

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting (“AGM”) of the members of Pine Labs Private Limited (“The COMPANY”) is scheduled to be held at shorter notice on Saturday, February 05, 2022 at 5:30 P.M. at 207, Gupta Arcade, Plot No. 5 L.S.C Mayur Vihar Phase-I Extension Delhi - 110091, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To consider and adopt the Standalone and consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the reports of the Directors and Auditors thereon.

2. To appoint Statutory Auditors and to fix their remuneration:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or amendment thereto or re-enactment thereof for the time being in force and as recommended by the Board of Directors of the Company, M/s BSR & Co. LLP Chartered Accountants, (Firm Registration No. 101248W/W-100022) be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting on such remuneration as may be fixed by the Board, for the said financial years;

RESOLVED FURTHER THAT any Director of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

SPECIAL BUSINESS:

3. Appointment of Mr. Indresh Kumar Gupta as Director of the company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any Statuary modification(s) or re-enactments thereof for the time being in force), Mr. Indresh Kumar Gupta (DIN: 0748882), who

Corporate Office: Pine Labs Pvt. Ltd., Candor TechSpace, 4th&5th Floor, Tower 6, Plot No. B2, Sector 62, Noida, U.P.- 201301, India Phone: +91 120 4951500 Fax: +91 120 417 4300

Regd. Office: 207, Gupta Arcade, Plot No. 5, L.S.C. Mayur Vihar, Phase 1 Extension, Delhi-110091

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CIN No.: U67100DL1998PTC093878

was appointed as an Additional Director in terms of Section 161 of the Companies Act, 2013 w.e.f. January 26, 2022 and whose term of office expires at this Annual General Meeting ('AGM') be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT upon being appointed as a Director as aforesaid, Mr. Indresh shall continue to serve as Director of the Company;

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to the aforesaid resolution."

4. Appointment of Ms. Tanya Mohan Naik as Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 152 read with Rule 8,9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made there under (including any Statuary modification(s) or re-enactments thereof for the time being in force) and the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to appoint Ms. Tanya Mohan Naik having (DIN : 09026504) as Director of the Company with effect from February 05, 2022.

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to the aforesaid resolution."

<p>Place: Delhi Date: 05.02.2022</p>	<p>By Order of the Board For Pine Labs Private Limited</p> <p><i>Rachana Prakash</i> (Rachana Prakash) Company Secretary M. No - A32481</p>
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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
3. Explanatory statement as required under section 102 of the companies act, 2013 is annexed hereto.
4. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
5. Members/Proxies attending the meeting are requested to send the Attendance Slip (duly completed) before the Meeting.
6. The Statutory Registers required to be kept open for inspection at the AGM of the Company under the Act read with Rules made thereunder, will be available for online inspection during the AGM by any person having the right to attend the AGM.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 3

The Board of Directors appointed Mr. Indresh Kumar Gupta as an Additional Director with effect from January 26, 2022, pursuant to Section 161 of the Companies Act, 2013 to hold office upto the date of this Annual General Meeting of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution No. 3, in relation to appointment of Mr. Indresh Kumar Gupta for the approval by the shareholders of the Company.

Except Mr. Indresh Kumar Gupta, none of the other Directors are concerned or interested in this resolution.

ITEM No. 4

Pursuant to the provision of Section 152 and 160 of the Companies Act, 2013 (hereinafter called 'the Act') Ms. Tanya Mohan Naik (DIN:09026504) is proposed to be appointed as Director of the Company on the recommendation of the Board of Directors.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as Director. Accordingly, the Board recommends resolution No. 4. In relation to the appointment of Ms. Tanya Mohan Naik for the approval by the shareholders of the Company.

None of the Directors are concerned or interested in this resolution.

NOTE: Brief resume of the Director seeking appointment, their educational and professional qualifications, working experience, achievements, name(s) of the Companies in which they hold directorships, are provided at the end of this Notice

<p>Place: Delhi Date: 05.02.2022</p>	<p style="text-align: right;"><i>By Order of the Board</i> <i>For Pine Labs Private Limited</i></p> <p style="text-align: right;"><i>Rachana Prakash</i> (Rachana Prakash) Company Secretary M. No - A32481</p>
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**FORM 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]**

Pine Labs Private Limited
CIN: U67100DL1998PTC093878
Registered Office: 207, Gupta Arcade, Plot No. 5, L.S.C Mayur Vihar Phase -1 Extension, Delhi-
110091

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:

1. Name:.....
Address.....
Email Id.....Signature.....

Or failing him

2. Name:.....
Address.....
Email Id.....Signature.....

Or failing him

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 Twenty Third Annual General Meeting of the company, to be held on Saturday, February 05, 2022, at 5:30 P.M at 207, Gupta Arcade, Plot no. 5 L.S.C Mayur Vihar Phase-I Extension Delhi – 110091 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

- 1. Adoption of Financial Statements (Standalone and consolidated)
- 2. To appoint Statutory Auditors and to fix their remuneration

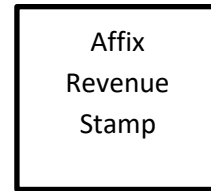
Special Business:

- 3. Appointment of Mr. Indresh Kumar Gupta as Director of the Company
- 4. Appointment of Ms. Tanya Mohan Naik as Director of the Company

Signed this..... Day of..... 2022

Signature of shareholder

Signature of Proxy holder(s)



Pine Labs Private Limited

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ATTENDANCE SLIP

Registered Folio / DP ID & Client ID	
Name and address of the Shareholder	

1. I hereby record my presence at the Twenty Third Annual General Meeting of the Company to be held on Saturday, February 05, 2022 at 5:30 P.M. at 207, Gupta Arcade, Plot no. 5 L.S.C Mayur Vihar Phase-I Extension Delhi - 110091.
2. Signature of the Shareholder / Proxy Present
3. Shareholder / Proxy Holder wishing to attend the meeting must bring the duly signed Attendance Slip to the meeting.
4. Shareholder/Proxy Holder attending the meeting is requested to bring his / her copy of the Annual Report.

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Note: Please complete the attendance slip and hand over at the entrance of the meeting hall

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Route Map for the Annual General Meeting Venue



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Details of the Directors seeking appointment at the 23rd Annual General Meeting

S. No	Name of Director	Mr. Indresh Kumar Gupta	Ms. Tanya Mohan Naik
1	DIN	07488823	09026504
2	Date of Birth	20/07/1976	15/12/1985
3	Date of first appointment on the Board	26-01-2022	N.A
4	Qualifications	CA, B.Com (Hons.)	B.CoM, MBA
5	Experience	Chartered Accountant with 19+ years of working experience in finance domain, having experience of working with eCommerce, ITES and Consulting corporates in India. Successfully lead Finance Controllership, Financial Planning & Analysis, Business finance and Corporate Accounting functions. Working experience in US SEC Reporting's and PCAOB audits, SOX Compliances, Merger & Acquisitions, Due Diligence, Fund Raise - IPO/FPO, Investor Relations, ERP implementations and various strategic projects	Having 13+ years of working experience in Finance & Marketing with: <ul style="list-style-type: none"> • PayPal - Director Payments, India and Cross Border Markets • Citibank - Vice President, India Solutions Sales, Treasury and Trade Solutions
6	Directorships held in other companies	NIL	ONE
7	Committee position held in other companies	NA	NA
8	No. of shares held	NIL	NIL
9	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA	NA
10	No. of Board Meetings attended during Financial Year 2020-21	NA	NA

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