



## NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting (“AGM”) of the members of Pine Labs Private Limited (“The COMPANY”) is scheduled to be held on Thursday, September 28, 2023 at 11 A.M at the registered office of the Company Unit no. 408, 4th floor, Time Tower, MG Road, DLF QE, Gurgaon-122002, Haryana, India, 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, 2023 together with the reports of the Directors and Auditors thereon.

### SPECIAL BUSINESS:

#### 2. Loan to Qfix Infocomm Private Limited

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

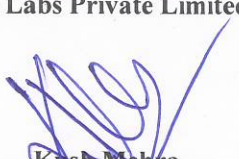
**RESOLVED THAT** pursuant to Section 185 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force), the consent by way of special resolution of members of the Company be and is hereby accorded to the Board to give loans, guarantees and/or provide securities in connection with any loan taken by Qfix Infocomm Private Limited, a private company and a fellow subsidiary of the Company, in which the Director(s) of the Company are interested in terms of Section 185 of the Act, upto a limit not exceeding Rs. 5,00,00,000 (Rupees Five Crore only), in one or more tranches, for the principal business activities of the said company, on such terms and conditions as may be mutually agreed.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby jointly or severally authorised to take from time to time all decisions and steps in respect of the above loans, guarantees and/or securities including the timing, amount and other terms and conditions of such loans, guarantees and/ or securities, do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do and perform all such other acts deeds and things as may be necessary in this regard including but not limited to signing jointly or severally as may be necessary all documents in connection with above matter referred to and with regard to delegation of powers to any director or any other person as it may deem fit subject to the provisions of the Act.

**RESOLVED FURTHER THAT** that all actions taken by the Director(s) of the Company in this regard including but not limited to the delegation of powers to any director or any other person as may be deemed fit in connection with above matter referred to are hereby approved, ratified and confirmed in all respect.



**RESOLVED FURTHER THAT** Directors of the Company be and are hereby severally authorized to sign and file forms and documents with the Registrar of Companies or any other authority, to make necessary entries in the statutory registers of the Company and to do such acts/deeds/ things, as may deem fit to give effect to this resolution.”

<p><b>Place: Noida</b> <b>Date: August 24, 2023</b></p>	<p style="text-align: right;"><b>By Order of the Board For Pine Labs Private Limited</b></p> <p style="text-align: right;"> <b>Kush Mehra</b> <b>Director</b> <b>DIN:08154941</b></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 authorized representatives are requested to send a duly certified Authorization Letter/ Board Resolution/ relevant documents 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.





## EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.


### ITEM No: 2

Pursuant to the provisions of Section 186, Section 179 and other applicable provisions of the Companies Act, 2013 (the "Act"), the Board of Directors of the Company had vide resolutions dated September 21, 2022, June 19, 2023 and August 24, 2023 accorded its consent inter alia to give any loans/ any other form of debt to fellow subsidiary(ies) of the Company and/or to give guarantee and/or to provide security in connection with a loan/any other form of debt taken by fellow subsidiary(ies) upto the limit prescribed under Section 186 of Companies Act, 2013.

In terms of Section 185(2) of the Act in order to provide loan/ any other form of debt for the principal business activities of Qfix Infocomm Private Limited ("Qfix"), a private company and a fellow subsidiary of the Company in which one of the directors of the Company i.e. Ms. Tanya Mohan Naik (DIN: 09026504) is interested as a Director (as defined in section 185 of the Act), the consent of the members of the Company by way of a special resolution is required for providing the said loans, guarantees and/or provide securities in connection with any loan taken by Qfix.

Accordingly, the Board of Directors of your Company seeks consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act to give loans, guarantees and/or provide securities in connection with any loan taken by Qfix up to a limit not exceeding Rs. 5,00,00,000 (Rupees Five Crore only), in one or more tranches.

The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any. Except that none of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the said resolution.

<p>Place: Noida Date: August 24, 2023</p>	<p style="text-align: right;"><b>By Order of the Board For Pine Labs Private Limited</b></p> <p style="text-align: right;"> <b>Kush Mehra Director DIN:08154941</b></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: U67100HR1998PTC113312

Registered Office: Unit no. 408, 4th floor, Time Tower, MG road DLF QE, Gurgaon-122002, Haryana, India

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 Fifth Annual General Meeting of the company, to be held on Thursday, September 28, 2023 at 11 A.M at Unit no. 408, 4th floor, Time Tower, MG Road, DLF QE, Gurgaon-122002, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. Adoption of Financial Statements.

**Special Business:**

2. Loan to Qfix Infocomm Private Limited

Signed this..... Day of..... 2023

Signature of shareholder

Signature of Proxy holder(s)





**Pine Labs Private Limited**

CIN: U67100HR1998PTC113312

Registered Office: Unit no. 408, 4th floor, Time Tower, MG road DLF QE, Gurgaon-122002, Haryana India

**ATTENDANCE SLIP**

<b>Registered Folio / DP ID &amp; Client ID</b>	
<b>Name and address of the Shareholder</b>	

1. I hereby record my presence at the Twenty Fifth Annual General Meeting of the Company to be held on Thursday, September 28, 2023 at 11 A.M at Unit no. 408, 4th floor, Time Tower, MG Road, DLF QE, Gurgaon-122002, Haryana, India.
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. ....

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





## Route Map for the Annual General Meeting Venue

