

Burman Hospitality

NOTICE OF 11TH (ELEVENTH) ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 11TH (ELEVENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF BURMAN HOSPITALITY PRIVATE LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025, AT 01:00 P.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1ST FLOOR, EXPRESS BUILDING, 9-10, BAHADUR SHAH ZAFAR MARG, NEW DELHI-110002, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED ANNUAL FINANCIAL STATEMENTS OF THE COMPANY COMPRISING OF THE BALANCE SHEET AS AT MARCH 31, 2025, STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE ALONG WITH THE CASH FLOW STATEMENT AS AT MARCH 31, 2025 AND THE EXPLANATORY NOTES ANNEXED TO, OR FORMING PART OF ANY DOCUMENT REFERRED ABOVE, ALONG WITH THE AUDITOR'S REPORT THEREON AND THE DIRECTORS' REPORT THERETO**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company comprising of Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date along with the Cash Flow Statement as at March 31, 2025 and the Explanatory Notes annexed to, or forming part of any document referred above, along with the Auditor's Report thereon and the Directors' Report thereto, be and are hereby received, considered and adopted.”

SPECIAL BUSINESS:

- 2. TO CONSIDER AND APPROVE, OBTAINING AN UNSECURED LOAN UP TO INR 60,00,00,000/- IN DIFFERENT TRANCES FROM VIC ENTERPRISES PRIVATE LIMITED CONVERTIBLE INTO EQUITY SHARES ON A FUTURE DATE**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 179, 62(3) and the rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) or of any other law for the time being in force, the consent of the shareholders of the Company be and is hereby accorded for obtaining an unsecured loan up to **INR 60,00,00,000/- (Indian Rupees Sixty Crores only) in one or more tranches from M/s VIC Enterprises Private Limited (“Lender”), at a rate of interest of 9% p.a. for the purpose of meeting the working capital requirements of the Company, which may be converted into equity shares as per terms contained in the Loan Agreement.”**

BURMAN HOSPITALITY PRIVATE LIMITED

Burman Hospitality Private Limited
First Floor, Express Building, 9-10,
Bahadur Shah Zafar Marg,
New Delhi - 110002

T: +91 11 43207000

info@burmanhospitality.com
www.burmanhospitality.com

CIN No. : U74140DL2014PTC272258



Burman Hospitality

3. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

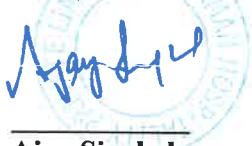
To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, Section 13, Section 61 and Section 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing INR 6,50,00,00,000/- (Rupees Six Hundred and Fifty Crores only) consisting of 60,00,00,000 (Rupees Sixty Crores only) Equity Shares of INR 10/- each and 5,00,00,000 (Five Crores) Compulsorily Convertible Preference Shares of INR 10/- each to INR 6,81,70,00,000/- (Indian Rupees Six Hundred Eighty-One Crores and Seventy Lakh only) divided into 62,40,00,000 (Sixty-Two Crore Forty Lakh) Equity Shares of INR 10/- each and 5,77,00,000 (Five Crore Seventy-Seven Lakh) Compulsorily Convertible Preference Shares of INR 10/- each;

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby accorded to alter and read Clause V of the Memorandum of Association (MOA) of the Company;

“V. The Share Capital of the Company is INR 6,81,70,00,000/- (Indian Rupees Six Hundred Eighty-One Crore Seventy Lakh only) divided into 62,40,00,000 (Sixty-Two Crore Forty Lakh) Equity Shares of INR 10/- each and 5,77,00,000 (Five Crore Seventy-Seven Lakh) Compulsorily Convertible Preference Shares of INR 10/- each;”

For and on behalf of the
Burman Hospitality Private Limited



Ajay Singhal
CFO and Whole-Time Director
DIN: 10568357
Address: 268, Upper Ground Floor, Rajdhani
Enclave, Pitampura, Saraswati Vihar, Delhi-110034, India

Place: Delhi
Date: September 24, 2025

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT 1ST FLOOR, EXPRESS BUILDING, 9-10 BAHADUR SHAH ZAFAR MARG, NEW DELHI- 110002, INDIA, BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. The proxy in order to be effective, must be received by the company at its registered office at least 48 hours before the time fixed for the meeting.
3. A person, whose name is recorded in the Register of Members or in the register maintained by the Beneficial Owners maintained by the depositories/Company as on September 24, 2025, shall be entitled to attend the meeting.
4. Members/ Proxies should bring the Attendance Slips duly filled in for attending the meeting.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
6. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 6:00 p.m.) on all working days, up to and including the date of the Annual General Meeting of the Company.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.
8. As the Annual General Meeting of the Company has been called on shorter notice, members of the company are requested to give their consent in the prescribed format enclosed with the notice and submit the same at the Registered office of the Company, to conduct the general meeting.
9. The route map for the venue of the meeting is enclosed herewith.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 2:

TO CONSIDER AND APPROVE, OBTAINING AN UNSECURED LOAN UP TO INR 60,00,00,000/- IN DIFFERENT TRANCES FROM VIC ENTERPRISES PRIVATE LIMITED CONVERTIBLE INTO EQUITY SHARES ON A FUTURE DATE

The shareholders are informed that the Board of Directors, in its meeting dated September 24, 2025, approved a resolution for availing an unsecured loan of **INR 60,00,00,000/- (Indian Rupees Sixty Crores only)** in one or more tranches from M/s VIC Enterprises Private Limited ("Lender"), at a rate of interest of 9% p.a. for the purpose of meeting the working capital requirements of the Company, which may be converted into equity shares as per terms contained in the Loan Agreement.

The draft Loan Agreement as approved by the Board of Directors of the Company, will be placed before the shareholders for their consideration and approval.

Further, the provisions of Section 62(3) of the Companies Act, 2013 and the rules made thereunder require the approval of shareholders by way of a special resolution for obtaining a loan with an option to convert it into the equity shares of the Company.

Additionally, as per Article 4.18.1(b) Part II of the Articles of Association of the Company, states that issuance of equity shares to any Person (other than the Investor), including pursuant to a conversion of any loan or convertible instrument, unless in accordance with these Articles is an affirmative vote item (AVM). As the Company is taking a loan which may convert into Equity Shares on a future date, it is considered prudent to take approval of each of the Investors and promoters. Accordingly, the approval of Investor(s) Authorised Representative/Observers and members in the shareholder meeting is also required for such matters.

Thus, the Board of Directors recommended the proposed resolution set out at Item No. 2, for the approval of the shareholders as a "**Special Resolution**".

Further, in terms of Section 102(1)(a) and Proviso to Section 102(2) of the Companies Act, 2013, Mr. Mohit Burman and Mr. Gaurav Burman, Director of the Company, being the Directors of VIC Enterprises Private Limited are interested in this resolution. Except for them, none of the other Directors or their relatives or any Key Managerial Personnel (KMP) have any concern or interest, financially or otherwise, in the resolution.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3:

TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The members are informed that the Board of Directors, in its meeting dated September 24, 2025, approved a resolution to increase the Authorised Share Capital of the Company from existing INR 6,50,00,00,000/- (Rupees Six Hundred and Fifty Crores only) consisting of 60,00,00,000 (Rupees Sixty Crores only) Equity Shares of INR 10/- each and 5,00,00,000 (Five Crores) Complusorily Convertible Preference Shares of INR 10/- each to INR 6,81,70,00,000/- (Indian Rupees Six Hundred Eighty-One Crores and Seventy Lakh only) divided into 62,40,00,000 (Sixty-Two Crore Forty Lakh) Equity Shares of INR 10/- each and 5,77,00,000 (Five Crore Seventy-Seven Lakh) Complusorily Convertible Preference Shares of INR 10/- each;

Further, the shareholders are informed that Clause V of the Memorandum of Association ("MOA") of the Company is also being altered and shall be read as:

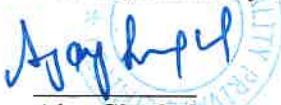
"V. The Share Capital of the Company is INR 6,81,70,00,000/- (Indian Rupees Six Hundred Eighty-One Crore Seventy Lakh only) divided into 62,40,00,000 (Sixty-Two Crore Forty Lakh) Equity Shares of INR 10/- each and 5,77,00,000 (Five Crore Seventy-Seven Lakh) Complusorily Convertible Preference Shares of INR 10/- each;"

The proposed increase in Authorised Share Capital requires approval of shareholders in the General meeting as an Ordinary Resolution pursuant to the provisions of Section 4, Section 13, Section 61 and Section 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014.

Article 4.18.1(n) and (h) Part II of the Articles of Association of the Company states that any increase in authorized equity or preference shares as well as any amendments to or any proposal to amend the Memorandum of Association, is an affirmative vote item (AVM). As the Company is increasing its authorised share capital by amending its memorandum, it is considered prudent to take approval of each of the Investors and promoters. Accordingly, the approval of Promoters and Investor(s) Authorised Representative/Observers and members in the shareholder meeting is also required for such matters.

Thus, the Board of Directors recommended the proposed resolution set out at Item No. 3, for the approval of the members as an **"Ordinary Resolution"**.

Further, in terms of Section 102(1)(a) and Proviso to Section 102(2) of the Companies Act, 2013, none of the other Directors or their relatives or any Key Managerial Personnel (KMP) have any concern or interest, financially or otherwise, in the resolution.



Ajay Singhal

CFO and Whole-Time Director

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Burman Hospitality

DIN: 10568357

**Address: 268, Upper Ground Floor, Rajdhani
Enclave, Pitampura, Saraswati Vihar, Delhi-110034, India**

Place: Delhi

Date: September 24, 2025

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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: U74140DL2014PTC272258

Name of the Company: **Burman Hospitality Private Limited**

Registered office: **1st Floor, Express Building, 9-10,
Bahadur Shah Zafar Marg, New Delhi-110002, India**

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/:

I/ We being the member of Burman Hospitality Private Limited, holding shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: , or failing him

2. Name:

Address:

E-mail Id:

Signature: , or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th (Eleventh) Annual General Meeting of the Company, to be held at shorter notice on Tuesday, September 30, 2025 at 01:00 p.m. (IST) at the Registered Office of the Company situated 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002, India and at any adjournment thereof in respect of such resolutions as indicated below:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company comprising of Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date along with the Cash Flow Statement as at March 31, 2025 and the Explanatory Notes annexed to, or forming part of any document referred above, along with the Auditor's Report thereon and the Directors' Report thereto.
2. To consider and approve, obtaining an unsecured loan up to INR 60,00,00,000/- in different tranches from VIC Enterprises Private Limited, convertible into equity shares on a future date.
3. To approve increase in Authorised Share Capital of the Company.

Signed this day of, 2025

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company 48 hours before the commencement of the Annual General Meeting.

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Attendance Slip

CIN: U74140DL2014PTC272258

Name of the Company: **Burman Hospitality Private Limited**
Registered office: **1st Floor, Express Building, 9-10,
Bahadur Shah Zafar Marg, New Delhi-110002, India**

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 -----

I/We hereby record my /our attendance at the 11th (Eleventh) Annual General Meeting of the Company, to be held at shorter notice on Tuesday, September 30, 2025, at 01:00 p.m. (IST) at the Registered Office of the Company situated at 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002, India

Folio No.:

No of Shares held:

Signature of the Member / Proxy ____.

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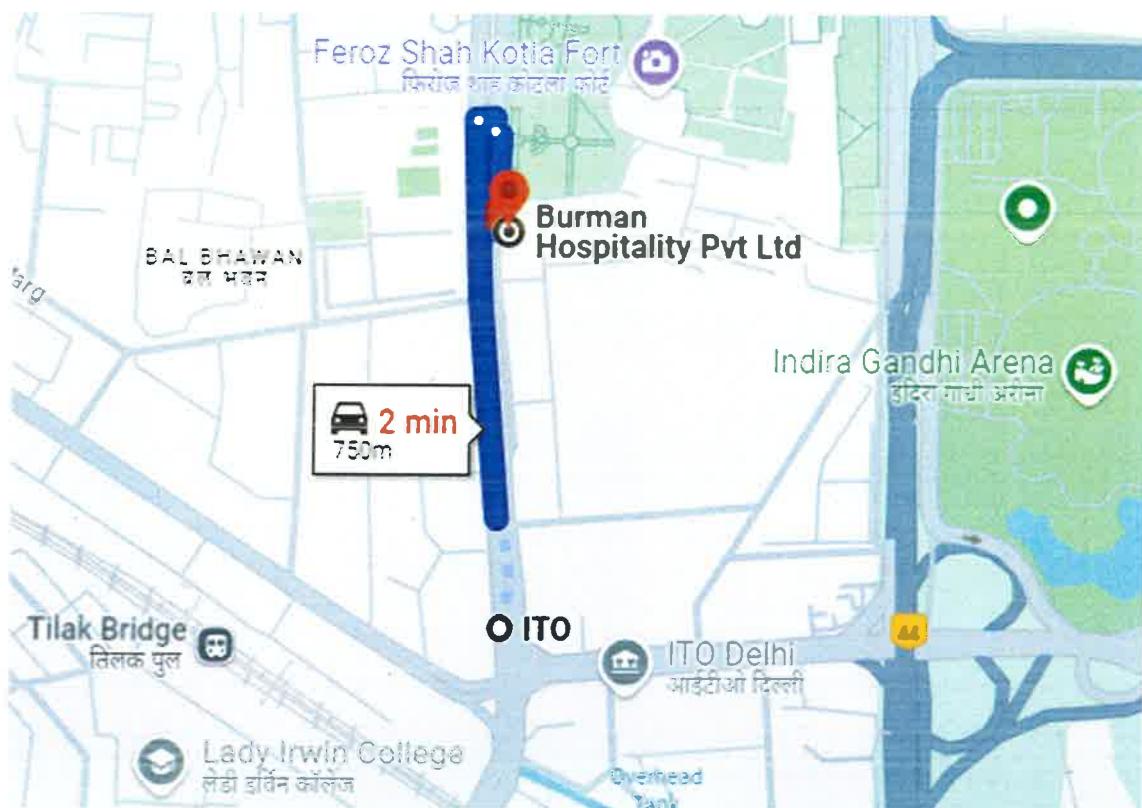
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ROUTE MAP FOR THE VENUE OF 11TH (ELEVENTH) ANNUAL GENERAL MEETING OF BURMAN HOSPITALITY PRIVATE LIMITED



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