

November 12, 2024

To,  
Listing Compliance Department  
**National Stock Exchange of India Limited,**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051

NSE Symbol: BIRDYS

Dear Sir/ Madam

**Sub.: Intimation of Extra-Ordinary General Meeting (“EGM”) of the Company scheduled on Wednesday, December 04, 2024 and submission of the Notice of the EGM thereon.**

This is to inform you that an Extra-Ordinary General Meeting (“EGM”) of the Company will be held on Wednesday, December 04, 2024 at 9:00 A.M, at the Registered office situated at J1, Shram Siddhi Vinayak Premises Co-Op Soc Ltd C-105, 1st Floor, Plot - 8, Wadala Truck Terminal Road, Antop Hill, Mumbai - 400 037.

Further, please find enclosed herewith Notice of the EGM dated November 07, 2024 along with the Explanatory Statement and e-voting instructions (“EGM Notice”).

| Resolution No. | Particulars                                                                                                                       | Type of Resolution |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------|--------------------|
| 1.             | To approve the increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company; | Ordinary           |
| 2.             | Issuance of Fully Convertible Warrants into Equity Shares by way of Preferential Allotment on Private Placement Basis;            | Special            |
| 3.             | To augment funds through further issue of securities.                                                                             | Special            |

Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide to its Members, facility to vote on the resolutions proposed to be passed at the EGM through remote e-voting and ballot paper at the EGM. The remote e-voting period commences on Sunday, December 01, 2024, at 9.00 a.m. (I.S.T.)

**GRILL SPLENDOUR SERVICES LIMITED**  
(Formally known as Grill Splendour Services Pvt.Ltd)

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and ends on Tuesday, December 03, 2024 at 5.00 p.m. (I.S.T.). The Members whose names are registered with the Company or Depository Participants and whose names appears in the register of members as on cut-off date i.e., Wednesday, November 27, 2024, shall be entitled to vote on the resolutions proposed to be passed at the EGM. The detailed instructions for the remote- e-voting are given in the EGM Notice.

You are requested to kindly take note of the same.

Thanking you,

**For Grill Splendour Services Limited**  
(formerly known as Grill Splendour Services Private Limited)

VANDANA  
SRINIDHI RAO

Digitally signed by  
VANDANA SRINIDHI RAO  
Date: 2024.11.12  
13:01:30 +05'30'

**Vandana Srinidhi Rao**  
**Chairperson & Whole-Time Director**  
**DIN: 06395396**

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the 1<sup>st</sup>/2024-25 Extra-Ordinary General Meeting (“EGM”) of Grill Splendour Services Limited (Formerly Known as Grill Splendour Services Private Limited) will be held on Wednesday, December 04, 2024 at 9:00 A.M, at the Registered office situated at J1, Shram Siddhi Vinayak Premises Co-Op Soc Ltd C-105, 1st Floor, Plot - 8, Wadala Truck Terminal Road, Antop Hill, Mumbai - 400 037 to transact following business:

**SPECIAL BUSINESS:**

**1. To approve the increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 13, 61, 64 and other applicable provisions if any of the Companies Act, 2013 read with rules frame thereunder as amended from time to time and as may be applicable, including any statutory modifications or re-enactment thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company and as approved by the Board, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs only) divided into 55,00,000 (Fifty-Five Lakhs) Equity Shares of the Face Value of Rs. 10/- (Rupees Ten only) each to Rs. 14,00,00,000 (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each by creation of 85,00,000 (Eighty-Five Lakhs) new Equity Shares of the Face Value of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

*“V. The Authorised Share Capital of the Company is Rs. 14,00,00,000 (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any Director and/ or Company Secretary of the Company or any person authorized by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and

absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

## **2. Issuance of Fully Convertible Warrants into Equity Shares by way of Preferential Allotment on Private Placement Basis:**

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

“**RESOLVED THAT** pursuant to Sections 42, 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (“NSE”) where the shares of the Company are listed and other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreement entered into by the Company with NSE and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its Committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion and consent of the members of the Company be and is hereby accorded create, offer, issue and allot from time to time, in one or more tranches, up to 40,00,000 (Forty Lacs) Fully Convertible Warrants (“Warrants”/“Convertible Warrants”) for cash at an issue price of Rs. 80.81/- (Rupees Eighty and Eighty-One Paise only) per warrant, with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten only) of the Company within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the proposed allottees as mentioned below through preferential issue by way of Private Placement in such manner, on such terms and conditions as are stipulated below hereto and as maybe determined by the Board, in its absolute discretion in accordance with the SEBI (ICDR) Regulations, 2018 and other applicable laws:

| Sr. No. | Name of the Proposed Allottees                                               | Category     | Maximum No. of Warrants proposed to be issued and allotted | Amount including premium |
|---------|------------------------------------------------------------------------------|--------------|------------------------------------------------------------|--------------------------|
| 1.      | Blue Aster Caps Fund PCC- Blue Aster Capital Multi Asset Fund Protected Cell | Non-promoter | 4,50,000                                                   | 3,63,64,500              |
| 2.      | Resonance Opportunities Fund                                                 | Non-promoter | 4,50,000                                                   | 3,63,64,500              |
| 3.      | Vikasa India EIF I Fund                                                      | Non-promoter | 4,50,000                                                   | 3,63,64,500              |
| 4.      | APR Properties Private Limited                                               | Non-promoter | 2,00,000                                                   | 1,61,62,000              |
| 5.      | Rachit Poddar                                                                | Non-promoter | 2,00,000                                                   | 1,61,62,000              |
| 6.      | Basukinath Properties Pvt Ltd                                                | Non-promoter | 2,00,000                                                   | 1,61,62,000              |
| 7.      | Elysian Wealth Fund                                                          | Non-promoter | 4,50,000                                                   | 3,63,64,500              |
| 8.      | Mr. Ketan Gorania                                                            | Non-promoter | 11,00,000                                                  | 8,88,91,000              |
| 9.      | Mr. Srinidhi Rao                                                             | Promoter     | 2,50,000                                                   | 2,02,02,500              |
| 10.     | Mrs. Vandana S. Rao                                                          | Promoter     | 2,50,000                                                   | 2,02,02,500              |
| Total   |                                                                              |              | 40,00,000                                                  | 32,32,40,000             |

**RESOLVED FURTHER THAT** the “Relevant Date” for this proposed issue of Subscription Warrants in accordance with the SEBI ICDR Regulations shall be November 04, 2024, being the date 30 days prior to the date of Special passing of the Resolution by the Members of the Company for the proposed preferential issue of Fully Convertible Warrants into Equity Shares.

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Warrants to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws."

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

- b) Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- c) The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the shareholder's resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;
- e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f) The Warrants and the equity shares to be allotted on exercise of the warrants shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;

- k) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- l) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of resolution by members with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Directors be and are hereby authorized, jointly and/or severally, as the case may be, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the MCA, and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, (viii) issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as they may in their absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with NSE as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

**"RESOLVED FURTHER THAT** the Directors be and are hereby authorized, jointly and/or severally, as the case may be, to delegate all or any of its powers conferred upon

it by these resolutions, as they may deem fit in their absolute discretion, to any committee of the Board of Directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

**"RESOLVED FURTHER THAT** the Directors be and are hereby authorized, jointly and/or severally, as the case may be, to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

**3. To augment funds through further issue of securities:**

**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 Sections 23, 42, 62(1)(c), 71 and 179 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Companies Act"**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the Foreign Exchange Management Act, 1999 and the rules and regulation framed thereunder, as amended (the **"FEMA"**), including the Foreign Exchange Management (**Debt Instruments**) **Regulations, 2019** and the Foreign Exchange Management (Non-debt Instruments) Regulations, 2019, as amended, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (**"Debt Listing Regulations"**), the current Consolidated FDI Policy (effective from October 15, 2020), as amended, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and in accordance with any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the **"GoI"**), the Reserve Bank of India (the **"RBI"**), and the Securities and Exchange Board of India (the **"SEBI"**), National Stock Exchange of India Limited on which the Company's shares are listed (**"NSE"**), Ministry of Corporate Affairs (**"MCA"**), the Registrar of Companies, Maharashtra at Mumbai and/or any other competent authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"SEBI LODR Regulations"**), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements entered into by the Company with the Stock Exchanges (the **"Listing Agreements"**) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI,



Stock Exchanges, MCA, RBI, GoI or any concerned statutory, regulatory, governmental or any other authority, as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), which term shall include the Operations Committee of the Board of Directors of the Company, an existing committee constituted by the Board to exercise its powers including the powers conferred by this Resolution, and consent of the members of the Company be and is hereby accorded to raise further capital and to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted under applicable law), with or without a green shoe option, such number of equity shares of the Company of face value Rs. 10 (Rupees Ten) each with or without special rights as to voting, dividend or otherwise ("Equity Shares"), fully convertible debentures/partly convertible debentures, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without special rights as to voting, dividend or otherwise and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, by way of one or more public and/or private offerings, qualified institutions placement ("QIP") and/ or any combination thereof, through issue of offering circular and/or placement document/or other permissible/requisite offer in accordance with the SEBI ICDR Regulations, resident and/or non-resident/foreign investors (whether institutions, incorporated bodies, trusts and/or otherwise), foreign portfolio investors, mutual funds, pension funds, venture capital funds, banks, alternate investment funds, Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are authorized and/or permitted to invest in Securities of the Company as per extant laws/regulations/ guidelines and/or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether they be holders of Securities of the Company or not (the "Investors") to all or any of them, jointly and/or severally through an offer document, placement document, offering circular, letter of offer, information memorandum and/or other letter or circular, at such time or times, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions each as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs. 70,00,00,000 (Rupees Seventy Crores only) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws and in such manner and on such terms and conditions including security, rate of interest etc. and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions

and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Board.”

**“RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Securities to be so created, offered, issued and allotted shall rank *pari passu* with the existing Securities of the Company in all respects; and
- (c) the Equity Shares, including any Equity Shares issued upon conversion of any convertible Securities, to be so created, offered, issued and allotted in terms of this resolution shall rank *pari-passu* with the existing Equity Shares of the Company in all respects.”

**“RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of equity shares and the price as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of equity shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares and/or Securities or instruments representing the same, as described above, the the Company do seek listing of any or all of such Securities on one or more Stock Exchanges in India.”

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Directors be and are hereby authorized, jointly and/or severally, as the case may be, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the Stock Exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the MCA, and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise with regard to the aforesaid offer and issue of securities, (vii) issue and allotment of the Subscription Shares, (viii) issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as they may in their absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with NSE as appropriate and utilization of proceeds of the aforesaid offer and issue of securities, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

**"RESOLVED FURTHER THAT** the Directors be and are hereby authorized, jointly and/or severally, as the case may be, to delegate all or any of its powers conferred upon it by these resolutions, as they may deem fit in their absolute discretion, to any committee of the Board of Directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

**"RESOLVED FURTHER THAT** the Directors be and are hereby authorized, jointly and/or severally, as the case may be, to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

**By order of the Board of Directors  
For Grill Splendour Services Limited**

**Place: Mumbai  
Date: November 07, 2024**

**Vandana Srinidhi Rao  
Whole-time Director  
DIN: 06395396**

**Registered office:-**  
J1, Shram Siddhi Vinayak Premises  
Co-Op Soc Ltd C-105, 1st Floor,  
Plot - 8, Wadala Truck Terminal Road,  
Antop Hill, Mumbai - 400 037

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EGM.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the Total Share Capital of the Company carrying voting rights. 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 Member.
2. Corporate Members intending to send their representative to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
3. Only confide Members of the Company whose names appear on the register of Member/proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting.
4. In case of joint holders attending the Meeting, any such joint holder who is higher in the order of names will be entitled to vote.
5. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Bigshare Services Private Limited having their registered office at Office No S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.
6. Members who wish to seek clarification on accounts, are requested to address their queries to the Registered Office of the Company at least seven days prior to the date of Extra-Ordinary General Meeting, to enable the Management to make available the relevant information at the Extra-Ordinary General Meeting to the extent possible.
7. Members are requested to bring their copy of Notice to the Extra-Ordinary General Meeting.
8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available inspection by the Members at the Annual General Meeting. Members are requested to write to the Company at [ipo@birdys.in](mailto:ipo@birdys.in).

9. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH-13 duly filled in to M/s. Bigshare Services Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
10. Members are requested to:
- a) intimate to the Company's Registrar and Transfer Agents, M/s. Bigshare Services Private Limited at the above mentioned address of changes if any, in the registered address at an early date, in case of shares held in physical form;
  - b) intimate to the respective Depository Participants, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;
  - c) send their email ID's to the Registrar and Share Transfer Agent of the Company/to the Company (for Members holding shares in physical form);
  - d) send/update their email ID's to the Depository Participant/Registrar and Share Transfer Agent of the Company (for Members holding shares in Demat Form);
  - e) quote their Folio numbers/Client ID/DP ID in all their correspondences;
  - f) approach the Company to consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
  - g) get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee; and
  - h) to bring their copies of the, Notice and Attendance slip to the General Meeting. No copies will be distributed at the Meeting as a measure of economy.
11. Please note that in terms of SEBI Circulars No. MRD/DoP/Cir-05/2009 dated May 20, 2009 and No. SEBI/MRD/DoP/SE/ RTA/Cir03/2010 dated January 7, 2010, it is mandatory for the shareholders holding shares in physical form to submit self-attested copy of PAN card in the following cases:
- Surviving joint holders' PAN Cards for deletion of name of deceased shareholder;
  - Legal heirs' PAN Cards for transmission of shares; and
  - Joint holders' PAN Cards for transposition of shares.

In compliance with the aforesaid circulars, requests without attaching copies of PAN card, for deletion/ transmission and transposition of shares of the Company in physical form will be returned under objection.

12. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the Electronic copy of the Notice of EGM is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of EGM are being sent in the permitted mode.
13. Members may also note that the Notice of Extra-Ordinary General Meeting will also be available on the Company's website [www.birdys.in](http://www.birdys.in).
14. In terms of Section 91 of the Companies Act, 2013 and Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Cut-off Date for the purpose of the remote e-voting of Extra-Ordinary General Meeting is Wednesday, November 27, 2024.
15. Mr. Himanshu S Kamdar, Practising Company Secretary (Membership No. FCS 5171), Partner, M/s Rathi & Associates, Company Secretaries in practice has been appointed as the Scrutinizer for conducting e-voting and physical ballot process at the EGM in a fair and transparent manner.

The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by physical voting for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

The results shall be declared within two working days from conclusion of the EGM. The results along with the report of the Scrutinizer shall be placed on the website of the Company [www.birdys.in](http://www.birdys.in) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to The National Stock Exchange of India Limited.

Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service facility arranged by M/s. Bigshare Services Private Limited i.e. Remote e-voting. The facility for voting through ballot paper, will also be made available at the venue of the Extra-Ordinary General Meeting and the Members attending the Extra-Ordinary General Meeting, who have not already cast their votes by remote e-voting shall be able to exercise their right at the Extra-Ordinary General Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to Extra-Ordinary General Meeting may attend the Extra-Ordinary General Meeting but shall not be entitled to cast their votes again.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on Sunday, December 01, 2024 at 09.00 A.M. and ends on and Tuesday, December 03, 2024 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date November 27, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by M/s. Bigshare Services Private Limited for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
1. Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Login method for Individual shareholders holding securities in demat mode is given below:



| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL. | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e- Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</li> </ol> |
| Individual Shareholders holding securities in demat mode with NSDL  | <ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

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|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                      | <p>You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.js">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.js</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

|            |                  |
|------------|------------------|
| Login type | Helpdesk details |
|------------|------------------|

|                                                                    |                                                                                                                                                                                                                                 |
|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending at request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30             |

**2. Login Method for e-Voting and for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- You are requested to launch the URL on internet browser:  
<https://ivote.bigshareonline.com>
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
  - ⊙ Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - ⊙ Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
  - ⊙ Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- ⊙ Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'

- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.

**Investor Mapping**

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
  - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
  - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

| Login type                                                                                     | Helpdesk details                                                                                                          |
|------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) |

|  |                                                                                                                                                                                                                                                                             |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22 |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

## **Explanatory statement pursuant to Section 102 of the Companies Act, 2013:**

### **Item No. 1**

The current Authorised Share Capital of the Company Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs only) divided into 55,00,000 (Fifty-Five Lakhs) Equity Shares of the Face Value of Rs. 10/- (Rupees Ten only) each.

Considering the increased funds requirements of the Company for the operations in future, the Board by circulation resolution on November 07, 2024 approved increase in the Authorized Share Capital of the Company Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs only) divided into 55,00,000 (Fifty-Five Lakhs) Equity Shares of the Face Value of Rs. 10/- (Rupees Ten only) each to Rs. 14,00,00,000 (Rupees Fourteen Crores only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each by creation of 85,00,000 (Eighty-Five Lakhs) new Equity Shares of the Face Value of Rs. 10/- (Rupees Ten only) each subject to shareholder's approval.

It is proposed to increase the additional 85,00,000 (Eighty-Five Lakhs) equity share of Rs. 10/- each shall rank pari-passu with the existing equity shares in all respects and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the increased Authorised Share Capital of the Company.

As per the provisions of the Companies Act, 2013 and rules made thereof, the proposal for an increase in Authorised Share Capital and alteration of Memorandum of Association of the Company requires approval of members.

Pursuant to the provisions of Section 13, 61 and 64 and other applicable provision of the Companies Act, 2013 ("the Act") read with rules framed thereunder, the shareholders of the Company are requested to accord their consent to the proposed increase in the authorised share capital.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding.

### **Item No. 2**

In order to meet the Company's long-term funding requirements and enhance its global competitiveness, the Board of Directors, in a meeting held on November 04, 2024, approved the issuance of Fully Convertible Warrants into Equity Shares to proposed allottees on a preferential basis through private placement. This initiative aims to strengthen the Company's financial position, support future expansion and marketing, expenditure needs related to product development, including meeting working capital requirements and other general corporate as permitted by applicable laws.

As per Section 23, 42 and 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

The Board of Directors of the Company (the Board) at their meeting held on November 04, 2024, approved issue of upto 40,00,000 Fully Convertible Warrants at an issue price of Rs. 80.81/- each (including a premium of Rs. 70.81/- per warrant) giving the warrant holder a right to apply and be allotted, in one or more tranches, 1 (One) Equity Share of Rs.10/- in exchange thereto, within a period of 18 months from the date of allotment of the Fully Convertible Warrants as under:

40,00,000 Fully Convertible Warrants into Equity Shares by way of preferential allotment on private placement basis to the following proposed allottees:

| Sr. No. | Name of the Proposed Allottee                                                 | Category of the proposed allottee | No. of Warrants |
|---------|-------------------------------------------------------------------------------|-----------------------------------|-----------------|
| 1.      | Blue Aster Caps Fund PCC – Blue Aster Capital Multi Asset Fund Protected Cell | Non-promoter                      | 4,50,000        |
| 2.      | Resonance Opportunities Fund                                                  | Non-promoter                      | 4,50,000        |
| 3.      | Vikasa India EIF I Fund                                                       | Non-promoter                      | 4,50,000        |
| 4.      | APR Properties Private Limited                                                | Non-promoter                      | 2,00,000        |
| 5.      | Rachit Poddar                                                                 | Non-promoter                      | 2,00,000        |
| 6.      | Basukinath Properties Pvt Ltd                                                 | Non-promoter                      | 2,00,000        |
| 7.      | Elysian Wealth Fund                                                           | Non-promoter                      | 4,50,000        |
| 8.      | Mr. Ketan Gorania                                                             | Non-promoter                      | 11,00,000       |
| 9.      | Mr. Srinidhi Rao                                                              | Promoter                          | 2,50,000        |
| 10.     | Mrs. Vandana S. Rao                                                           | Promoter                          | 2,50,000        |
| Total   |                                                                               |                                   | 40,00,000       |

Each Warrant is convertible into 01 (One) Equity Share and the conversion can be exercised at any time during the period of 18 (Eighteen) months from the date of allotment of Warrants, in one or more tranches, as the case may be, on such terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Warrants convertible into Equity Shares of the Company.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, offer, issue and allot, fully convertible Warrants into Equity Shares, by way of preferential allotment to the proposed allottees.



The Fully Convertible Warrants issued pursuant to the above mentioned resolutions shall be subject to lock-in and transferability conditions in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares allotted upon conversion of the warrants when exercised by the proposed allottees shall rank pari passu inter se and with the then existing equity shares of the Company in all respects.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") as may be applicable, in respect of the Resolution proposed at Item No. 2 is as follows:

| S<br>r. | Particular                            | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                |                                                                     |                                                                                         |
|---------|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| 1       | The objects of the preferential issue | In order to meet the Company's long-term funding requirements and enhance its global competitiveness, the Board of Directors, in a meeting held on November 04, 2024, approved the issuance fully convertible Warrants into Equity Shares to proposed allottees on a preferential basis through private placement. This initiative aims to strengthen the Company's financial position, support future expansion and marketing, meet capital expenditure needs related to product development, including meeting working capital requirements as permitted by applicable laws. |                                |                                                                     |                                                                                         |
|         |                                       | S.N.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Particulars                    | Total estimated amount to be utilised for each of the Objects (Rs.) | Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds |
|         |                                       | 1.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Return of Loans and advances   | 5,00,00,000                                                         | Within 24 months from receipt of funds for the warrants.                                |
|         |                                       | 2.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Expansion of the Business      | 8,00,00,000                                                         |                                                                                         |
|         |                                       | 3.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Branding and Digital Marketing | 6,80,00,000                                                         |                                                                                         |
|         |                                       | 4.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | General Corporate Purpose      | 8,00,00,000                                                         |                                                                                         |
|         |                                       | 5.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Working Capital                | 4,52,40,000                                                         |                                                                                         |

|         |                                                                                    | <p>Note:</p> <p>(a) Utilization proceeds have been apportioned considering subscription, issue and allotment of conversion of all the warrants into equity shares.</p> <p>(b) In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.</p> <p>(c) If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.</p> |                 |                               |                                   |                 |    |                                                                                    |              |          |
|---------|------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-------------------------------|-----------------------------------|-----------------|----|------------------------------------------------------------------------------------|--------------|----------|
| 2       | Type and number of securities to be issued                                         | <p>It is proposed to issue and allot in aggregate up to 40,00,000 Warrants at an issue price of Rs. 80.81/- per warrant, aggregating to Rs. 32,32,40,000/- (Rupees Thirty-Two Crores Thirty-Two Lakhs Forty Thousands only), The details of each issue are as under:</p> <p>It is proposed to issue and allot in aggregate the following securities on preferential basis to the proposed allottees:</p> <p>(i) up to 40,00,000 Warrants at an issue price of Rs. 80.81 /- (including a premium of Rs. 70.81/-) per warrant, aggregating to Rs. 32,32,40,000/- (Rupees Thirty-Two Crores Thirty-Two Lakhs Forty Thousands only) each convertible into for One (1) Equity Share of the face value of Rs. 10/- to the following proposed allottees:</p> <table border="1" data-bbox="456 1693 1374 1973"> <thead> <tr> <th data-bbox="456 1693 549 1816">Sr. No.</th> <th data-bbox="549 1693 895 1816">Name of the Proposed Allottee</th> <th data-bbox="895 1693 1139 1816">Category of the proposed allottee</th> <th data-bbox="1139 1693 1374 1816">No. of Warrants</th> </tr> </thead> <tbody> <tr> <td data-bbox="456 1816 549 1973">1.</td> <td data-bbox="549 1816 895 1973">Blue Aster Caps Fund<br/>PCC- Blue Aster Capital Multi Asset Fund<br/>Protected Cell</td> <td data-bbox="895 1816 1139 1973">Non-promoter</td> <td data-bbox="1139 1816 1374 1973">4,50,000</td> </tr> </tbody> </table>                                                                                   | Sr. No.         | Name of the Proposed Allottee | Category of the proposed allottee | No. of Warrants | 1. | Blue Aster Caps Fund<br>PCC- Blue Aster Capital Multi Asset Fund<br>Protected Cell | Non-promoter | 4,50,000 |
| Sr. No. | Name of the Proposed Allottee                                                      | Category of the proposed allottee                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | No. of Warrants |                               |                                   |                 |    |                                                                                    |              |          |
| 1.      | Blue Aster Caps Fund<br>PCC- Blue Aster Capital Multi Asset Fund<br>Protected Cell | Non-promoter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4,50,000        |                               |                                   |                 |    |                                                                                    |              |          |

|       |                                                                                                                                                        |                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
|-------|--------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------------------------|--------------|----------|----|-------------------------|--------------|----------|----|--------------------------------|--------------|----------|----|---------------|--------------|----------|----|-------------------------------|--------------|----------|----|---------------------|--------------|----------|----|-------------------|--------------|-----------|----|------------------|----------|----------|----|---------------------|----------|----------|-------|--|--|-----------|
|       |                                                                                                                                                        |                                                                                                                                                                | <table border="1"> <tr> <td>2.</td> <td>Resonance Opportunities Fund</td> <td>Non-promoter</td> <td>4,50,000</td> </tr> <tr> <td>3.</td> <td>Vikasa India EIF I Fund</td> <td>Non-promoter</td> <td>4,50,000</td> </tr> <tr> <td>4.</td> <td>APR Properties Private Limited</td> <td>Non-promoter</td> <td>2,00,000</td> </tr> <tr> <td>5.</td> <td>Rachit Poddar</td> <td>Non-promoter</td> <td>2,00,000</td> </tr> <tr> <td>6.</td> <td>Basukinath Properties Pvt Ltd</td> <td>Non-promoter</td> <td>2,00,000</td> </tr> <tr> <td>7.</td> <td>Elysian Wealth Fund</td> <td>Non-promoter</td> <td>4,50,000</td> </tr> <tr> <td>8.</td> <td>Mr. Ketan Gorania</td> <td>Non-promoter</td> <td>11,00,000</td> </tr> <tr> <td>9.</td> <td>Mr. Srinidhi Rao</td> <td>Promoter</td> <td>2,50,000</td> </tr> <tr> <td>10</td> <td>Mrs. Vandana S. Rao</td> <td>Promoter</td> <td>2,50,000</td> </tr> <tr> <td colspan="3" style="text-align: center;">Total</td> <td>40,00,000</td> </tr> </table> <p>The warrants are to be exercised for conversion into Equity Shares in one or more tranches, within 18 months from the date of its allotment.</p> | 2. | Resonance Opportunities Fund | Non-promoter | 4,50,000 | 3. | Vikasa India EIF I Fund | Non-promoter | 4,50,000 | 4. | APR Properties Private Limited | Non-promoter | 2,00,000 | 5. | Rachit Poddar | Non-promoter | 2,00,000 | 6. | Basukinath Properties Pvt Ltd | Non-promoter | 2,00,000 | 7. | Elysian Wealth Fund | Non-promoter | 4,50,000 | 8. | Mr. Ketan Gorania | Non-promoter | 11,00,000 | 9. | Mr. Srinidhi Rao | Promoter | 2,50,000 | 10 | Mrs. Vandana S. Rao | Promoter | 2,50,000 | Total |  |  | 40,00,000 |
| 2.    | Resonance Opportunities Fund                                                                                                                           | Non-promoter                                                                                                                                                   | 4,50,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| 3.    | Vikasa India EIF I Fund                                                                                                                                | Non-promoter                                                                                                                                                   | 4,50,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| 4.    | APR Properties Private Limited                                                                                                                         | Non-promoter                                                                                                                                                   | 2,00,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| 5.    | Rachit Poddar                                                                                                                                          | Non-promoter                                                                                                                                                   | 2,00,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| 6.    | Basukinath Properties Pvt Ltd                                                                                                                          | Non-promoter                                                                                                                                                   | 2,00,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| 7.    | Elysian Wealth Fund                                                                                                                                    | Non-promoter                                                                                                                                                   | 4,50,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| 8.    | Mr. Ketan Gorania                                                                                                                                      | Non-promoter                                                                                                                                                   | 11,00,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| 9.    | Mr. Srinidhi Rao                                                                                                                                       | Promoter                                                                                                                                                       | 2,50,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| 10    | Mrs. Vandana S. Rao                                                                                                                                    | Promoter                                                                                                                                                       | 2,50,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| Total |                                                                                                                                                        |                                                                                                                                                                | 40,00,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| 3     | Amount which the company intends to raise by way of such securities                                                                                    | Rs. 32,32,40,000/- (Rupees Thirty-Two Crores Thirty-Two Lakhs Forty Thousands only) by issue of upto 40,00,000 Warrants each at an issue price of Rs. 80.81/-. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |
| 4     | Material terms of raising such securities, proposed time schedule contribution being made by the promoters or directors either as part of the offer or | Warrants                                                                                                                                                       | <p>(i) The Subscription Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Subscription Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Subscription Warrants by issuing a written notice to the Company specifying the number of Subscription Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10.00/- each to the Subscription Warrant holders.</p> <p>(ii) An amount equivalent to atleast 25% of the Warrant Subscription Price i.e. Rs. 20.20/- shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Subscription Price i.e. Rs. 60.61/- shall be payable by the Warrant holder(s) upon the exercise and conversion of each Warrant into Equity Share of the Warrant(s).</p> <p>(iii) In the event, a Subscription Warrant holder does not exercise the Subscription Warrants within a period of</p>                             |    |                              |              |          |    |                         |              |          |    |                                |              |          |    |               |              |          |    |                               |              |          |    |                     |              |          |    |                   |              |           |    |                  |          |          |    |                     |          |          |       |  |  |           |

|   |                                                            |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|---|------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|   | separately in furtherance of objects;                      |  | <p>18(Eighteen) months from the date of allotment of such Subscription Warrants, the unexercised Warrants shall lapse and the amount paid by the Subscription Warrant holders on such Subscription Warrants shall stand forfeited by Company.</p> <p>(iv) The Subscription Warrants themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Subscription Warrant holder thereof any rights akin to that of shareholder(s) of the Company.</p> <p>(v) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Subscription Warrant holders upon exercise of the Subscription Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules, and regulations.</p> <p>(vi) The Equity Shares so allotted on exercise of the Subscription Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.</p> <p>(vii) The Subscription Warrants and Equity Shares issued pursuant to the exercise of the Subscription Warrants shall be locked-in as prescribed under Chapter V of the SEBI ICDR Regulations from time to time.</p> |
| 5 | The price or price band at which the allotment is proposed |  | The issue price is Rs. 80.81/- per warrant ("Warrant Issue Price") with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company ("Equity Shares") at a premium of INR. 70.81/- per share for each Warrant.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 6 | Basis on which the price has been arrived at               |  | <p>The Equity Shares of Company are listed on Stock Exchange at National Stock Exchange of India Limited (NSE) and are frequently traded in accordance with the SEBI (ICDR) Regulations.</p> <p>For the purpose of computation of the price for each fully convertible warrant into each equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume for the said period and has been accordingly considered.</p> <p>In terms of the applicable provisions of SEBI (ICDR) Regulations, the price at which the Fully Convertible Warrants into Equity Shares is considered based on the following factors:</p> <p>(i) the 90 trading days volume weighted average price of the equity shares</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

|         |                                                                                                                                           | <p>of the Company quoted on the Stock Exchange preceding the Relevant Date is Rs. 80.81/-;</p> <p>(ii) the 10 trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date is Rs. 79.59/-.</p> <p>The Proposed Allottees the pricing of the Fully Convertible Warrants into Equity Shares to be allotted on preferential basis is determined on the higher side of condition (i) at Rs. 80.81/- per Warrant convertible into equivalent number of Equity Share of face value of Rs 10/- each in accordance with applicable provisions of SEBI (ICDR) Regulations.</p> <p>A Pricing Certificate obtained from M/s. Rathi &amp; Associates, practicing Company Secretaries providing detailed calculation is hosted on the Company's website: <a href="https://www.birdys.in/p/investor-update">https://www.birdys.in/p/investor-update</a></p> |                 |                      |             |                 |    |                  |                            |          |    |                     |                      |          |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------------------|-------------|-----------------|----|------------------|----------------------------|----------|----|---------------------|----------------------|----------|
| 7       | Name and address of Valuer who performed valuation                                                                                        | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                 |                      |             |                 |    |                  |                            |          |    |                     |                      |          |
| 8       | Relevant Date                                                                                                                             | The "Relevant Date" in accordance with SEBI ICDR Regulations would be November 04, 2024, being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                 |                      |             |                 |    |                  |                            |          |    |                     |                      |          |
| 9       | Proposal / Intent of the promoters, directors, or key management personnel or senior management of the Company to subscribe to the offer. | <p>Except the name mentioned below, none of the any Promoters, Directors or Key Management Personnel intends to subscribe to the warrants of the Company in the proposed issue.</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Allottee</th> <th>Designation</th> <th>No. of Warrants</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Srinidhi Rao</td> <td>Promoter/Managing Director</td> <td>2,50,000</td> </tr> <tr> <td>2.</td> <td>Mrs. Vandana S. Rao</td> <td>Promoter/ Whole-Time</td> <td>2,50,000</td> </tr> </tbody> </table>                                                                                                                                                                                                                                                                                                                                                     | Sr. No.         | Name of the Allottee | Designation | No. of Warrants | 1. | Mr. Srinidhi Rao | Promoter/Managing Director | 2,50,000 | 2. | Mrs. Vandana S. Rao | Promoter/ Whole-Time | 2,50,000 |
| Sr. No. | Name of the Allottee                                                                                                                      | Designation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | No. of Warrants |                      |             |                 |    |                  |                            |          |    |                     |                      |          |
| 1.      | Mr. Srinidhi Rao                                                                                                                          | Promoter/Managing Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 2,50,000        |                      |             |                 |    |                  |                            |          |    |                     |                      |          |
| 2.      | Mrs. Vandana S. Rao                                                                                                                       | Promoter/ Whole-Time                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 2,50,000        |                      |             |                 |    |                  |                            |          |    |                     |                      |          |

| 10                                      | Equity Shareholding Pattern of the Company before and after the Preferential Issue:                                          | <p>The Equity Shares upon conversion of the Warrants (as per Resolution at item No. 2 to this notice) and assuming conversion of all the Warrants (convertible within a period of 18 (Eighteen) months from the date of allotment) proposed to be allotted to the proposed allottees as per the resolution:</p> <table border="1" data-bbox="416 389 1378 875"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre preferential issue</th> <th colspan="2">Post preferential issue on fully diluted basis</th> </tr> <tr> <th>No of Shares</th> <th>%</th> <th>No of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td><b>Promoters and Promoter Group (A)</b></td> <td>19,08,190</td> <td>36.64</td> <td>24,08,190</td> <td>26.15</td> </tr> <tr> <td><b>Public (B)</b></td> <td>33,00,010</td> <td>63.36</td> <td>68,00,010</td> <td>73.85</td> </tr> <tr> <td><b>Total (A) + (B)</b></td> <td>52,08,200</td> <td>100.00</td> <td>92,08,200</td> <td>100.00</td> </tr> <tr> <td><b>Custodian (C)</b></td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td><b>Grand Total (A) + (B) + (C)</b></td> <td>52,08,200</td> <td>100.00</td> <td>92,08,200</td> <td>100.00</td> </tr> </tbody> </table>                                                                                                                                   | Category     | Pre preferential issue                         |  | Post preferential issue on fully diluted basis |  | No of Shares | % | No of Shares | % | <b>Promoters and Promoter Group (A)</b> | 19,08,190 | 36.64 | 24,08,190 | 26.15 | <b>Public (B)</b> | 33,00,010 | 63.36 | 68,00,010 | 73.85 | <b>Total (A) + (B)</b> | 52,08,200 | 100.00 | 92,08,200 | 100.00 | <b>Custodian (C)</b> | - | - | - | - | <b>Grand Total (A) + (B) + (C)</b> | 52,08,200 | 100.00 | 92,08,200 | 100.00 |
|-----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------------------------------------------|--|------------------------------------------------|--|--------------|---|--------------|---|-----------------------------------------|-----------|-------|-----------|-------|-------------------|-----------|-------|-----------|-------|------------------------|-----------|--------|-----------|--------|----------------------|---|---|---|---|------------------------------------|-----------|--------|-----------|--------|
| Category                                | Pre preferential issue                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |              | Post preferential issue on fully diluted basis |  |                                                |  |              |   |              |   |                                         |           |       |           |       |                   |           |       |           |       |                        |           |        |           |        |                      |   |   |   |   |                                    |           |        |           |        |
|                                         | No of Shares                                                                                                                 | %                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | No of Shares | %                                              |  |                                                |  |              |   |              |   |                                         |           |       |           |       |                   |           |       |           |       |                        |           |        |           |        |                      |   |   |   |   |                                    |           |        |           |        |
| <b>Promoters and Promoter Group (A)</b> | 19,08,190                                                                                                                    | 36.64                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 24,08,190    | 26.15                                          |  |                                                |  |              |   |              |   |                                         |           |       |           |       |                   |           |       |           |       |                        |           |        |           |        |                      |   |   |   |   |                                    |           |        |           |        |
| <b>Public (B)</b>                       | 33,00,010                                                                                                                    | 63.36                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 68,00,010    | 73.85                                          |  |                                                |  |              |   |              |   |                                         |           |       |           |       |                   |           |       |           |       |                        |           |        |           |        |                      |   |   |   |   |                                    |           |        |           |        |
| <b>Total (A) + (B)</b>                  | 52,08,200                                                                                                                    | 100.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 92,08,200    | 100.00                                         |  |                                                |  |              |   |              |   |                                         |           |       |           |       |                   |           |       |           |       |                        |           |        |           |        |                      |   |   |   |   |                                    |           |        |           |        |
| <b>Custodian (C)</b>                    | -                                                                                                                            | -                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | -            | -                                              |  |                                                |  |              |   |              |   |                                         |           |       |           |       |                   |           |       |           |       |                        |           |        |           |        |                      |   |   |   |   |                                    |           |        |           |        |
| <b>Grand Total (A) + (B) + (C)</b>      | 52,08,200                                                                                                                    | 100.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 92,08,200    | 100.00                                         |  |                                                |  |              |   |              |   |                                         |           |       |           |       |                   |           |       |           |       |                        |           |        |           |        |                      |   |   |   |   |                                    |           |        |           |        |
| 11                                      | Proposed time frame within which the preferential issue of Fully Convertible Warrants into Equity Shares shall be completed. | <p>As required under the SEBI ICDR Regulations, the Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this Resolution. In the case of Warrants, tenure of the same shall not exceed eighteen months from the date of their allotment and the proposed allottee would have to exercise his right for conversion within the said period. The Equity Shares arising pursuant to the exercise of the conversion of warrant shall be allotted within 15 days from the date of such exercise for conversion by the allottee. Provided that where the issue and allotment the Warrants arising out of the conversion of the warrants, is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals. Pursuant to Regulation 170(2) of the SEBI ICDR Regulations, if the allotment of the specified securities is not completed within fifteen days from the date of special resolution, a fresh special resolution shall be passed and the relevant date for determining the price of specified securities shall be taken with reference to the date of the latter special resolution.</p> |              |                                                |  |                                                |  |              |   |              |   |                                         |           |       |           |       |                   |           |       |           |       |                        |           |        |           |        |                      |   |   |   |   |                                    |           |        |           |        |
| 12                                      | Identity of the natural persons who are ultimate beneficial owners of the shares                                             | <p>Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Fully Convertible Warrant proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of September 30, 2024).</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |              |                                                |  |                                                |  |              |   |              |   |                                         |           |       |           |       |                   |           |       |           |       |                        |           |        |           |        |                      |   |   |   |   |                                    |           |        |           |        |

| proposed to be allotted and/ or who ultimately control the proposed allottee. | Sr. No. | Name of the proposed allottees                                              | Category     | Pre-issue Holding |   | Post-issue Holding |      | Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted |
|-------------------------------------------------------------------------------|---------|-----------------------------------------------------------------------------|--------------|-------------------|---|--------------------|------|-----------------------------------------------------------------------------------------------------------------------|
|                                                                               |         |                                                                             |              | No. of Shares     | % | No. of Shares      | %    |                                                                                                                       |
|                                                                               | 1.      | Blue Aster Caps Fund PCC-Blue Aster Capital Multi Asset Fund Protected Cell | Non-Promoter | 0                 | 0 | 4,50,000           | 4.89 | Mr..Sidharth Naresh Sogani                                                                                            |
|                                                                               | 2.      | Resonance Opportunities Fund                                                | Non-Promoter | 0                 | 0 | 4,50,000           | 4.89 | Mr Yajjadeo Lotun                                                                                                     |
|                                                                               | 3.      | Vikasa India EIF I Fund                                                     | Non-Promoter | 0                 | 0 | 4,50,000           | 4.89 | Mr. Roshen Pujari                                                                                                     |
|                                                                               | 4.      | APR Properties Private Limited                                              | Non-Promoter | 0                 | 0 | 2,00,000           | 2.17 | Mr Rachit Poddar                                                                                                      |
|                                                                               | 5.      | Mr. Rachit Poddar                                                           | Non-Promoter | 0                 | 0 | 2,00,000           | 2.17 | Not Applicable                                                                                                        |
|                                                                               | 6.      | Elysian Wealth Fund                                                         | Non-Promoter | 0                 | 0 | 4,50,000           | 4.89 | 1. Amul Mahendra Shah<br>2.Bharti Amul Shah                                                                           |

|        |                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                            |                                                                                             |                |                         |               |           |                     |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------------------------|----------------|-------------------------|---------------|-----------|---------------------|
|        |                                                                                                                                                                                       | 7.                                                                                                                                                                                                                                                                                                                                                                                                                                     | Basukina<br>th<br>Propertie<br>s Pvt. Ltd. | Non-<br>Prom<br>oter                                                                        | 0              | 0                       | 2,00,0<br>00  | 2.1<br>7  | Mr Rachit<br>Poddar |
|        |                                                                                                                                                                                       | 8.                                                                                                                                                                                                                                                                                                                                                                                                                                     | Mr.<br>Ketan<br>Gorania                    | Non-<br>Prom<br>oter                                                                        | 9,17,<br>100   | 17.<br>61               | 20,17,<br>100 | 21.<br>91 | Not<br>Applicable   |
|        |                                                                                                                                                                                       | 9.                                                                                                                                                                                                                                                                                                                                                                                                                                     | Mr.<br>Srinidhi<br>Rao                     | Prom<br>oter                                                                                | 9,54,<br>340   | 18.<br>32               | 12,04,<br>340 | 13.<br>08 | Not<br>Applicable   |
|        |                                                                                                                                                                                       | 10                                                                                                                                                                                                                                                                                                                                                                                                                                     | Mrs.<br>Vandana<br>Rao                     | Prom<br>oter                                                                                | 9,53,<br>750   | 18.<br>31               | 12,03,<br>750 | 13.<br>07 | Not<br>Applicable   |
| 1<br>3 | Lock in                                                                                                                                                                               | The Warrants to be allotted to the proposed allottees upon conversion of the Warrants, including the pre-preferential allotment shareholding of the proposed allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 and other applicable provisions of the SEBI ICDR Regulations.                                                                                          |                                            |                                                                                             |                |                         |               |           |                     |
| 1<br>4 | Practicing<br>Company<br>Secretary<br>'s<br>Certificate                                                                                                                               | The certificate from M/s. Rathi & Associates, Practicing Company Secretaries, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations will be placed before the Members at the EGM and is also hosted on website of the Company which can be accessed at the link: <a href="https://www.birdys.in/p/investor-update">https://www.birdys.in/p/investor-update</a> |                                            |                                                                                             |                |                         |               |           |                     |
| 1<br>5 | The<br>percenta<br>ge of<br>post<br>preferent<br>ial issue<br>capital<br>that may<br>be held<br>by the<br>allottees<br>and<br>change<br>in<br>control,<br>if any, in<br>the<br>Compan | Name of the<br>Proposed<br>Allottee                                                                                                                                                                                                                                                                                                                                                                                                    | Category<br>(Promoter/Non-<br>Promoter)    | Post-Issue<br>Shareholding<br>Structure post<br>allotment of Fully<br>Convertible Warrants* |                | Change in<br>Control    |               |           |                     |
|        |                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                            | Number                                                                                      | % of<br>Shares |                         |               |           |                     |
|        |                                                                                                                                                                                       | Blue Aster<br>Caps Fund<br>PCC- Blue<br>Aster Capital<br>Multi Asset<br>Fund<br>Protected Cell                                                                                                                                                                                                                                                                                                                                         | Non-Promoter                               | 4,50,000                                                                                    | 4.89           | No change<br>in control |               |           |                     |
|        |                                                                                                                                                                                       | Resonance<br>Opportunities<br>Fund                                                                                                                                                                                                                                                                                                                                                                                                     | Non-Promoter                               | 4,50,000                                                                                    | 4.89           | No change<br>in control |               |           |                     |



|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                            |              |           |       |                      |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-----------|-------|----------------------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | y consequent to the preferential issue          | Vikasa India EIF I Fund                                                                                                                                                                                                                                                                                                                                                                                                                                    | Non-Promoter | 4,50,000  | 4.89  | No change in control |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                 | APR Properties Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                             | Non-Promoter | 2,00,000  | 2.17  | No change in control |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                 | Mr. Rachit Poddar                                                                                                                                                                                                                                                                                                                                                                                                                                          | Non-Promoter | 2,00,000  | 2.17  | No change in control |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                 | Elysian Wealth Fund                                                                                                                                                                                                                                                                                                                                                                                                                                        | Non-Promoter | 4,50,000  | 4.89  | No change in control |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                 | Basukinath Properties Pvt. Ltd.                                                                                                                                                                                                                                                                                                                                                                                                                            | Non-Promoter | 2,00,000  | 2.17  | No change in control |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                 | Mr. Ketan Gorania                                                                                                                                                                                                                                                                                                                                                                                                                                          | Non-Promoter | 20,17,100 | 21.91 | No change in control |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                 | Mr. Srinidhi Rao                                                                                                                                                                                                                                                                                                                                                                                                                                           | Promoter     | 12,04,340 | 13.08 | No change in control |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                 | Mrs. Vandana Rao                                                                                                                                                                                                                                                                                                                                                                                                                                           | Promoter     | 12,03,750 | 13.07 | No change in control |
| * The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the equity shares which they intend to do so and on conversion of warrants on fully diluted basis in terms of item no. 2. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes. |                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                            |              |           |       |                      |
| 17                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Undertaking                                     | The Company hereby undertakes that:<br>(i) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.<br>(ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees. |              |           |       |                      |
| 18                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Principal terms of assets charged as securities | Not applicable.                                                                                                                                                                                                                                                                                                                                                                                                                                            |              |           |       |                      |
| 19                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Disclosures specified in Schedule               | It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors                                                                                                                                                    |              |           |       |                      |

|                                                                                                                                       |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower | or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations. |
|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

Except Mr. Srinidhi Rao -Managing Director, Mrs. Vandana S. Rao – Whole-Time Director none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 2 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution. Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

### **Item No. 3**

The special resolution contained in the Notice under Item no. 3 relates to a resolution passed by the Board on November 04, 2024 seeking approval of the members of the Company to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible Debentures and such other securities as stated in the resolution (the “Securities”), including by way of one or more public and/or private offerings, qualified institutions placement (“QIP”) and/ or any combination thereof, through issue of offering circular and/or placement document/or other permissible/requisite offer in accordance with the SEBI ICDR

Regulations and all other applicable laws, subject to the applicable regulations issued by the Securities and Exchange Board of India and any other governmental, regulatory or statutory approvals as may be required, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities of the Company for an aggregate amount not exceeding Rs. 70,00,00,000 (Rupees Seventy Crores only) or equivalent thereof.

The Board shall, subject to applicable law, issue Securities pursuant to this special resolution and utilize the proceeds to finance (wholly or in part) one or more, or any combination, of the following: (a) returns of loans, (b) working capital requirements of the Company (c) expansion of business (d) branding and digital marketing, (e) any cost incurred towards the objects of the Company, and (f) general corporate purposes.

As the Issue may result in the issue of Securities of the Company to investors who may or may not be members of the Company, consent of the Members is being sought pursuant to Sections 23, 42, 62(1)(c), 71 and 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The aforesaid proposal is in the interest of the Company and your Directors recommend the resolution set out at Item no. 3 to be passed as a Special resolution by the Members.

None of the Promoter, Director, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at Item no. 3, except to the extent of Equity Shares/Securities that may be subscribed to by them or by companies/firms/institutions in which they are interested as Director or member or otherwise.

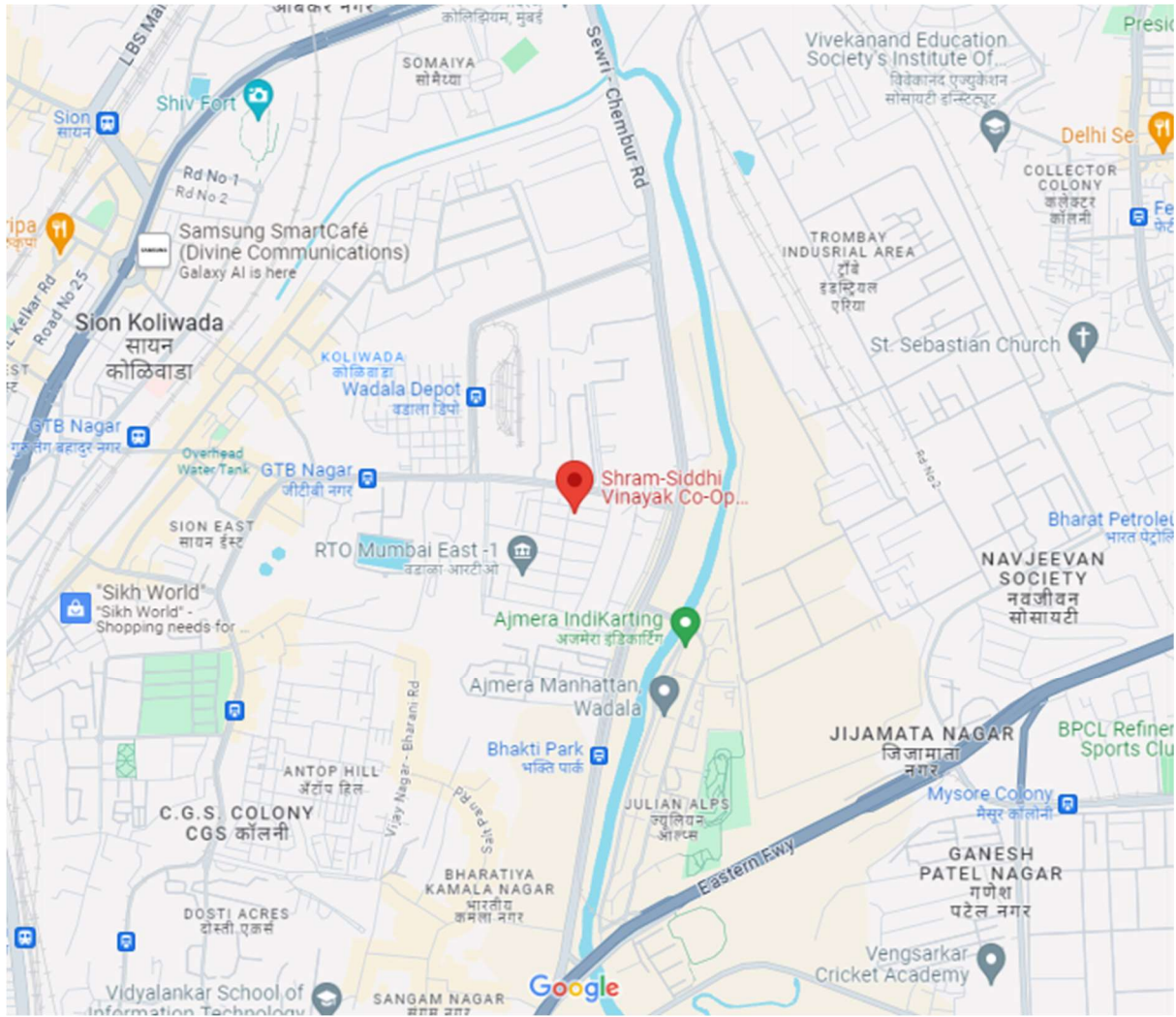
**By order of the Board of Directors  
For Grill Splendour Services Limited**

**Place: Mumbai  
Date: November 07, 2024**

**Vandana Srinidhi Rao  
Whole-time Director  
DIN: 06395396**

**Registered office:-**  
J1, Shram Siddhi Vinayak Premises  
Co-Op Soc Ltd C-105, 1st Floor,  
Plot - 8, Wadala Truck Terminal Road,  
Antop Hill, Mumbai - 400 037

## Route Map Extra-Ordinary General Meeting



**GRILL SPLENDOUR SERVICES LIMITED**

*(Formerly Grill Splendour Services Private Limited)*

**Registered Office:** J1, Shram Siddhi Vinayak Premises Co-Op Soc Ltd C-105,  
1st Floor, Plot - 8, Wadala Truck Terminal Road, Antop Hill, Mumbai - 400 037

**Tel No.:** 022- 5002 9517 **Fax No.:** 22- 22811977

**Email id:** [ipo@birdys.in](mailto:ipo@birdys.in), **Website:** [www.birdys.in](http://www.birdys.in)

**CIN:** U55100MH2019PLC333814

**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]*

|                              |  |
|------------------------------|--|
| Name of the Member(s):       |  |
| Registered Address:          |  |
| Email ID:                    |  |
| DP ID /Client Id/ Folio No.: |  |

I/we, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_.

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 of Grill Splendour Services Limited, to be held on Wednesday, December 04, 2024 at J1, Shram Siddhi Vinayak Premises Co-Op Soc Ltd C-105, 1st Floor, Plot - 8, Wadala Truck Terminal Road, Antop Hill, Mumbai - 400 037 at 09:00 A.M and at any adjournment thereof in respect of resolutions, as indicated below:

| Resol<br>ution<br>No.   | Resolution                                                                                                                       | Type of resolution<br>(Ordinary /<br>Special) | I/We assent<br>to the<br>resolution<br>(For) * | I/We dissent<br>to the<br>resolution<br>(For) * |
|-------------------------|----------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------------|-------------------------------------------------|
| <b>Special Business</b> |                                                                                                                                  |                                               |                                                |                                                 |
| 1.                      | To approve the increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company | Ordinary                                      |                                                |                                                 |
| 2.                      | Issuance of Fully Convertible Warrants into Equity Shares by way of Preferential Allotment on Private Placement Basis            | Special                                       |                                                |                                                 |
| 3.                      | To augment funds through further issue of securities                                                                             | Special                                       |                                                |                                                 |

Signed this \_\_\_\_\_ day of December 04, 2024.

|                                   |
|-----------------------------------|
| Affix Re.<br>1/- revenue<br>stamp |
|-----------------------------------|

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

**Notes:**

1. *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*
2. *For the resolutions, explanatory statement and notes, please refer to the notice of the Extra-Ordinary General Meeting.*
3. *A Proxy need not be a member of the Company.*
4. *A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.*
5. *A member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other member.*
6. *In case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion to the vote of the other joint holders. Seniority shall be determined by the order in which the name stands in the register of members.*
7. *The proxy may vote for or against the agenda items specified in the Notice of Extra-Ordinary General Meeting.*
8. *\* This is optional. Please put a tick mark (✓) in appropriate column against the indicated above. In case a member wishes his/her vote to be used differently, he/she resolution should indicate the number of shares under the columns 'For', 'Against'. In case the member leaves the column(s) blank, the proxy will be entitled to vote in the manner he/ she thinks appropriate.*

**GRILL SPLENDOUR SERVICES LIMITED**

*(Formerly Grill Splendour Services Private Limited)*

**Registered Office:** J1, Shram Siddhi Vinayak Premises Co-Op Soc Ltd C-105,  
1st Floor, Plot - 8, Wadala Truck Terminal Road, Antop Hill, Mumbai - 400 037

**Tel No.:** 022- 5002 9517

**Fax No.:** 022- 22811977

**Email id:** [ipo@birdys.in](mailto:ipo@birdys.in) Website: [www.birdys.in](http://www.birdys.in)

**CIN:** U55100MH2019PLC333814

**BALLOT FORM**

*[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]*

**Extra-Ordinary General Meeting ('EGM') – Wednesday, December 04, 2024**

*(To be returned to Scrutinizer appointed by the Company)*

|                                                                                                                         |  |
|-------------------------------------------------------------------------------------------------------------------------|--|
| <b>Name of the First named Shareholder<br/>(in block letters)</b>                                                       |  |
| <b>Registered postal address of the first<br/>named Shareholder (In block letters)</b>                                  |  |
| <b>Name(s) of the Joint Holder(s)</b>                                                                                   |  |
| <b>Registered Folio No. / *DP Id Client<br/>Id (*Applicable to investors holding<br/>shares in dematerialized form)</b> |  |
| <b>No. of shares held and class of shares</b>                                                                           |  |

I/We hereby exercise my/our vote in respect of the resolution(s) enumerated below and more clearly specified in the Notice of the Company to be passed at the EGM of the Company, for the businesses stated in the said Notice by conveying my/ our assent or dissent to the said resolutions in the relevant box below:



| Item No.                | Resolution                                                                                                                        | Type of resolution (Ordinary / Special) | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) | I/We abstain to vote on the resolution (Abstain) |
|-------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------|------------------------------------------|--------------------------------------------------|
| <b>SPECIAL BUSINESS</b> |                                                                                                                                   |                                         |                                     |                                          |                                                  |
| 1.                      | To approve the increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company. | Ordinary                                |                                     |                                          |                                                  |
| 2.                      | Issuance of Fully Convertible Warrants into Equity Shares by way of Preferential Allotment on Private Placement Basis.            | Special                                 |                                     |                                          |                                                  |
| 3                       | To augment funds through further issue of securities.                                                                             | Special                                 |                                     |                                          |                                                  |

**Place: Mumbai**

**Date: .....**

\_\_\_\_\_  
**Signature of Member / Beneficial Owner**

**E-mail: .....**

**#Tel No.....**

**GRILL SPLENDOUR SERVICES LIMITED**

*(Formerly Grill Splendour Services Private Limited)*

**Registered Office:** J1, Shram Siddhi Vinayak Premises Co-Op Soc Ltd C-105,  
1st Floor, Plot - 8, Wadala Truck Terminal Road, Antop Hill, Mumbai - 400 037

**Tel No.:** 022- 5002 9517, **Fax No.:** 022- 22811977.

**Email id:** [ipo@birdys.in](mailto:ipo@birdys.in) **Website:** [www.birdys.in](http://www.birdys.in)

**CIN:** U55100MH2019PLC333814

**ENTRANCE PASS / ATTENDANCE SLIP**

**(To be presented at the entrance)**

**Extra-Ordinary General Meeting On Wednesday, December 04, 2024 at J1, Shram Siddhi Vinayak Premises Co-Op Soc Ltd C-105, 1st Floor, Plot - 8, Wadala Truck Terminal Road, Antop Hill, Mumbai - 400 037 at 09:00 AM**

I/We certify that I am a member/proxy for the member of the Company.

I/We hereby record my/our presence at the **Extra-Ordinary General Meeting** of the Company held on Wednesday, December 04, 2024, J1, Shram Siddhi Vinayak Premises Co-Op Soc Ltd C-105, 1st Floor, Plot - 8, Wadala Truck Terminal Road, Antop Hill, Mumbai - 400 037 at 09:00 AM at and/or any adjournment thereof.

|                                                                |  |
|----------------------------------------------------------------|--|
| <b>Name:</b>                                                   |  |
| <b>Regd. Folio No.:</b>                                        |  |
| <b>No. of shares held:</b>                                     |  |
| <b>DP ID:</b>                                                  |  |
| <b>Client ID:</b>                                              |  |
| <b>Name of Proxy/Representative, if any:</b>                   |  |
| <b>Signature of the Shareholder(s)/ Proxy/ Representative:</b> |  |

**Note:**

1. Member/ Proxy attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of this Meeting. Members/ proxy are requested to bring a copy of the Notice at the meeting.
2. Bodies Corporate, whether a Company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.