

KREATIVE BEAUTY PRIVATE LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the **THIRD EXTRAORDINARY GENERAL MEETING** of the Members of **KREATIVE BEAUTY PRIVATE LIMITED** will be held on **THURSDAY, the 25th day of April, 2024** at **01.00 pm** in physical mode 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. 605-A 6th Floor EDC. Complex Patto Panjim North Goa - 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

CIN: U24299GA2022PTC015687

Registered Address: House No. 605-A 6th Floor EDC. Complex Patto Panjim
North Goa - 403001

Phone No: 7262007070; Email ID: care@letshyphen.com

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- 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. PEP Technologies Private Limited, Holding Company, in which three Directors of the Company are interested on the Board of the Holding, 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
Kreative Beauty 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

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NOTES:

- 1] A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, and vote on a poll on his behalf. Proxy need not be a member.
- 2] As per Article 55 of the Part A of the Articles of Association, the instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 3] Members/Proxies are requested to produce the enclosed Attendance Slip duly filled and signed as per the specimen signature recorded with the Company before admission to the Meeting Hall.
- 5] Members are requested to notify immediately any change in their address or any other particulars, including email addresses to the Company. In all correspondence with the Company, Members are requested to quote their Account/Folio Numbers.
- 9] Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.

For and on behalf of the Board of Directors of
Kreative Beauty Private Limited

Place:

Date:

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

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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.

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 PEP Technologies holds a majority stake of 51% of the Company on fully diluted basis and the PEP Technologies Private Limited has become a holding Company during 2023-24. The Company has sought approval of the Directors and the members respectively for executing related party transactions with the holding 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. PEP Technologies Private Limited, holding of the Company in which three Directors of the Company 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 holding, 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. PEP Technologies Private Limited, Holding of the Company
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(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 Holding 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:

- 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;
- 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;
- 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
- 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
Kreative Beauty Private Limited

Date: 26th March, 2024
Place: Mumbai

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

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ATTENDANCE SLIP

THIRD EXTRA ORDINARY GENERAL MEETING – 25TH APRIL, 2024

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

I/ We hereby record my/our presence at the Third Extra Ordinary General Meeting of the Company on Thursday, the 25th day of April, 2024, at 01.00 p.m. at the Registered Office of the Company.

Full Name of the Shareholder in Block Letters:

Folio No., Type of Shares and No. of Shares held:

Folio No.	Type of Shares	No. of Shares held
	Equity Shares	
	0.01% Compulsorily Convertible Cumulative Preference Shares	

Name of Proxy (if any) in Block Letters: -

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable

KREATIVE BEAUTY PRIVATE LIMITED

ROUTE MAP



KREATIVE BEAUTY PRIVATE LIMITED

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration Rules 2014))

CIN	: U24299GA2022PTC015687
Name of the Company	: Kreative Beauty Private Limited
Registered Office	: House No. 605-A 6th Floor EDC. Complex Patto Panjim North Goa Goa 403001

Name of the Member	
Registered address	
E-mail Id	
Folio No./Client Id	
DP ID	NA

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

1	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

2	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

3	Name	
	Address	
	Email ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Extra Ordinary General Meeting of the Company, to be held on Thursday the 25th day of April, 2024 at the **Office of the Company** 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):

Affix Revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.