

PITNEY BOWES INDIA PRIVATE LIMITED

Reg. Off: D-7/3, Okhla Industrial Estate, Phase - II, New Delhi - 110020 India

CIN: U72200DL2004PTC126016 | T +91 11 41609815, F +91 11 41609815

Email: customercareindia@pb.com | Website: pitneybowes.com/in

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the members of Pitney Bowes India Private Limited will be held on Tuesday, the 25th day of February, 2020 at 5:00 pm at the Registered Office of the Company situated at D-7/3, Okhla Industrial Estate, Phase - II, New Delhi - 110020 India, to transact the following business:

SPECIAL BUSINESS:

1. TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the Members be and is hereby accorded for adoption of the new set of Memorandum of Association of the Company by replacing the existing set of Memorandum of Association by deleting Clause III (C) – “Other Objects of the Company not included in ‘A’ and ‘B’ above” and accordingly Memorandum of Association will no longer carry Other Objects.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B) and Clause IV of the Memorandum of Association of the Company, be renamed and read as under:

Clause III (A) - The objects to be pursued by the Company on its incorporation are:
Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:
Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the words “Companies Act, 1956” be substituted with the words “Companies Act, 2013” whenever appears in the existing Memorandum of Association of the Company.”

RESOLVED FURTHER THAT Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

2. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

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 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of the Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

By Order of the Board of Directors
For **PITNEY BOWES INDIA PRIVATE LIMITED**



Place: Gurgaon
Date: February 21, 2020

(NIDHI MALHOTRA)
COMPANY SECRETARY
ACS: 36789

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
3. Corporate Members intending to send their authorised representative(s) to attend the EGM are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the Meeting.
4. All the documents referred to in the accompanying Notice and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company situated at D-7/3, Okhla Industrial Estate, Phase - II, New Delhi - 110020 India, during the business hours on all days between 10:00 am to 4.00 pm upto the date of the meeting, and also at the meeting.
5. Electronic copy of the Notice of the EGM, is being sent to all the Members whose e-mail IDs are registered with the Company for communication purposes, unless any Member has requested for a hard copy of the same. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 requires a Company to provide advance opportunity atleast once in a financial year, to the member to register his e-mail address and any changes therein. In compliance with the same, we request the Members who do not have their e-mail id registered with the Company to get the same registered with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address.

ANNEXURE TO NOTICE

**Explanatory Statement
[Pursuant to Section 102 of the Companies Act, 2013]**

ITEM NO. 1: TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. Your directors' in its meeting held on 21st February 2020 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- Clause III (A) - The objects to be pursued by the Company on its incorporation are:
- Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:
- Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

The draft of the amended Memorandum of Association proposed for approval, are circulated along with this notice of the Extra-ordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

The Board of Directors recommend passing of the special resolution as contained in the Notice.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 1.

ITEM NO. 2: TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

Upon enactment of the Companies Act, 2013, the the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act. The Board of Directors in its meeting held on 21st February 2020 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company. The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Extra-Ordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for

inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day. In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Board of Directors recommend passing of the special resolution as contained in the Notice.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 2.

By Order of the Board of Directors
For **PITNEY BOWES INDIA PRIVATE LIMITED**



Place: Gurgaon
Date: February 21, 2020

(NIDHI MALHOTRA)
COMPANY SECRETARY
ACS: 36789

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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING - TUESDAY, 25TH FEBRUARY, 2020 AT 5:00 PM

Folio No. _____

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL

Member's/ Proxy's name (Block Letters) :

Address :

I hereby record my presence at the Extra-ordinary General Meeting of the Company at D-7/3, Okhla Industrial Estate, Phase - II, New Delhi - 110020 India on Tuesday, the 25th day of February, 2020 at 5:00 PM.

Signature of the member/proxy present _____

**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 : U72200DL2004PTC126016
Name of the company : **Pitney Bowes India Private Limited**
Registered office : D-7/3, Okhla Industrial Estate, Phase - II,
New Delhi - 110020 India

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

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

1. Name : _____
Address : _____
E-mail Id : _____

Signature : _____, or failing him
2. Name : _____
Address : _____
E-mail Id : _____

Signature : _____, or failing him
3. Name : _____
Address : _____
E-mail Id : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, the 25th day of February, 2020 at 5:00 PM at the Registered Office of the Company situated at D-7/3, Okhla Industrial Estate, Phase - II, New Delhi - 110020, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars
Special Business	
1.	TO ADOPT NEW SET OF MEMORENDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013
2.	TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

Signed this _____ day of _____ 2020.

AFFIX Revenue Stamp of Rs. 1

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly filled, completed, stamped, signed and deposited at the Registered Office of the Company

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9/29/2016

ROUTE MAP

Google Maps

