

Burman Hospitality

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING NO. 03/2025-26 OF THE MEMBERS OF BURMAN HOSPITALITY PRIVATE LIMITED WILL BE HELD ON **WEDNESDAY, JUNE 18, 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

SPECIAL BUSINESS:

ITEM NO. 1:

TO CONSIDER AND APPROVE, OBTAINING AN UNSECURED LOAN UP TO INR 20,00,00,000/- IN DIFFERENT TRANCES FROM BURMANS FINVEST PRIVATE LIMITED AND 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 approval of shareholders be and is hereby accorded for obtaining an unsecured loan up to **INR 9,00,00,000/- (Indian Rupees Nine Crore only) and INR 11,00,00,000/- (Indian Rupees Eleven Crore only)** in one or more tranches from M/s Burmans Finvest Private Limited and VIC Enterprises Private Limited, respectively (“**Lenders**”), 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;

RESOLVED FURTHER THAT pursuant to Article 4.18.1(b) Part II of the Articles of Association of the Company, the Company shall not, without the affirmative written consent or approval of each of the Investors and the Promoters, take any decisions or actions with respect to any of the matters set forth in **Schedule 3** (each an “**Affirmative Voting Matter**”) and since ‘Issuance of shares pursuant to a conversion of any loan’ is covered under Schedule 3 (2), the consent to this resolution, granted by the Directors representing Promoters, shall be deemed “**affirmative written consent or approval**” of Promoters;

RESOLVED FURTHER THAT in keeping with said Article & Clause of the SHA, the Company shall issue shares pursuant to conversion of any loan only after approval of each of the Investors is also granted at the ensuing General Meeting & it shall be deemed “**Affirmative Written Consent or approval**” of the Investors.

RESOLVED FURTHER THAT Mr. Ajay Singhal, Chief Financial Officer and Whole-Time Director, and Harneet Singh Rajpal, Whole-Time Director of the Company, be and are hereby *severally* authorised on behalf of the Company to execute the Loan Agreement, the legal papers, deeds, documents, instruments, etc. in this regard;

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

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RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised on behalf of the Company to sign and file e-Form MGT-14 with the concerned Registrar of Companies and to do all such acts, deeds, matters, to give effect to the aforesaid resolution.”

For and on behalf of
Burman Hospitality Private Limited

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

Date: June 18, 2025

Place: 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 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 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 CONSIDER AND APPROVE, OBTAINING AN UNSECURED LOAN UP TO INR 20,00,00,000/- IN DIFFERENT TRANCES FROM BURMANS FINVEST PRIVATE LIMITED AND VIC ENTERPRISES PRIVATE LIMITED CONVERTIBLE INTO EQUITY SHARES ON A FUTURE DATE

The members are informed that the Board of Directors in its meeting dated June 18, 2025 approved a resolution for availing an unsecured loan of INR 9,00,00,000/- (Indian Rupees Nine Crore only) and INR 11,00,00,000/- (Indian Rupees Eleven Crore only) in one or more tranches from M/s Burmans Finvest Private Limited and VIC Enterprises Private Limited, as per the business requirements of the Company. The said loan is obtained with an option to convert such loan into equity shares on a future date as per the terms detailed in the Loan Agreement.

The draft Loan Agreement approved by the Directors of the Company will be placed before the members 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, read with Schedule 3 Clause 14, 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 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 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. 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 and Mr. Gaurav Burman, Director of the Company, being the Directors of Burmans Finvest Private Limited and 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.

For and on behalf of
Burman Hospitality Private Limited

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

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Date: June 18, 2025

Place: Delhi

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 **Third (03/2025-26) Extra Ordinary General Meeting ('EGM')** of the Members of **Burman Hospitality Private Limited** to be held at a shorter notice on Wednesday, June 18, 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 consider and approve, obtaining an unsecured loan up to INR 20,00,00,000/- in different tranches from Burmans Finvest Private Limited and VIC Enterprises Private Limited convertible into equity shares on a future date

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 **Third (03/2025-26) Extra Ordinary General Meeting ('EGM')** of the Members of **Burman Hospitality Private Limited** held at a shorter notice on Wednesday, June 18, 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 THE THIRD (03/2025-26) EXTRA ORDINARY GENERAL MEETING ('EGM') OF BURMAN HOSPITALITY PRIVATE LIMITED



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