

## SHORTER NOTICE OF EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT EXTRAORDINARY GENERAL MEETING NO. 04/2025-26 OF THE MEMBERS OF BURMAN HOSPITALITY PRIVATE LIMITED WILL BE HELD ON **THURSDAY, DECEMBER 04, 2025 AT 04:00 PM (IST)** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1<sup>ST</sup> FLOOR, EXPRESS BUILDING, 9-10, BAHADUR SHAH ZAFAR MARG, NEW DELHI – 110002, INDIA

### SPECIAL BUSINESS:

#### ITEM NO. 1:

#### TO CONSIDER AND APPROVE ALTERATION OF ARTICLES OF THE COMPANY

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 (i) Share Subscription Agreement dated November 28, 2025 ( “SSA”) executed by the Company amongst the Company, VIC Enterprises Private Limited, Windy Securities Private Limited (formerly known as Windy Investments Partnership Firm), Windy Investments Private Limited , Burman Securities Private Limited (formerly known as M.B. Investment Partnership Firm), Burmans Finvest Private Limited, M.B. Finmart Private Limited, Dabbawala Consulting Limited, Mr. Mohit Burman and Yum Restaurants ( India) Private Limited, (“SSA”); (ii) Amended and Restated Shareholders’ Agreement (“ARSHA”) dated November 28, 2025 executed by the Company amongst the Company, VIC Enterprises Private Limited , Windy Securities Private Limited (formerly known as Windy Investments Partnership Firm) , Burman Securities Private Limited (formerly known as M.B. Investment Partnership Firm), Windy Investments Private Limited, Burmans Finvest Private Limited, M.B. Finmart Private Limited, Yum Restaurants ( India) Private Limited, , Consulta SPV I, Limited, Gardiner Lane Capital LLC, Mr. Mohit Burman and Dabbawala Consulting Limited;; and (iii) provisions of Sections 5, 14, and 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), approval of the shareholders be and is hereby accorded to substitute the existing articles of association of the Company with the draft of the amended and restated articles of association (“**Amended and Restated Articles**”), , for incorporating the provisions of the SSA and ARSHA;

**RESOLVED FURTHER THAT** the consent of the shareholders be and is hereby accorded to *severally* authorise directors of the Company to:

- (a) sign and file all necessary forms and other necessary documents as may be required by the statutory authorities, including the Registrar of Companies;
- (b) do all such acts and deeds that may be required for the purpose of adopting the Amended and Restated Articles; and
- (c) authorise such person or persons as they may deem fit to give effect to the above resolutions and to liaise with concerned authorities with regard to the same.

**RESOLVED FURTHER THAT** copies of the foregoing resolution certified by any director of the Company be furnished to such parties as may be necessary and they be requested to act thereon.”

#### **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

By the order of the Board  
For Burman Hospitality Private Limited

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

**Date: December 02, 2025**  
**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 SITUATED AT 01<sup>ST</sup> FLOOR, EXPRESS BUILDING, 9-10 BAHADUR SHAH ZAFAR MARG, NORTHEAST- 110002, DELHI, INDIA, BEFORE THE MEETING.
2. Members/ Proxies should bring the Attendance Slips duly filled in to attend 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](mailto:ajay.singhal@burmanhospitality.com)”/ [harneet.rajpai@burmanhospitality.com](mailto:harneet.rajpai@burmanhospitality.com)”

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CIN No. : U74140DL2014PTC272258

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

### ITEM NO. 1:

#### TO CONSIDER AND APPROVE ALTERATION IN ARTICLES OF THE COMPANY IN ORDER TO INCORPORATE THE RELEVANT PROVISIONS OF THE AMENDED AND RESTATED SHAREHOLDERS' AGREEMENT ("ARSHA") DATED NOVEMBER 28, 2025:

The Board of Directors of the Company, at its meeting held on **December 02, 2025**, considered and approved the proposal to amend and restate the Articles of Association of the Company in order to incorporate the relevant provisions of the **Share Subscription Agreement ("SSA")** and the **Amended and Restated Shareholders' Agreement ("ARSHA")**, both executed on November 28, 2025.

The SSA was entered into by the Company with VIC Enterprises Private Limited (Promoter-1), Windy Securities Private Limited (formerly known as Windy Investments Partnership Firm) (Promoter-2), Windy Investments Private Limited (Promoter-4), Burman Securities Private Limited (formerly known as M.B. Investment Partnership Firm) (Promoter-3), Burmans Finvest Private Limited, M.B. Finmart Private Limited, Dabbawala Consulting Limited, Mr. Mohit Burman and Yum Restaurants (India) Private Limited for the purpose of issuance of shares.

Subsequently, the ARSHA was executed by the Company with VIC Enterprises Private Limited (Promoter-1), Windy Securities Private Limited (Promoter-2), Burman Securities Private Limited (Promoter-3), Windy Investments Private Limited (Promoter-4), Burmans Finvest Private Limited, M.B. Finmart Private Limited, Yum Restaurants (India) Private Limited, Consult SPV I, Limited, Gardiner Lane Capital LLC, Mr. Mohit Burman and Dabbawala Consulting Limited. The ARSHA sets out the mutual rights, obligations, and inter-se relationship of the shareholders/members of the Company and governs the ownership structure and management of the Company.

In order to give effect to the provisions of the SSA and ARSHA and pursuant to the provisions of Sections **5, 14, and 15** and other applicable provisions of the Companies Act, 2013, it is necessary to amend and restate the Articles of Association of the Company. Accordingly, the Board has approved the draft of the **Amended and Restated Articles of Association**, which incorporates the relevant provisions of the SSA and ARSHA, and has recommended the same for approval of the shareholders by way of a **Special Resolution**.

A copy of the draft Amended and Restated Articles of Association is available for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting.

Except Mr. Gaurav Burman, Chairman and Director and Mr. Mohit Burman, Director of the Company who are directly or indirectly party to SSA and ARSHA, none of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company and their rights under the SSA and ARSHA.

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By the order of the Board  
For and on behalf of the  
**Burman Hospitality Private Limited**

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

**Date: December 02, 2025**  
**Place: New Delhi**

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# Burman Hospitality

**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** holding .....shares, 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 No. 04/2025-26 ('EGM')** of the Members of **Burman Hospitality Private Limited** to be held at a shorter notice on Thursday, December 04, 2025, at 04:00 p.m. (IST), at the registered office of the Company situated at 1<sup>st</sup> Floor, Express Building, 9-10 Bahadur Shah Zafar Marg, New Delhi – 110002, India and at any adjournment thereof, in respect of such resolution as indicated below:

ITEM:

1. To consider and approve alteration of Articles 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, 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. 04/2025-26** of the Members of **Burman Hospitality Private Limited** to be held at a shorter notice on Thursday, December 04, 2025, at 04:00 p.m. (IST), at the registered office of the Company situated at 1<sup>st</sup> Floor, Express Building, 9-10 Bahadur Shah Zafar Marg, New Delhi – 110002, India

Folio No./Client ID: -

No of Shares held:

Signature of the Member / Proxy/ Authorized Representative \_\_\_\_\_

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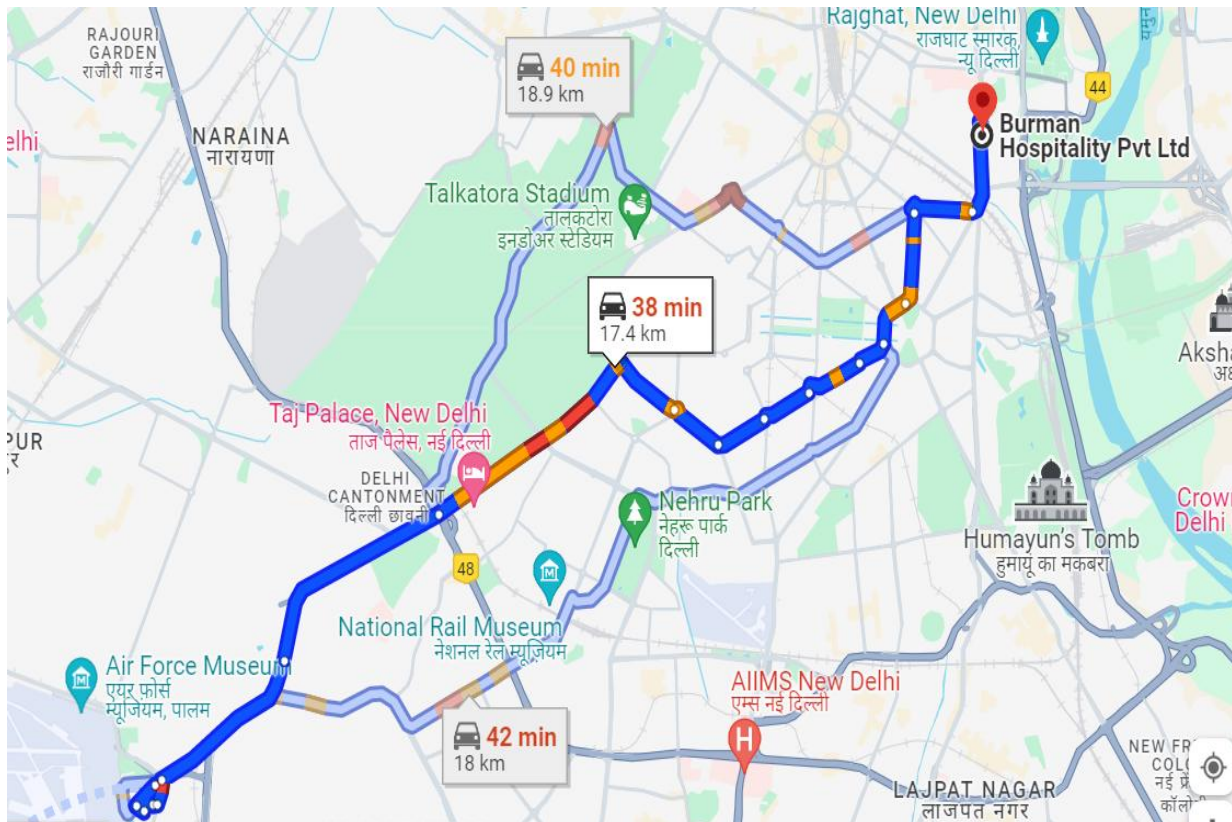
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# Burman Hospitality

## ROUTE MAP FOR THE VENUE OF EXTRA-ORDINARY GENERAL MEETING NO. 04/2025-26 OF BURMAN HOSPITALITY PRIVATE LIMITED



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