



NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) (1/2024-25) of the members of Pine Labs Private Limited will be held on Tuesday, July 02, 2024, at 11:00 AM at the registered office of the company situated 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:

SPECIAL BUSINESS:

Item No. 1: ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals as may be necessary, consent of the shareholders by way of special resolution be and is hereby accorded to alter the existing Clause III (A) of the Memorandum of Association (“the MOA”) of the Company by replacing the existing sub-clauses 1 to 8 with new sub-clauses 1 to 9, such that the existing sub-clause 1 be amended by adding the words “**both domestic and cross border**”, a new sub-clause 2 be added and existing sub-clause 2, 3, 4, 5, 6, 7 and 8 be re-numbered as sub-clause 3, 4, 5, 6, 7, 8 and 9 as under:

1. To carry on the business of providing solutions and services relating to online (both domestic and cross-border) and offline payment systems through software and hardware technology products and facilitating mobile and Internet related payments, telephone and IVR related payments, e-wallet, online remittance, money transfer services, payment collection and processing of payments and/or settlement of payments to merchants/other entities and related services by facilitating payment gateway to customers for merchandise, various utility services and business applications, digital banking, set up and operate neo bank subject to such regulatory approvals as may be required.
2. To carry on the business of payment system operators (PSOs) as permitted by the regulator from time to time, including but not limited to Prepaid Payment Instrument- issuer, Payment Aggregator (PA), PA-Online, PA- Cross-Border, PA- physical point of sale/ offline, Bharat Bill Payment Operating Unit, etc.
3. To carry on the business of providing solutions and services for web design and development, web application, software development, e-commerce, internet related consultancy, internet marketing, online information, online application integration, information technology and information technology enabled services, maintenance services and such other internet related information systems, services, products, technology and solutions.



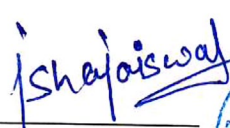
4. To provide business solutions to corporates, merchants etc. relating to working capital, gifting, rewards, purchase, promotion, technology integration and management of products and services and to do any such activity related to objects of the Company under both online and offline platforms or digital mode or any other electronic or technology medium as may be found suitable for the purpose and to develop suitable infrastructure in association or alliance with various entities for the said purposes.
5. To plan, design, develop, implement program and system for all kinds of computers, equipment's, software and analysis of information and the application of computer and data processing techniques and equipment's.
6. To establish hardware and software and its applications in various fields, system development for all kinds of data processing and assist to set up, operate and supervise the operation of the data processing division of other companies or organizations in India and elsewhere.
7. To carry out research, systems study, analysis, design and develop, engineer, alter, exchange or process in any manner, manufacture, deal either as principal or agent, import and export, know how, machinery and equipment's including sub-assemblies of other parts and components thereof for any hardware and software product relating to the implementation of above- mentioned and related activities and to furnish to the users the systems, know how program and other software relating to the use of such machine and allied peripherals.
8. To act as a corporate agent by offering electronic payment solutions by our software products and distribution networks and act as representative and/or agent offering IT based payment solutions.
9. To engage in and deal in all aspects of the business of issuing, sales, redemption, processing, credit, debit cards, money transfers, Stored Value/Prepaid instruments/Gift instruments/cards - cobranded or otherwise, cash cards, cash carry and delivery and any other type of stored value instrument of a similar nature that can be issued electronically or in any other manner possible, presently or in future, to individuals, firms and Corporates or any other persons for any purpose permissible for the Company to carry on under law and also to market such cards, whether issued 'by any bank/Corporate or any other entity.

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

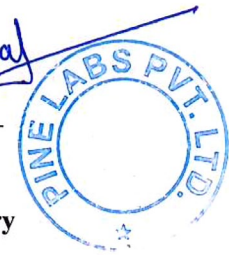


RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution”.

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



Isha Jaiswal
Company Secretary
MB No: A39104



Place: Noida
Date: 21/06/2024



NOTES:

1. **A Member 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.
A person shall not act as a proxy for than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the company. however, a single person may act as proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person.
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 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 SPECIAL RESOLUTION IN ITEM NO. 1 OF THE NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING

The Company intends to offer online payment solutions outside India in addition to its existing business in India to cover all the activities which are or may be regulated by RBI from time to time in relation to payment system operators (PSOs), including but not limited to Prepaid Payment Instrument- issuer, Payment Aggregator (PA), PA-Online, PA-Cross Border, PA-physical point of sale/ offline, Bharat Bill Payment Operating Unit, etc. Since some of these activities are regulated by RBI in accordance with RBI circular (RBI/2023-24/80 CO.DPSS.POLC.No.S-786/02-14-008/2023-24), the Company intends to make an application with RBI (“the regulator”) to seek approval to offer these services outside India. Therefore, it is proposed to specifically add the words “both domestic and cross boarder” with regard to the online business of Company including its payment aggregator business in sub- clause 1. of Clause III (A) of Memorandum of Association and to add aforementioned activities by inserting new clause 2. after existing sub-clause 1. of the Clause III (A) of the Memorandum of Association (“MOA”).

The Board of Directors (“Board”) at its meeting held on 17th June, 2024 had approved the proposed alteration of the MOA of the Company as described above and the Board is now seeking Members’ approval for the same. The proposed changes in object clause of MOA requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of Memorandum of Association proposed to be amended 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.

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

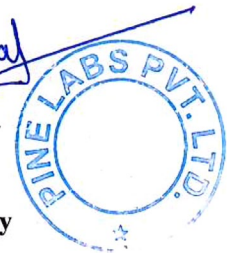
The consent of the members is, therefore, being sought for passing the special resolution for item no. 1 in the notice of the Extra-Ordinary General Meeting.

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

Isha Jaiswal

Company Secretary

MB No: A39104



**Place: Noida
Date: 21/06/2024**



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)/Show of hand 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 Tuesday July 02 , 2024, at 11:00 AM at the registered office of the company situated 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. ALTERATION OF OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY

Signed this..... Day of.....
2024

Signature

of

shareholder

Affix Revenue Stamp

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

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 Tuesday July 02 , 2024, at 11:00 AM at the registered office of the company situated 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.

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

