 Closing Date and 4,605 (four thousand six hundred and five) equity shares in total on (and effective from) the Artal Tranche 2 Closing Date (each, the "Threshold"). The Threshold shall be computed on an aggregate basis, taking into account the Employee Stock Options, Other Equity Linked Instruments granted/ issued under this ESOS 2026 and the Incentive Policy and all other securities as may be agreed to be granted Employees.
3. Revision of terms of transfer of shares: As stated in Clause 26 of ESOS 2026, any transfer of Shares by an Employee shall be governed by the Shareholders' Agreement executed between the Company, Kabir Jeet Singh, Artal and other investors on February 04, 2026.
4. Exercise of Options: Exercise Period shall be in accordance with the provisions of the Letter of Grant unless determined otherwise by the Board or any committee identified by the Board.



Further, Clause 17 (e) sets out the Exercise Period for specific cases such as death, permanent incapacity, retirement, resignation, separation, termination, etc.

A copy of the draft policy shall be available for inspection by the Shareholders at the Registered Office of the Company during business hours on all working days up to the date of the Meeting.

Accordingly, the Board of Directors recommends the resolution as specified in Item No. 02 for the approval of the Shareholders by way of a special resolution.

*Other than any Directors or Key Managerial Employees which may satisfy the threshold of an 'Employee' under the ESOS 2026, none of the Directors, Key Managerial Persons of the Company or their relatives, are in any way, concerned or interest in the said resolution. As the Company has not appointed any person as a 'Manager' in terms of provisions of section 2(53) of the Companies Act, 2013, the Company is not required to mention the nature of concern or interest, financial or otherwise of a Manager in this agenda item.*

### **ITEM NO 3:**

#### **TO CONSIDER AND APPROVE THE AMENDMENT IN THE INCENTIVE POLICY 2024 BY WAY OF ADOPTION OF INCENTIVE POLICY 2026**

The Board of Directors ("Board"), at its meeting held on 25<sup>th</sup> February, 2026, approved the proposal to amend and supersede the existing Incentive Policy 2024 by adoption of the Incentive Policy 2026, subject to the approval of the Shareholders.

Accordingly, the Board recommends the resolution set out in Item No. 03 of this Notice for approval of the Shareholders by way of a Special Resolution.

The Incentive Policy 2026 has been prepared and issued for issuance of Other Equity Linked Instrument(s) and grant of Cash Incentive to the Employees as detailed in the Incentive Policy 2026.

Upon approval, the Incentive Policy 2026 shall supersede the existing Incentive Policy 2024 of Tipping Mr Pink Private Limited.

The objectives of the Incentive Policy 2026, inter alia, are:

- (a) to recognize the significant contributions made by the Employees to the success of the Company and to further align their interests to the long-term strategic goals of the Company;



- (b) to provide additional incentives and rewards to the Employees for their personal performance;
- (c) to encourage Employees to help drive the Company's long-term growth and share in success; and
- (d) to align Employees' goals and interests with those of the Company and Shareholders.

The Policy shall remain in force until cancelled by the Board.

The administration of the Incentive Policy shall be undertaken by the Board or a committee thereof, in accordance with the terms of the Policy.

A copy of the proposed Incentive Policy 2026 shall be available for inspection by the Shareholders at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting.

*Other than any Directors or Key Managerial Employees which may satisfy the threshold of an 'Employee' under the Incentive Policy, none of the Directors, Key Managerial Persons of the Company or their relatives, are in any way, concerned or interest in the said resolution. As the Company has not appointed any person as a 'Manager' in terms of provisions of section 2(53) of the Companies Act, 2013, the Company is not required to mention the nature of concern or interest, financial or otherwise of a Manager in this agenda item.*

**For and on behalf of the Board of Directors of Tipping Mr Pink Private Limited**

**Kabir Jeet Singh**  
**Managing Director & Chief Executive Officer**  
**DIN: 03559313**  
**Address: House No. GH 16, Celebrity Homes,**  
**Near Ansal Plaza, Palam Vihar, Gurugram – 122017, Haryana**

Date: March 06, 2026

Place: Gurugram



**Attendance Slip**

Time:

Place:

**FULL NAME OF THE FIRST SHAREHOLDER: .....**

Joint Shareholders, if any .....

Father's/ Husband name.....

Address in full .....

**FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY ---**

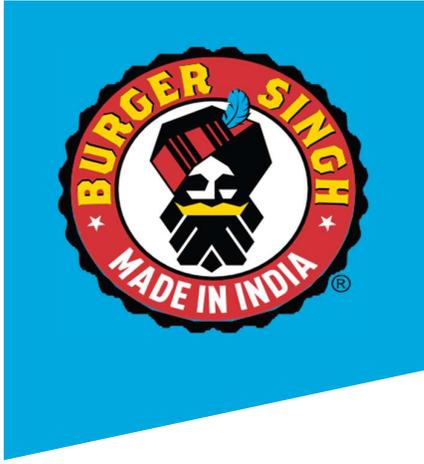
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I/ We hereby record my/ our attendance at the Extra Ordinary General Meeting No. 04/FY 2025-26 of Tipping Mr Pink Private Limited (“**the Company**”) held on **Monday, March 30, 2026 at 10 A.M.** at Burger Singh HQ, 6<sup>th</sup> Floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana – 122018.

Folio No:

No of Shares held:

Signature of the member/ proxy\_\_\_\_\_.



**Form No. MGT-11**

**Proxy form**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and  
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**CIN:** U55101DL2012PTC238232

**Name of the Company:** Tipping Mr Pink Private Limited

**Registered office:** H-45, Block-H, Connaught Circus, New Delhi-110001

Name of the Member(s): Registered address: E-mail Id: Folio No./Client ID: DP ID:
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I/ We being the Member of **Tipping Mr Pink Private Limited**, holding .... shares, hereby appoint

1. Name:  
Address:  
E-mail Id:  
Signature: ....., or failing him
2. Name:  
Address:  
E-mail Id:  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting 04/FY 2025-26 of the Company to be held on **Monday, March 30, 2026 at 10 A.M.** at Burger Singh HQ, 6<sup>th</sup> Floor, M3M Tee Point – North, Sector 65, Gurugram, Haryana – 122018 and at any adjournment thereof in respect of such resolution as indicated below:

**Resolution No.:**

1. TO CONSIDER AND APPROVE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY



2. TO APPROVE THE AMENDMENT OF ESOS 2024 AND ESOS 2018 BY WAY OF ADOPTION OF ESOS 2026
3. TO CONSIDER AND APPROVE THE AMENDMENT IN THE INCENTIVE POLICY 2024 BY WAY OF ADOPTION OF INCENTIVE POLICY 2026

Signed this ..... day of ....., 2026

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
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***Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.***



**ROUTE MAP FOR THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING**

