



NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (1/2023-24) of the members of **Pine Labs Private Limited** will be held on Monday November 6, 2023, at 12:00 Noon at Unit no. 408, 4th floor, Time Tower, MG Road, DLF QE, Gurgaon-122002, Haryana, India, to inter alia, consider and transact the following business:

AS SPECIAL BUSINESS:

Item No. 1: Increase In Authorised Share Capital.

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 13, 61(1)(a) and 64 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the authorised share capital of the Company be and is hereby increased from existing INR 14,29,07,700 (Rupees Fourteen Crores Twenty Nine Lakhs Seven Thousand Seven Hundred Only) divided into 14,29,07,700 equity shares of INR 1 (Rupee One Only) each to INR 84,28,66,330 (Rupees Eighty Four Crores Twenty Eight Lakhs Sixty Six Thousand Three Hundred and Thirty Only) divided into 84,28,66,330 equity shares of INR 1 (Rupee One Only) each, by way of creation of an additional 69,99,58,630 (Sixty Nine Crore Ninety Nine Lakhs Fifty Eight Thousand Six Hundred and Thirty) equity shares of INR 1 (Rupee One) each with a power to the Company to increase, reduce or modify the capital and to sub-divide all or any of the shares in the capital of the company, for the time being and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company as to equity share capital be and is hereby amended by substituting thereby the following clause:

V. The Authorised Share Capital of the Company is Rs. 84,28,66,330 (Rupees Eighty Four Crores Twenty Eight Lakhs Sixty Six Thousand Three Hundred and Thirty Only) divided into 84,28,66,330 (Eighty Four Crores Twenty Eight Lakhs Sixty Six Thousand Three Hundred and Thirty) equity shares of INR 1 (Rupee One Only) each.



RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and are hereby authorized severally or jointly as may be necessary to sign and file necessary forms and documents with the Registrar of Companies and to do all other acts and deeds as may be necessary or incidental thereto for the purpose of giving effect to the aforesaid resolution.”

Item No. 2: Issue of Bonus Shares

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

“**RESOLVED THAT** in accordance with the provisions of Section 63 and 123(5) and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 and the rules and regulations made thereunder, each as amended, and the memorandum and articles of association of the Company, and subject to applicable law and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (“**Board**”), approval of shareholders in general meeting be and is hereby accorded to the proposal of capitalization of sum to the extent of Rs. 69,99,58,630 standing to the credit of Securities Premium Account of the Company for the proposed purpose of issue of bonus shares of Re 1/- each, credited as fully paid up shares to the holders of equity shares of the Company, (whose names shall appear in the Register of Members, on the “Record Date” determined by the Board for the purpose) and issue and allotment of bonus shares not exceeding 69,99,58,630 equity shares, in the proportion of 5 equity shares for every 1 equity share of the Company held by respective members as on the Record Date and that the new bonus equity shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by such members and not as income in lieu of dividend credited.

RESOLVED FURTHER THAT the bonus shares so allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date, and the bonus equity shares so issued and allotted shall, for all purposes, be treated as the paid-up capital of the Company entitled to by each such member, save and except that they shall not be entitled to any dividend that may be declared before the Record Date.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of proposed bonus shares but the share certificates in respect of the bonus shares shall be dispatched, within such time as prescribed by law and the relevant authorities.



RESOLVED FURTHER THAT Directors and/ or Company Secretary of the Company be and are hereby authorized severally or jointly as may be necessary to do or cause to do all such acts, deeds, matters as may be necessary in the interest of the Company to give effect to this resolution, including but not limited to signing and filing all relevant forms with the Registrar of Companies, filing of Form FC-GPR with Reserve Bank of India, payment of stamp duty with Revenue Department, signing and execution of necessary forms, papers, writings, agreements and documents as may be deemed necessary and expedient in this regard.”

**By order of the Board
For Pine Labs Private Limited**

**Date : October 31, 2023
Place: Noida**

**Isha Jaiswal
Company Secretary
Membership No :A39104**



NOTES:

1. **Members entitled to attend and vote at the meeting is entitled to appoint a proxy and such proxy need not be a member of the Company.** Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. The complete particulars of the venue of the meeting including route map and prominent land mark for easy location are enclosed herewith.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special business to be transacted at the meeting is attached as an Annexure to this notice.
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 General Meeting.
5. Members/Proxies attending the meeting are requested to send the Attendance Slip (duly completed) before the Meeting.
6. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered office of the Company on all working days, during business hours up to the date of the meeting. Additionally, copies of the relevant documents are also be made available for inspection at the Corporate Office of the Company at Candor TechSpace, 4th & 5th Floor, Tower 6, Plot No. B-2, Sector 62, Noida – 201301.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ORDINARY RESOLUTIONS IN ITEM NO. 1 AND 2 OF THE NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING

INCREASE IN AUTHORISED SHARE CAPITAL AND ISSUE OF BONUS SHARES

With a view to bring the share capital to a level commensurate with the total capital employed in the Company, your Directors have proposed that sums not exceeding Rs. 69,99,58,630 out of Securities Premium Account of the Company be capitalised and transferred to Share Capital Account towards issue of bonus shares not exceeding 69,99,58,630 equity shares of Re. 1 each credited as fully paid up to the equity shareholders as on Record Date of October 31,2023 in the proportion of 5 equity shares for every 1 equity share.

In order to accommodate the proposed bonus issuance and to meet future capital requirements for business activities from time to time, it is proposed to increase the authorised share capital of the Company from INR 14,29,07,700 (Rupees Fourteen Crores Twenty Nine Lakhs Seven Thousand Seven Hundred Only) divided into 14,29,07,700 equity shares of INR 1 (Rupee One Only) each to INR 84,28,66,330 (Rupees Eighty Four Crores Twenty Eight Lakhs Sixty Six Thousand Three Hundred and Thirty Only) divided into 84,28,66,330 equity shares of INR 1 (Rupee One Only) each.

The Board recommends the Ordinary Resolutions set out at Item No. 1 and 2 of the Notice for approval by the shareholders.

None of the directors, Key managerial personnel(s) of the Company and their relative(s) is in anyway concerned or interested in the above referred resolutions except to the extent of their shareholding, if any.

A copy of Memorandum of Association proposed to be amended and Articles of Association will be available for inspection in physical or in electronic form during 11 AM to 6 PM at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company at Candor TechSpace, 4th & 5th Floor, Tower 6, Plot No. B-2, Sector 62, Noida - 201301 and also at the Meeting.

**By order of the Board
For Pine Labs Private Limited**

Date : October 31, 2023

Place: Noida

**Isha Jaiswal
Company Secretary
Membership No :A39104**



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 an Extraordinary General Meeting of the members of **Pine Labs Private Limited** to be held on Monday November 6, 2023, at 12:00 Noon 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:

Special Business:

- 1. **Increase In Authorised Share Capital.**
- 2. **Issue of Bonus Shares**

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

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp



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

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

1. I hereby record my presence at an Extra-Ordinary General Meeting of the members of **Pine Labs Private Limited** to be held on Monday November 6, 2023, at 12:00 Noon 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 Notice.
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Note: Please complete the attendance slip and hand over at the entrance of the meeting hall



Route Map for Venue of an Extra Ordinary General Meeting

