

Burman Hospitality

SHORTER NOTICE OF EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT EXTRAORDINARY GENERAL MEETING NO. 05/2025-26 OF THE MEMBERS OF BURMAN HOSPITALITY PRIVATE LIMITED WILL BE HELD ON SATURDAY, DECEMBER 06, 2025 AT 04:00 PM (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1ST FLOOR, EXPRESS BUILDING, 9-10, BAHADUR SHAH ZAFAR MARG, NEW DELHI – 110002, INDIA

SPECIAL BUSINESS:

ITEM NO.1:

TO APPROVE THE ISSUANCE OF SHARES THROUGH PREFERENTIAL ALLOTMENT VIA PRIVATE PLACEMENT BASIS:

A. TO CONSIDER AND 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 be and is hereby accorded to offer and issue 72,67,257 (Seventy-Two Lakh Sixty-Seven Thousand Two Hundred Fifty-Seven) Equity shares having face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 8/- (Indian Rupees Eight only), for an aggregate consideration of INR 13,08,10,632/- (Indian Rupees Thirteen Crore Eight Lakh Ten Thousand Six Hundred Thirty Two only) as per the 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 Form PAS-4 and Form PAS-5 as placed before the shareholders, be and are hereby approved and Mr. Ajay Singhal, Chief Financial Officer and Whole-Time Director 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 Whole-Time Director of the Company along with Mr. Divyam Aggarwal, Company Secretary of the Company be and is hereby *severally* authorised 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 the Company shall not utilize the proceeds received from VIC Enterprises Private Limited, with respect to the aforesaid issuance until the filing of e-form PAS-3 with the Ministry of Corporate Affairs;

RESOLVED FURTHER THAT the monies received by the Company from VIC Enterprises Private Limited, as application monies to allot the aforementioned equity shares, shall be kept by the Company in a separate schedule bank account designated by the Company in this regard and shall be utilized by the Company in accordance with Section 42 of the Act;

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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* authorise any Director of the Company to prepare, finalise, 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.”

B. TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF CLASS A COMPULSORILY CONVERTIBLE PREFERENCE SHARES (“CCPS”) 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, 55, 62(1)(c) and 179(3)(c) of the Companies Act 2013 (the “Act”) read with Rule 9 of the Companies (Share Capital and Debenture) Rules, 2014, and other applicable provisions of the Act (including any amendments thereto, statutory modification(s) or re-enactment(s) thereof for the time being in force), any other applicable law for the time being in force, enabling provisions of the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to issue 2,98,30,000 (Two Crore Ninety Eight Lakh Thirty Thousand) Class A Compulsorily Convertible Preference Shares (“CCPS”) of the Company at a total price of INR 18/- (Indian Rupees Eighteen only) per share with face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 8/- aggregating to INR 53,69,40,000/- (Indian Rupees Fifty-Three Crore Sixty-Nine Lakh Forty Thousand only) as per the letter of offer in Form PAS-4 and record of Private Placement offer in Form PAS-5, to Yum Restaurants (India) Private Limited;

RESOLVED FURTHER THAT pursuant to Section 55 of the Act read with Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), the CCPS shall be issued on the following terms and conditions:

1. Dividends

- (a) Minimum preferential cumulative dividend rate is 0.01% (Zero Point Zero One Percent) per annum on As If Converted Basis (“**Class A Preferential Dividend**”).
- (b) The dividend shall be payable in the event the Board declares any dividend for the relevant year and shall be paid to the holders of Class A CCPS, pari passu with the holders of other preference shares, but in priority to other classes of Equity Securities.
- (c) In addition to and after payment of the Class A Preferential Dividend, each Class A CCPS holder will be entitled to participate pari passu in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a pro rata, As If Converted Basis.

2. Conversion

The holders of the Class A CCPS may convert the Class A CCPS in whole or part into Equity Shares: (i) at any time before the expiry of 20 (Twenty) years from the date of issuance of the same, subject to the

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adjustments provided in the Schedule 6 of the Amended and Restated Shareholders' Agreement dated November 28, 2025 ("ARSHA") and other terms and conditions of the ARSHA provided the same is approved by a majority of the holders of Class A CCPS, or (ii) firmly underwritten IPO at any time before the expiry of 20 (Twenty) years from the date of issuance of the same. In the event the conversion of Class A CCPS entitles the holder of Class A CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.

The holders of Class A CCPS shall, at any time prior to the expiry of 20 (Twenty) years from the date of issuance of the same, be entitled to call upon, subject to Paragraph 2(a) above, the Company to convert all or any of the Class A CCPS by such holder by issuing a notice to the Company representing the Class A CCPS sought to be converted. Immediately and no later than 7 (Seven) days from receipt of such notice, the Company shall pass necessary resolutions and allot Equity Shares in respect of the Class A CCPS sought to be converted. The record date of conversion of the Class A CCPS shall be deemed to be the date on which the holder of such Class A CCPS issues a notice of conversion to the Company. The Class A CCPS, or any of them, if not converted earlier, shall automatically convert into Equity Shares at the then applicable conversion rate, (i) on latest permissible date prior to the issue of Equity Securities to the public in connection with the occurrence of an qualified IPO under applicable Law, (ii) upon the approval by a majority of holders of Class A CCPS , or (iii) on the day prior to the completion of 20 (Twenty) years from the date of issuance of the same.

Subject to the adjustments provided in Schedule 6 of the ARSHA, each Class A CCPS shall convert into Equity Share at a conversion price (equal to the issue price) of INR 18 (Indian Rupees [Eighteen]) ("Class A Conversion Price") corresponding to a conversion ratio of 1:1 i.e. 1 (One) Class A CCPS to 1 (One) Equity Share. No fractional shares shall be issued upon conversion of the Class A CCPS, and the number of Equity Shares to be issued shall be rounded up to the nearest whole number. Pursuant to adjustment provided in Schedule 6 of the ARSHA the aforesaid Class A Conversion Price shall change and accordingly the aforesaid conversion ratio will also change.

3. Adjustments

- (a) If, whilst any Class A CCPS remain capable of being converted into Equity Shares, the Company splits or sub-divides (stock split) or consolidates (reverse stock split) the Equity Shares into a different number of securities of the same class, the number of Equity Shares issuable upon a conversion of the Class A CCPS shall, subject to applicable Law and receipt of requisite approvals, be proportionately increased in the case of a split or sub-division (stock split), and likewise, the number of Equity Shares issuable upon a conversion of the Class A CCPS shall be proportionately decreased in the case of a consolidation (reverse stock split).
- (b) If, whilst any Class A CCPS remain capable of being converted into Equity Shares, the Company makes or issues a dividend or other distribution of Equity Shares to the holders of Equity Shares then the number of Equity Shares to be issued on any subsequent conversion of Class A CCPS shall, subject to applicable Law and receipt of requisite approvals, be increased proportionately and without payment of additional consideration there for by the holders of Class A CCPS.
- (c) If the Company, by re-classification or conversion of Equity Securities or otherwise, changes any of the Equity Shares into the same or a different number of shares of any other class or classes, the right to convert the Class A CCPS into Equity Shares shall thereafter represent the right to acquire

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such number and kind of Equity Securities as would have been issuable as the result of such change with respect to the Equity Shares that were subject to the conversion rights of the holders of the Class A CCPS immediately prior to the record date of such re-classification or conversion.

(d) The holders of Class A CCPS shall be entitled to the cumulative benefit of all adjustments referred to herein.

4. Liquidation preference

The holders of the Class A CCPS shall be entitled to liquidation preference rights in accordance with Clause 9 of the ARSHA.

5. Meeting and voting rights

The holders of Class A CCPS shall be entitled to attend all meetings of Shareholders of the Company and will be entitled to voting rights on an As If Converted Basis. Accordingly, but subject to adjustments as set forth herein, the holders of Class A CCPS shall be entitled to the same number of votes for each Class A CCPS as a holder of one Equity Share, provided however that in the event of any adjustment in conversion, the number of votes associated with each Class A CCPS will change accordingly. The holders of Class A CCPS shall be entitled to vote on all such matters which affect their rights, directly or indirectly.

6. Amendment

Subject to any higher thresholds imposed under applicable Law, any amendment of the terms of Class A CCPS or waiver of any right that would adversely affect the rights of the holders of Class A CCPS contained in Schedule 6 of the ARSHA, shall require the prior written consent of at least 75% (Seventy Five Percent) of the holders of all the Class A CCPS then outstanding.

RESOLVED FURTHER THAT Form PAS-4 and Form PAS-5 as placed before the shareholders, be and are hereby approved and Mr. Ajay Singhal, Chief Financial Officer and Whole-Time Director 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 Whole-Time Director of the Company along with Mr. Divyam Aggarwal, Company Secretary of the Company be and is hereby *severally* authorised to circulate the letter of offer in Form PAS-4 along with the application form to Yum Restaurants (India) Private Limited, whose name is recorded in Form PAS-5;

RESOLVED FURTHER THAT the Company shall not utilize the proceeds received from Yum Restaurants (India) Private Limited, with respect to the aforesaid issuance until the filing of e-form PAS-3 with the Ministry of Corporate Affairs;

RESOLVED FURTHER THAT the monies received by the Company from Yum Restaurants (India) Private Limited, as application monies to allot the CCPS, shall be kept by the Company in a separate schedule bank account designated by the Company in this regard and shall be utilized by the Company in accordance with Section 42 of the Act.

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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 authorise 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.”

By the order of the Board
For Burman Hospitality Private Limited

Ajay Singhal
Chief Financial Officer and Whole-Time Director
DIN: 10568357
Address: 268, Upper Ground Floor, Rajdhani
Enclave, Pitampura, Delhi- 110034, India

Date: December 05, 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 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 authorised 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 authorising 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(A):

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

It is proposed to issue up to 72,67,257 (Seventy-Two Lakh Sixty-Seven Thousand Two Hundred Fifty-Seven) Equity shares at a face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 8/- (Indian Rupees Eight only), for an aggregate consideration of up to INR 13,08,10,632/- (Indian Rupees Thirteen Crore Eight Lakh Ten Thousand Six Hundred Thirty Two only) to VIC Enterprises Private Limited on Preferential Basis via Private Placement.

Accordingly, the Board in its meeting held on December 05, 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 requisite approvals of Investor(s)/ Authorised Representatives/ Observers have been duly obtained for such matters.

Form PAS-4 and Form PAS-5 will be placed in the meeting for reference and approval by the Shareholders of the Company.

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 to meet its principal business activities.
2.	Kinds of Securities offered and the price at which securities are being offered	Up to 72,67,257 (Seventy Two Lakh Sixty Seven Thousand Two Hundred and Fifty Seven) equity shares ("Equity Shares") at a price of INR 18/- (Indian Rupees Eighteen only) per share with face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 8/- (Indian Rupees Eight each)
3.	Total number of shares to be issued	Up to 72,67,257 Equity shares
4.	Price or price band at which the shares are being offered for proposed allotment	INR 18/- (Indian Rupees Eighteen only) per Equity Share (Face Value of INR 10/- and Premium of INR 8/-)
5.	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 8 (Indian Rupees Eight only), in accordance with the

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		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 will be placed in the meeting.
6.	Name and address who performed valuation	Name: M/s Samarth Valuation Advisory LLP Address: Flat No. 51/4, Primrose, Vatika City Sector 49, Sohna Road, Gurugram, Haryana 122018, India
7.	Amount which the company intends to raise by way of such securities	INR 13,08,10,632/- (Indian Rupees Thirteen Crore Eight Lakh Ten Thousand Six Hundred Thirty Two only)
8.	Proposed time schedule	Offer period will start on December 08, 2025 and close on December 18, 2025
9.	Principle terms of assets charged as securities	Not applicable
10.	Relevant date with reference to which the price has been arrived at	September 30, 2025
11.	Class or classes of persons to whom the allotment is proposed to be made	M/s VIC Enterprises Private Limited (Private Company)
12.	Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer	M/s VIC Enterprises Private Limited, Promoter, is the identified investor to whom shares are being issued. Apart from this, no other Promoters or Directors will be participating in this round of issuance of Equity Shares
13.	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
14.	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 is 35.33%
15.	Change in control, if any, in the Company that would occur consequent to the preferential offer	Not Applicable
16.	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	VIC Enterprises Private Limited was allotted 81,14,392 Equity shares pursuant to Preferential basis via private placement at an issue price of INR 17.75/-.

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17.	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
18.	The pre and post-shareholding pattern of the Company	Refer below table
19.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.	M/s VIC Enterprises Private Limited, Promoter, is the identified investor to whom shares are being issued. Apart from this, no other Promoters or Directors will be participating in this round of issuance of Equity Shares.
20.	Particulars of the offer, including the date of passing the board resolution	Up to 72,67,257 Equity Shares at a price of INR 18/- (Indian Rupees Eighteen only) per share with face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 8/-. Date of passing the Board Resolution: December 05, 2025.
21.	Material terms of raising such securities	Equity shares will rank pari-pasu with existing equity shares.

Pre and post shareholding pattern

S. No.	Category	Pre-issue Equity Share Capital		Post-issue Equity Share Capital	
		No. of Shares of held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	36,01,48,397	63.59%	36,74,15,654	64.05%
	Sub-total	36,01,48,397	63.59%	36,74,15,654	64.05%
2	Foreign promoters	-	-		
	Sub-total (A)	36,01,48,397	63.59%	36,74,15,654	64.05%
B	Non-promoters' holding	-	-	-	-
1	Institutional investors	-	-	-	-
2	Non-institutional Investors	-	-	-	-
	Private corporate bodies	6,42,94,957	11.35%	6,42,94,957	11.21%
	Directors and relatives	1,18,18,181	2.09%	1,18,18,181	2.06%
	Indian public	2,47,432	0.04%	2,47,432	0.04%
	others [including Non-resident Indians (NRIs)]	12,98,23,811	22.92%	12,98,23,811	22.63%
	Sub-total (B)	20,61,84,381	36.41%	20,61,84,381	35.95%
	GRAND TOTAL	56,63,32,778	100%	57,36,00,035	100%

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Thus, the Board of Directors recommended the proposed resolution set out at Item No. 1A, 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 VIC 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. 1(B):

TO CONSIDER AND APPROVE THE OFFER AND ISSUANCE OF CLASS A COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) ON A PREFERENTIAL BASIS VIA PRIVATE PLACEMENT:

It is proposed to issue up to issue 2,98,30,000 (Two Crores Ninety Eight Lakhs Thirty Thousand) Class A Compulsorily Convertible Preference Shares (“CCPS”) of the Company having total price of INR 18/- (Indian Rupees Eighteen only) per share with face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 8/- aggregating to INR 53,69,40,000/- (Indian Rupees Fifty Three Crores Sixty Nine Lakhs Forty Thousand only), to Yum Restaurants (India) Private Limited;

Accordingly, the Board in its meeting held on December 05, 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), 55, 179(3)(c) read with Rule 9 of the Companies (Share Capital and Debenture) Rules, 2014, 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 requisite approvals of Investor(s)/ Authorised Representatives/ Observers have been duly obtained for such matters.

Form PAS-4 and Form PAS-5 will be placed in the meeting for the reference and approval by the Shareholders of the Company.

The details of the issue as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

1.	Kind of Securities offered and the price at which securities are being offered	Up to 2,98,30,000 (Two Crore Ninety-Eight Lakhs Thirty Thousand) Class A Compulsorily Convertible Preference Shares (CCPS) at a price of INR 18/- (Indian Rupees Eighteen only) per share with face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 8/- (Indian Rupees Eight each)
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2.	Total number of Shares or other Securities to be issued:	Up to 2,98,30,000 (Two Crore Ninety-Eight Lakhs Thirty Thousand) Class A Compulsorily Convertible Preference Shares (CCPS)
3.	Nature of such Shares	Participating Compulsorily Convertible Preference Shares
3.	Amount which the Company intends to raise by way of issuing such securities:	The Company intends to raise an amount aggregating up to INR 53,69,40,000/- (Indian Rupees Fifty-Three Crore Sixty-Nine Lakh Forty Thousand only)
4.	Objective of the Issue	The Company is proposing to issue CCPS for meeting its principal business activities.
5.	Manner of Issue	Private Placement by way of Preferential Allotment
6.	Particulars of the offer, including the date of passing the board resolution	Up to 2,98,30,000 (Two Crore Ninety-Eight Lakhs Thirty Thousand) CCPS, at a price of INR 18/- (Indian Rupees Eighteen only) per share with face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 8/-. Date of passing the Board Resolution: December 05, 2025.
6.	Material terms of raising such securities:	As more fully described in the above resolution
7.	Price or price band at/within which the allotment is proposed:	Up to 2,98,30,000 (Two Crore Ninety-Eight Lakhs Thirty Thousand) CCPS at a price of INR 18/- (Indian Rupees Eighteen only) per share with face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 8/- (Indian Rupees Eight each) aggregating to INR 53,69,40,000/- (Indian Rupees Fifty-Three Crore Sixty-Nine Lakh Forty Thousand only)
8.	Name and address of the valuer who performed the valuation:	Name: M/s Samarth Valuation Advisory LLP Address: Flat No. 51/4, Primrose, Vatika City Sector 49, Sohna Road, Gurugram, Haryana 122018, India
9.	Basis on which the price has been arrived at:	The price is based on the valuation report dated September 30, 2025, of M/s Samarth Valuation Advisory LLP.
10.	Relevant date with reference to which the price has been arrived at:	The relevant date with reference to which the price has been arrived at is September 30, 2025.
11.	The class or classes of persons to whom the allotment is proposed to be made:	M/s Yum Restaurants (India) Private Limited (Private Company)
12.	Intention of the promoters, directors or key managerial personnel to subscribe to the offer:	No Promoters or Directors will be participating in this round of issuance of CCPS

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13.	Details of contributions being made by the promoters or directors either as part of the offer or separately in furtherance of objects:	Promoters and Directors of the Company doesn't intend to subscribe to the Offer.
14.	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
15.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:	M/s. Yum Restaurants (India) Private Limited The percentage of CCPS post-private placement capital that may be held is 100%
16.	The change in control, if any, in the Company that would occur consequent to the preferential offer	After the issuance of CCPS, Yum Restaurants (India) Private Limited will hold 2,98,30,000 (Two Crore Ninety-Eight Lakhs Thirty Thousand) CCPS, representing 100% of the total paid-up Preference share capital. The holders of Class A CCPS shall be entitled to attend all meetings of Shareholders of the Company and will be entitled to voting rights on an As If Converted Basis. However, there will be no change in control.
17.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:	VIC Enterprises Private Limited was allotted 81,14,392 Equity shares pursuant to a Preferential basis via private placement at an issue price of INR 17.75/-
18.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:	Not Applicable
19.	Principle terms of assets charged as securities	Not Applicable
20.	Terms of issue, including terms and rate of dividend on each share, etc.	As more fully described in the above resolution and dividend rate is 0.01% (Zero Point Zero One Percent) per annum
21.	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are	Not Applicable as CCPS will be converted. The terms of CCPS as more fully described in the above resolution.

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	convertible, the terms of conversion	
22.	Manner and modes of redemption	Not Applicable
23.	Current shareholding pattern of the company	As mentioned in Pre shareholding pattern below
24.	The expected dilution in equity share capital upon conversion of preference shares	Expected dilution will be 4.78%
25.	The pre issue and post issue shareholding pattern of the Company including the expected dilution in equity share capital upon conversion of preference shares, if any	Please refer below

Pre and post shareholding pattern

S. No.	Category	Pre-issue	Class A	Post-issue	Class A
		Compulsorily	Convertible	Compulsorily	Convertible
		No. of Shares of held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	0	0%	-	-
-	Sub-total	0	0%	0	0%
2	Foreign promoters	-	-	-	-
	Sub-total (A)	0	0%	0	0%
B	Non-promoters' holding	-	-	-	-
1	Institutional investors	-	-	-	-
2	Non-institutional Investors	-	-	-	-
	Private corporate bodies	0	0%	2,98,30,000	100%
	Directors and relatives	0	0%	0	0%
	Indian public	0	0%	0	0%
	others [including Non-resident Indians (NRIs)]	0	0%	0	0%
	Sub-total (B)	0	0%	2,98,30,000	100%
	GRAND TOTAL	0	0%	2,98,30,000	100%

The Board of Directors recommends the resolution as set out in Item No. 1B of the accompanying Notice for approval of the members of the Company as a Special Resolution.

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Copy of the valuation report and the other allied documents, if any, being referred to in this resolution would be available for inspection by the members, free of cost, at the registered office of the Company during business hours till the conclusion of this meeting.

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 VIC 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.

By the order of the Board
For Burman Hospitality Private Limited

Ajay Singhal
Chief Financial Officer and Whole-Time Director
DIN: 10568357
Address: 268, Upper Ground Floor, Rajdhani
Enclave, Pitampura, Delhi- 110034, India

Date: December 05, 2025

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, India

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 No. 05/2025-26 ('EGM')** of the Members of **Burman Hospitality Private Limited** to be held at a shorter notice on Saturday, December 06, 2025, at 04:00 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 and at any adjournment thereof, in respect of such resolution as indicated below:

Item:

1. To approve the issuance of shares through preferential allotment via private placement basis

Signed this day of2025

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. **05/2025-26** of the Members of **Burman Hospitality Private Limited** to be held at a shorter notice on Saturday, December 06, 2025, at 04:00 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./Client ID: -

No of Shares held:

Signature of the Member / Proxy/ Authorised Representative _____

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ROUTE MAP FOR THE VENUE OF EXTRA-ORDINARY GENERAL MEETING NO. 05/2025-26 OF BURMAN HOSPITALITY PRIVATE LIMITED



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