



PEP TECHNOLOGIES PRIVATE LIMITED

House No 1/302/16, 7th Floor, Patto Area, Panaji, Panjim,

North Goa, Goa - 403001 | Mobile Number: 9357933933

CIN No. - U74999GA2015PTC015526 | GST No. - 30AAICP2804J1ZP

Email ID: woot@mcaffeine.com | Website: www.mcaffeine.com

Website: www.peptechnologies.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the **TWENTY SEVENTH EXTRAORDINARY GENERAL MEETING** of the Members of **PEP TECHNOLOGIES PRIVATE LIMITED** will be held on **THURSDAY, the 25th day of April, 2024** at **12.00 pm** at the Office of the Company situated at A – 304, Kanakia Building, Chandivali Road, Yadav Nagar, Mumbai – 400 072 to transact the following:

Special Businesses:

1. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

TO CONSIDER AND APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GOA TO THE STATE OF MAHARASHTRA AND CONSEQUENTIAL AMENDMENT TO SITUATION CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of section 13 read with section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation Rules, 2014 and such other rules as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), and in pursuance of receipt of affirmative consent of major investors as defined in the Articles of Association of the Company and subject to the approval by the Central Government (Regional Director, Western Region), or any other Government Authority, as may be specified from time to time, consent of members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Goa i.e. House No 1/302/16, 7th Floor Patto Area, Panaji, Panjim, North Goa, Panaji, Goa, India, 403001 to State of Maharashtra i.e. A- 304, Kanakia Boomerang, Chandivali Road, Yadav Nagar, Mumbai – 400072 and consequently Clause II of the Memorandum of Association of the Company be substituted as follows:

- II. The Registered office of the Company will be situated in the state of Maharashtra under the jurisdiction of the Registrar of Companies, Mumbai, Maharashtra.**

RESOLVED FURTHER THAT Mr. Tarun Sharma (DIN: 07264165), and/ or Mr. Vikas Lachhwani (DIN: 02898317), Directors of the Company, jointly or severally or its delegates or constituted attorney(ies)/ external professionals/ company secretary, advocate, through authority letter or Power of Attorney, be and is/are hereby authorized to make, represent, sign, submit, amend and modify the applications/forms/ documents/declarations/undertakings/petition for obtaining approval to change the registered office of the Company from the State of Goa to State of Maharashtra and to do all such acts, deeds, matters and things as in its/their absolute discretion, it/they may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto, while giving effect to this resolution without being required to seek any further consent or approval of the members, with the intent that the Company has given the approval thereto expressly by the authority of this Resolution and that those actions shall be deemed to have the approval of the members in pursuance of this Resolution.”

2. To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

TO CONSIDER AND APPROVE THE EXECUTION OF RELATED PARTY TRANSACTION

“**RESOLVED THAT** in pursuance of the provisions contained under

- Section 2(76), 188 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force);
- Companies (Meetings of Board and its Powers) Rules, 2014 as amended up-to-date; and
- Memorandum and Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable to the Company

and subject to such other necessary approvals, permissions, and sanctions, as may be necessary, the Company be and is hereby authorized to execute the transaction of product sales or purchases or providing/availing services with M/s. Kreative Beauty Private Limited, subsidiary of the Company, in which three Directors of the Company are interested as being nominated from the Company on the Board of the subsidiary, to an extent of amount not exceeding Rs. 100 Crores per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company or its delegated attorney be and is hereby authorised to sign and execute such documents, deeds, writings, papers and/or agreements as may be required, take from time to time all such actions, to give all such directions as may be necessary or desirable, also to settle any question or difficulty that may arise in this regard and do all such acts, deeds, matters and things, deemed fit, necessary, proper, desirable or expedient or appropriate in connection with or incidental to give effect to this resolution or the transaction covered in this resolution.”

For and on behalf of the Board of Directors of
PEP Technologies Private Limited

Date: 26th March, 2024
Place: Mumbai

TARUN SHARMA
Director (DIN: 07264165)
Address: 306, Liliun Building
Nahar Amrut Sakthi, Chandivali
Andheri East, Mumbai – 400072
Maharashtra, India

NOTES:

- 1) Though as per the Companies Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf and a proxy need not be a member of the Company. The Proxy Form is attached with instructions for filing, signing and depositing the same with the company.
- 2) Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the company a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting. A proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
- 3) An instrument appointing proxy is valid only if it properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies upon which the stamps have not been cancelled will be considered as invalid. If the company receives multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid. The proxy-holder shall prove his identity at the time of attending the meeting.
- 4) In case of any assistance required during the meeting, the shareholders are requested to contact: Ms. Dixita Popat, Compliance Officer, Mobile Number: +91 9920536855 or e-mail ID: dixita.popat@mcaffeine.com.
- 5) Members may also note that the EGM notice has been displayed on the website of the Company.
- 6) In case poll under Section 109 of the Companies Act, 2013 is required to be taken during the meeting on any resolution, the members can convey their vote and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
- 7) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on specified item, it will be treated as abstained.
- 8) Members are requested to bring the attendance slips, duly filled and signed, which is enclosed herewith, members are requested to append and hand it over at the entrance.
- 9) On a vote by show of hands, members holding different classes of shares shall be entitled to one vote for each class of share.
- 10) Members are requested to notify immediately any change in their address or other particulars, including email addresses to the Company. In all correspondence with the Company, Members are requested to quote their Account/Folio Numbers/DP-ID- Client ID.
- 11) Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Special Businesses has been annexed to the Notice of this General Meeting, and forms part of this Notice.
- 12) All relevant documents referred to in the Notice of Extraordinary General Meeting and the Explanatory Statement are available for inspection electronically.

For and on behalf of the Board of Directors of
PEP Technologies Private Limited

Date: 26th March, 2024
Place: Mumbai

TARUN SHARMA
Director (DIN: 07264165)
Address: 306, Liliium Building
Nahar Amrut Sakthi, Chandivali
Andheri East, Mumbai – 400072
Maharashtra, India

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

AGENDA #1: TO CONSIDER AND APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GOA TO THE STATE OF MAHARASHTRA AND CONSEQUENTIAL AMENDMENT TO SITUATION CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The management of the Company is planning to shift back its Registered Office from the present location, i.e., from Panaji, Goa to Maharashtra for business and administrative convenience. The proposed shifting of the Registered Office is not prejudicial to the interest of any party.

As per Article 4 of Part B of Articles of Association read with Annexure-2 of Articles of Association read with Shareholders Agreement dated August 29, 2020 (as amended share subscription cum addendum to the shareholders' agreement dated on May 31, 2021 and share subscription cum second addendum to the shareholders' agreement dated on December 15, 2021, the prior written consent of major investors (as defined in the articles of association of the Company) is obtained.

In accordance with the provisions of Section 13 read together with the Section 12 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, shifting of the Registered Office from one State to another State requires the approval of Shareholders in the General Meeting by way of Special Resolution and various authorities. Further, it amounts to altering the situation clause of the Memorandum of Association of the Company, which requires confirmation of the Regional Director, Western Region.

In view of the above, your Directors recommend the Resolution as set out in this Notice for your approval by way of Special Resolution.

Disclosure of Interest of Directors and others, as required under Section 102(1) read with the Proviso to Section 102(2) of the Companies Act, 2013:

- a. With respect to the Directors, none of the Directors of the Company are deemed to be interested or concerned, financially or otherwise, in passing the Resolution covered under Agenda # 1;
- b. The Company is not having any Manager as defined under the Companies Act, 2013, and hence his/her interest or concern in passing this Resolution does not arise;
- c. Section 203 of the Companies Act, 2013 with regard to appointment of Key Managerial Personnel is not applicable to the Company. Concern or interest of other Key Managerial Personnel appointed by the Company, if any, whether financially or otherwise in passing the above Resolution does not arise.
- d. As per the annual disclosures of interest provided to the Company by the Directors of the Company, it may be stated that none of their relatives is deemed to be concerned or interested, financially or otherwise in respect of this agenda. Since the Company did not have any Manager, interest of their relatives in this Resolution did not arise.

AGENDA # 2: TO CONSIDER AND APPROVE THE EXECUTION OF RELATED PARTY TRANSACTION

During the year 2023-24, the Company obtained a majority stake of 51% of KBPL on fully diluted basis and the Kreative Beauty Private Limited has become a subsidiary of the Company during 2023-24. The Company has sought approval of the Directors and the members respectively for executing related party transactions with the subsidiary company for the year 2023 – 2024 upto the limit of 100 crores.

The Company intends to seek approval of shareholders for executing purchase/sale of products and/or rendering/availing of services during the year 2024-2025 with M/s. Kreative Beauty Private Limited, subsidiary of the Company in which three Directors of the Company are nominated to oversee the operations, are interested. It may be noted that the interest is emanated out of the official position held by these directors on the Board of the subsidiary, and there is no conflicting personal interest.

The execution of transaction falls under the purview of the Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and thus requires the approval of Shareholders by way of ordinary resolution.

The disclosures as required to be made under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are given below:

(a)	Name(s) of the related party	M/s. Kreative Beauty Private Limited, Subsidiary of the Company
(b)	Name of the director or key managerial personnel who is related, if any	Mr. Tarun Sharma, Mr. Vikas Lachhwani And Mr. Mukund Anil Khetan – Directors of the Company and Subsidiary Company
(c)	Nature of relationship	Directors of the Company
(d)	Nature, material terms, monetary value and particulars of the contract or arrangements	Purchase/sale of products and/or rendering/availing of services in the normal course of business and at arm's length basis; Continuous up to March 31, 2025 and subject to further approvals thereafter; INR 100,00,00,000/- for any one or all of the contracts covered herein altogether
(e)	any other information relevant or important for the members to take a decision on the proposed resolution during the year	None

Disclosure of Interest of Directors and others, as required under Section 102(1) read with Proviso to Section 102(2) of the Companies Act, 2013:

- a. As already captured herein above, Mr. Tarun Sharma, Mr. Vikas Lachhwani And Mr. Mukund Anil Khetan are interested in this transaction, and no other director is interested or concerned herein;
- b. The Company is not having any Manager as defined under the Companies Act, 2013, and hence his/her interest or concern in passing this Resolution does not arise;
- c. Section 203 of the Companies Act, 2013 with regard to appointment of Key Managerial Personnel is not applicable to the Company. Concern or interest of other Key Managerial Personnel appointed by the Company, if any, whether financially or otherwise in passing the above Resolution does not arise; and
- d. As per the annual disclosures of interest provided to the Company by the Directors of the Company, it may be stated that none of their relatives is deemed to be concerned or interested, financially or otherwise in respect of this agenda. Since the Company did not have any Manager, interest of their relatives in this Resolution did not arise.

For and on behalf of the Board of Directors of
PEP Technologies Private Limited

Date: 26th March, 2024
Place: Mumbai

TARUN SHARMA
Director (DIN: 07264165)
Address: 306, Liliun Building
Nahar Amrut Sakthi, Chandivali
Andheri East, Mumbai – 400072
Maharashtra, India

ATTENDANCE SLIP

PEP TECHNOLOGIES PRIVATE LIMITED

**Regd. Office: House No 1/302/16, 7th Floor, Patto Area, Panaji, Panjim,
North Goa, Goa – 403001
CIN: U74999GA2015PTC015526**

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance)

27TH EXTRA ORDINARY GENERAL MEETING

Folio No.	
Name and Address of Member	
No. of Shares held	

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

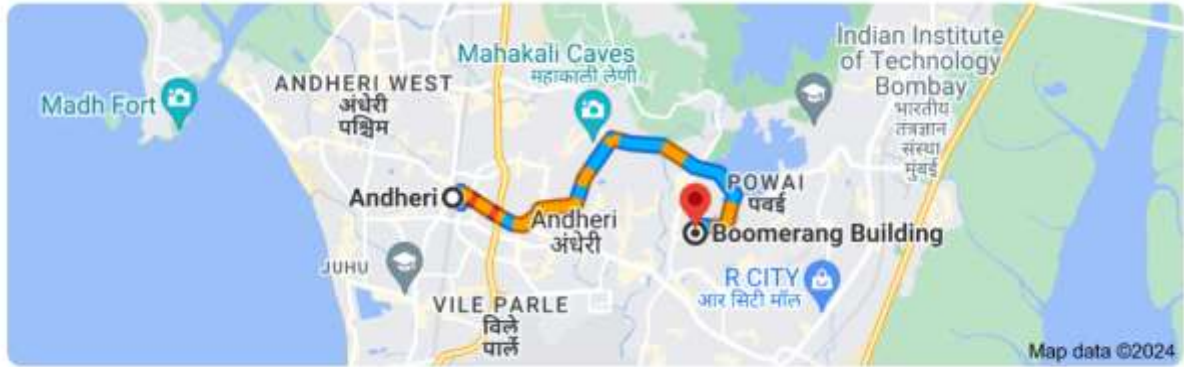
I hereby record my presence at the 27th Extra Ordinary General Meeting of the Company held on Thursday, 25th April, 2024 at 12.00 p.m. at A – 304, Kanakia Building, Chandivali Road, Yadav Nagar, Mumbai – 400 072.

Signature of Member/Proxy

Notes:

Member/Proxy holder willing to attend the meeting must bring the Attendance Slip to the Meeting.

ROUTE MAP FROM ANDHERI STATION TO KANAKIA BOOEMRANG



Form No. MGT-11
PROXY FORM_U/S 105(6) OF THE COMPANIES ACT, 2013

PEP TECHNOLOGIES PRIVATE LIMITED
Regd. Office: House No 1/302/16, 7th Floor, Patto Area, Panaji, Panjim,
North Goa, Goa – 403001
CIN: U74999GA2015PTC015526

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U74999GA2015PTC015526
Name of the company:	PEP Technologies Private Limited
Registered office:	House No 1/302/16, 7th Floor, Patto Area, Panaji, Panjim, North Goas, Goa – 403001
Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him

- Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Extra Ordinary General Meeting of the company, to be held on the Thursday, 25th April, 2024 at 12.00 p.m. at A – 304, Kanakia Building, Chandivali Road, Yadav Nagar, Mumbai – 400 072 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Special Business	
1	To consider and approve the shifting of registered office of the company from the state of Goa to the state of Maharashtra and consequential amendment to situation clause of Memorandum of Association of the company
2	To consider and approve the execution of Related Party Transaction

Signed this day of 2024.

Signature of Shareholder

Signature of Proxy holder(s)

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Notes: This form of proxy in order to be effective should be duly completed and deposited at the Office of the Company at A – 304, Kanakia Building, Chandivali Road, Yadav Nagar, Mumbai – 400 072 not less than 48 hours before the commencement of the Meeting.