

Burman Hospitality

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT 01/2025-26 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF BURMAN HOSPITALITY PRIVATE LIMITED WILL BE HELD ON **THURSDAY, APRIL 03, 2025 AT 04:00 PM (IST)** AT 1ST FLOOR, EXPRESS BUILDING, 9-10, BAHADUR SHAH ZAFAR MARG, NEW DELHI – 110002

SPECIAL BUSINESS:

ITEM NO. 1:

TO APPROVE THE OFFER AND ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS VIA PRIVATE PLACEMENT

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 42, 62(1)(c) and 179(3)(c) of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to offer and issue 81,14,392 Equity shares having face value of INR 10/- each (Indian Rupees Ten each) at a premium of INR 7.75 (Indian Rupees Seven and Seventy Five Paisa), for an aggregate consideration of upto INR 14,40,30,458/- (Indian Rupees Fourteen Crore Forty Lakh Thirty Thousand Four Hundred Fifty-Eight only) as per the draft letter of offer in Form PAS-4 and record of Private Placement offer in Form PAS-5, to VIC Enterprises Private Limited.

RESOLVED FURTHER THAT the draft Form PAS-4 and Form PAS-5 as placed before the shareholders, be and is hereby approved and Mr. Ajay Singhal, Whole-Time Director and Chief Financial Officer and Mr. Harneet Singh Rajpal, Whole-Time Director of the Company be and are hereby severally authorised to sign the said offer letter and any Wholetime Director of the Company along with Mr. Divyam Aggarwal, Company Secretary of the Company be and is hereby severally authorized to circulate the letter of offer in Form PAS-4 along with the application form to VIC Enterprises Private Limited, whose name is recorded in Form PAS-5;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the consent of the shareholders be and is hereby accorded to severally authorize any Director of the Company to prepare, finalize, negotiate, sign and execute agreement including ancillary agreements, application forms, letters, and all other documents including any modification(s) and amendment(s), to file requisite forms with the Registrar of Companies or any other requisite authority, to sub-delegate the power, as and when required and do all such acts, deeds and things as may be necessary in order to give effect to the above resolution.”

BURMAN HOSPITALITY PRIVATE LIMITED

Burman Hospitality Private Limited
First Floor, Express Building, 9-10,
Bahadur Shah Zafar Marg,
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T: +91 11 43207000

info@burmanhospitality.com
www.burmanhospitality.com

CIN No. : U74140DL2014PTC272258

Burman Hospitality

ITEM NO. 2:

TO APPROVE CHANGE IN TERMS AND CONDITIONS OF UNSECURED LOAN:

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

“RESOLVED THAT pursuant to Section 179 and 62(3) of the Companies Act, 2013 read with rules made thereunder and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of shareholders be and is hereby accorded to amend the terms of the Loan Agreement dated 28th February, 2025 between **Burmans Finvest Private Limited (the “Lender”)** and **Burman Hospitality Private Limited (the “Borrower/the Company”)** by incorporating necessary provisions to have an option to convert, in whole or in part the amount of loan, into fully paid-up Equity Shares of the Company, upon such terms and conditions as may be mutually agreed between the lender and the Company as per the amended loan agreement as placed before the shareholders duly initialed by the Chairman for the purpose of identification;

RESOLVED FURTHER THAT the new equity shares shall rank pari passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT in accordance with the aforesaid conversion option, the consent of the shareholders of the Company be and is hereby accorded to issue and allot equity shares to the Lender, in lieu of and against conversion of part of the rupee loan taken by the Company from the Lender;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby severally authorized to file requisite forms with Registrar of Companies or any other requisite authority and to do and perform all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, desirable or appropriate to settle any question, difficulty or doubt that may arise in regard to the new equity shares as they may think fit."

By the order of the Board
For Burman Hospitality Private Limited

Ajay Singhal
Whole-time Director & CFO
DIN: 10568357
Address: C-127, Pundrik Vihar, Pitampura
Delhi- 110034, India

Date: 31-03-25
Place: New Delhi

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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/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED WHICH, IF USED, SHOULD BE SUBMITTED TO THE COMPANY AT ITS REGISTERED OFFICE LOCATED AT 01ST FLOOR, EXPRESS BUILDING, 9-10 BAHADUR SHAH ZAFAR MARG, NORTH EAST- 110002, DELHI, INDIA, BEFORE THE MEETING.
2. Members/ Proxies should bring the Attendance Slips duly filled in for attending the meeting.
3. A person can act as proxy on behalf of up to and not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. All documents referred to in the accompanying Notice shall be open for inspection at the Registered office of the Company during the normal business hours (9:00 a.m. to 6:00 p.m.) on all working days, except Saturdays, up to and including the date of Extra-Ordinary General Meeting of the Company.
5. The route map of the venue of the Meeting is enclosed and forms part of the Notice of this Meeting.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.
7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, prior to the EGM; a certified copy of the Board Resolution/ Power of Attorney/Letter of Authority authorizing their representative to attend and vote on their behalf at the Meeting.
8. Members in case of any query may send an email to "ajay.singhal@burmanhospitality.com" / harneet.rajpal@burmanhospitality.com"

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

ITEM NO. 1:

TO APPROVE OFFER AND ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS VIA PRIVATE PLACEMENT

It is proposed to issue up to 81,14,392 Equity shares having face value of INR 10/- each (Indian Rupees Ten each) at a premium of INR 7.75 (Indian Rupees Seven and Seventy Five Paisa), for an aggregate consideration of upto INR 14,40,30,458/- (Indian Rupees Fourteen Crore Forty Lakh Thirty Thousand Four Hundred Fifty-Eight only) to VIC Enterprises Private Limited on Preferential Basis via Private Placement.

Accordingly, the Board in its meeting held on 28th March, 2025 had proposed to make an offer as per the Private Placement Offer Letter in Form PAS-4 pursuant to the provisions of Section 42, 62(1)(c) and 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, for issuance of Equity Shares.

Pursuant to Article 4.18 of Part B of the Articles of Association (AOA) of the Company, the issue of shares is an Affirmative vote matter (AVM). Accordingly, the approval of Investor(s) Authorised Representative/ Observers in the shareholder meeting is also required for such matters.

The details of the issue as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

1.	Objects of the issue	The Company is proposing to issue Equity Shares for meeting its principal business activities.
2.	Total number of shares to be issued	Up to 81,14,392 Equity shares
3.	Price or price band at which the shares are being offered for proposed allotment	INR 17.75/- (Indian Rupees Seventeen and Seventy Five Paisa only) per Equity Share
4.	Basis on which the price has been arrived at along with report of the registered valuer	Equity Shares having face value of INR 10/- (Indian Rupees Ten only) each are being issued at a premium of INR 7.75 (Indian Rupees Seven and Seventy Five Paisa only), in accordance with the fair valuation certificate (supported by valuation report) from a registered valuer certifying the fair market value of the Equity Shares in accordance with the Act. The Valuation Report is attached herewith as <i>Annexure-A</i>
5.	Name and address who performed valuation	Name: Mr. Gautam Maurya Address: 81, Hemkunt Colony, Level-1, Opp. Nehru Place, New Delhi - 110048
6.	amount which the company intends to raise by way of such securities	INR 14,40,30,458/- (Indian Rupees Fourteen Crore Forty Lakh Thirty Thousand Four Hundred and Fifty-Eight only)

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7.	Proposed time schedule	Offer period will start on 5 th April, 2025 and close on 4 th May, 2025
8.	Principle terms of assets charged as securities	No charge created on assets
5.	Relevant date with reference to which the price has been arrived at	31 st December, 2024
6.	Class or classes of persons to whom the allotment is proposed to be made	M/s. VIC Enterprises Private Limited, Private Company
7.	Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer	M/s. VIC Enterprises Private Limited, Promoter is the identified investor whom shares are being issued. Apart from this, no other Promoters or Directors will be participating in this round of issuance of Equity Shares
8.	The proposed time within which the allotment shall be completed	Subject to the applicable provisions of the Companies Act, 2013, the allotment is proposed to be completed within 60 days from the receipt of entire subscription money/ share application money
9.	Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	M/s. VIC Enterprises Private Limited The percentage of post-private placement capital that may be held- 34.88%
10.	Change in control, if any, in the Company that would occur consequent to the preferential offer	After the issuance of Equity Shares, VIC Enterprises Private Limited will hold 19,54,08,946 Equity Shares, representing 34.88% of the total paid-up share capital.
11.	Number of persons to whom allotment on preferential basis have been already made during the year, in terms of number of securities as well as price	This will be the 1 st allotment for FY 2025-26
12.	The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer.	Not Applicable
13.	The pre and post-shareholding pattern of the Company	Refer below table

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Pre and post shareholding pattern

S. No.	Category	Pre-issue		Post-issue	
		No. of Shares of held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	35,20,34,005	63.76%	36,01,48,397	64.29%
	Sub-total	35,20,34,005	63.76%	36,01,48,397	64.29%
2	Foreign promoters	-	-		
	Sub-total (A)	35,20,34,005	63.76%	36,01,48,397	64.29%
B	Non-promoters' holding	-	-	-	-
1	Institutional investors	-	-	-	-
2	Non-institutional Investors	-	-	-	-
	Private corporate bodies	6,07,69,610	11.01%	6,07,69,610	10.85%
	Directors and relatives	1,18,18,181	2.14%	1,18,18,181	2.11%
	Indian public	1,01,932	0.02%	1,01,932	0.02%
	others [including Non-resident Indians (NRIs)]	12,73,79,043	23.07%	12,73,79,043	22.74%
	Sub-total (B)	20,00,68,766	36.24%	20,00,68,766	35.71%
	GRAND TOTAL	55,21,02,771	100%	56,02,17,163	100%

Thus, the Board of Directors recommended the proposed resolution set out at Item No. 1, for the approval of the members 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, Director and Shareholder of the Company, being a Director of V I C Enterprises Private Limited is interested in this resolution. Except for him, 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.

ITEM NO. 2

The members are informed that the Board of Directors in its meeting dated February 25, 2025, approved a resolution for availing an unsecured loan from **M/s. Burmans Finvest Private Limited (“Lender”)**, up to a maximum amount of **INR 10,55,00,000/-** (Indian Rupees Ten Crore Fifty Five Lakhs only) in single or multiple tranches, as per the business requirements of the Company at an interest rate of 9.5% p.a.

Further, the Board of Directors in its meeting dated March 28, 2025, approved a resolution subject to the approval of shareholders by way of a Special Resolution to be passed in a General Meeting of the Company, to amend the terms of the abovementioned loan Agreement by incorporating necessary provisions to have an option to convert such loan into equity shares as mutually agreed between the lender and the Company.

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The draft amended Loan Agreement approved by the Directors of the Company will be placed before the members for consideration and approval.

Article 4.18.1(b) Part II of the Articles of Association of the Company, read with Schedule 3 Clause 14, states that issuance of 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 later date, it is considered prudent to take approval of each of the Investors and promoters.

Accordingly, the approval of Investor(s) Authorised Representative/Observers in the shareholder meeting is also required for such matters.

Further, in terms of Section, 102(1)(a) and Proviso to Section 102(2) of the Companies Act, 2013, Mr. Mohit Burman, Director and Shareholder of the Company, being a Director of Burmans Finvest Private Limited is interested in this resolution. Except for him, 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.

By the order of the Board
For Burman Hospitality Private Limited

Ajay Singhal
Whole-time Director & CFO
DIN: 10568357
Address: C-127, Pundrik Vihar, Pitampura
Delhi- 110034, India

Date: 31-03-25
Place: New Delhi

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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

Name of the Member (s):

Registered address:

E-mail ID:

Folio No./Client ID:

DP ID:

I/ We being the Member of **Burman Hospitality Private Limited** holdingshares, hereby appoint:

1. 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 **Extra-Ordinary General Meeting ('EGM') No. EGM-01/2025-26** of the Members of **Burman Hospitality Private Limited** to be held at a shorter notice on Thursday, April 03, 2025, at 04:00 p.m. (IST), at 1st Floor, Express Building, 9-10 Bahadur Shah Zafar Marg, New Delhi - 110002 and at any adjournment thereof, in respect of such resolutions as are indicated below:

ITEMS:

1. To approve offer and issuance of equity shares on preferential basis via private placement
2. To approve change in terms and conditions of the unsecured loan

Signed this day of2026

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, before the Meeting.

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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:

I/We hereby record my /our attendance at the **Extra-Ordinary General Meeting ('EGM') No. EGM-01/2025-26** of the Members of **Burman Hospitality Private Limited** held at a shorter notice on Thursday, April 03, 2025, at 04:00 p.m. (IST), at 1st Floor, Express Building, 9-10 Bahadur Shah Zafar Marg, New Delhi – 110002.

Folio No./Client ID: -

No of Shares held:

Signature of the Member / Proxy/ Authorized Representative _____

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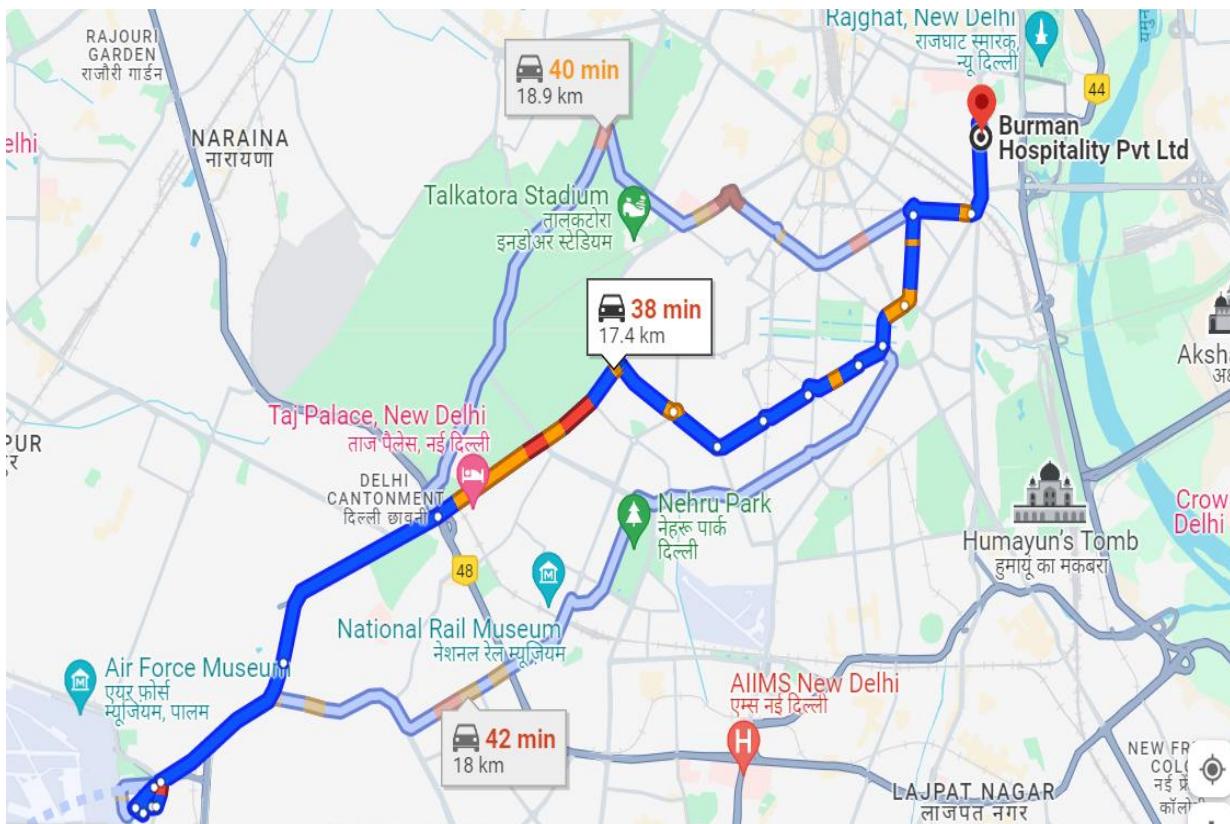
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ROUTE MAP FOR THE VENUE OF EXTRA-ORDINARY GENERAL MEETING NO. 01/2025-26 OF BURMAN HOSPITALITY PRIVATE LIMITED



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