

PITNEY BOWES INDIA PRIVATE LIMITED

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

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NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the members of Pitney Bowes India Private Limited will be held through Video Conferencing (Microsoft Teams) on Wednesday, the 29th day of April, 2020 at 4:00 pm New Delhi, India, to transact the following business:

SPECIAL BUSINESS:

1. ALTERATION OF THE OBJECT CLAUSE AND ADOPTION OF NEW MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and subject to all the applicable laws and regulations, the consent of the members be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company by inserting following new additional Clause under “MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION”:

- 6. To carry on the business of import, export, marketing, wholesale trading, renting and distribution of all type of surgical, medical and scientific equipment's, instruments and accessories and diagnostic kits and re-agent diagnostic equipment's, healthcare aids and accessories, healthcare products and instruments, Products related to Personal Protective Equipment (PPE) which includes PPE Kits(Coverall, Examination Gloves, Safety Gloves, N95 Masks and Shoe Cover), Testing Kits, Coverall, 3ply disposable Face mask, Surgical mask / Medical mask, Examination gloves non-sterile, Examination gloves sterile, Hand sanitizer, Scrubs, tops, Scrubs, pants, Apron, Surgical Gown single use, Goggles / Safety Glasses, Face shield, Wipes, Disinfection Tunnels, Thermal guns thermometer, ventilators and other related products.*

RESOLVED FURTHER THAT a new set of Memorandum of Association incorporating necessary changes as required to be in conformity with the provisions of Section 4 read with Companies (Incorporation) Rules, 2014 and Table A of Schedule I and other applicable provisions, if any, of the Companies Act, 2013, copy whereof was circulated together with the notice of this meeting, be and is hereby adopted in place of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT all the Directors of the Company, and Ms. Nidhi Malhotra, Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution including filing necessary forms/ returns with the concerned authorities.”

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



Place: New Delhi
Date: April 27, 2020

(NIDHI MALHOTRA)
COMPANY SECRETARY
ACS: 36789

NOTES:

Due to the nationwide lockdown imposed by the Indian Government on account of the threat posed by COVID-19 the Companies in India are facing difficulties in taking corporate decisions that require convening of shareholders' meeting (*Extra-ordinary General Meeting-EGM*) and passing Ordinary and Special resolutions of urgent nature thereat. In order to deal with such a situation, the Ministry of Corporate Affairs ("MCA") has issued a clarification vide General Circular 14/2020 dated 8th April, 2020 wherein a procedure has been laid down to be adopted by the Companies that want to hold EGM under unavoidable circumstances without requiring the shareholders to be physically present at a common venue. The framework leverages the strengths of Digital India by use of Video Conference ("VC") or Other Audio Visual Means ("OAVM"), which allows Companies to convene Extra-Ordinary General Meetings through VC or OAVM.

1. EGM facilitates **two way tele-conferencing** for ease of participation of the Participants attending the meeting through Microsoft Teams. The Participants will also be allowed to post questions concurrently.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. **Since general meeting under the framework will be held through Microsoft Teams, where the physical attendance of the members has been dispensed with, there is no requirement of Proxies. Accordingly, the of appointment of Proxy will not be available for this meeting.**
4. 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.
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, 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.
6. All the documents referred to in the accompanying Notice and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 were being sent to all the Members electronically.
7. The Participants can join the meeting by clicking on the Microsoft Teams link shared over the mail circulating notice and other relevant documents.

8. For any assistance or queries regarding using the technology (Microsoft Teams) before or during the meeting you may contact at the Helpline Number [+91 9716419138](tel:+919716419138).
9. The Participants shall be given facility to join the EGM fifteen minutes before scheduled time of the meeting and shall be closed only after expiry of fifteen minutes from the scheduled time. They will also be given time to submit questions, if any, in advance on the given email address nidhi.vaid@pb.com.

ANNEXURE TO NOTICE

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

**ITEM NO. 1: ALTERATION OF THE OBJECT CLAUSE AND ADOPTION OF NEW
MEMORANDUM OF ASSOCIATION OF THE COMPANY**

In respect of the proposed alteration in Memorandum of Association by inserting following new additional Clause under "MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION":

- 6. To carry on the business of import, export, marketing, wholesale trading, renting and distribution of all type of surgical, medical and scientific equipment's, instruments and accessories and diagnostic kits and re-agent diagnostic equipment's, healthcare aids and accessories, healthcare products and instruments, Products related to Personal Protective Equipment (PPE) which includes PPE Kits(Coverall, Examination Gloves, Safety Gloves, N95 Masks and Shoe Cover), Covid-19 related products, Testing Kits, Coverall, 3ply disposable Face mask, Surgical mask / Medical mask, Examination gloves non-sterile, Examination gloves sterile, Hand sanitizer, Scrubs, tops, Scrubs, pants, Apron, Surgical Gown single use, Goggles / Safety Glasses, Face shield, Wipes, Disinfection Tunnels, Thermal guns thermometer, ventilators and other related products.*

Due to Covid-19 outbreak the Personal Protective Equipment (PPE), surgical, medical and scientific equipment's, instruments and accessories will be essential commodities and demand of these products will surge in the market. The Company would like to explore the opportunity in the area by carrying on the business import, export, marketing, wholesale trading, renting and distribution of all type of surgical, medical and scientific equipment's, instruments and accessories and diagnostic kits and re-agent diagnostic equipment's, healthcare aids and accessories, healthcare products and instruments, Products related to Personal Protective Equipment (PPE) which includes PPE Kits(Coverall, Examination Gloves, Safety Gloves, N95 Masks and Shoe Cover), Covid-19 related products, Testing Kits, Coverall, 3ply disposable Face mask, Surgical mask / Medical mask, Examination gloves non-sterile, Examination gloves sterile, Hand sanitizer, Scrubs, tops, Scrubs, pants, Apron, Surgical Gown single use, Goggles / Safety Glasses, Face shield, Wipes, Disinfection Tunnels, Thermal guns thermometer, ventilators and other related products. by utilizing available resources in such a manner that it is beneficial for both the Company and the country.

The existing Object Clause of the Memorandum of Association of the Company does not contain a specific clause to enable such business. It is proposed to insert a specific clause in this regard in the Memorandum of Association of the Company to enable the Company to carry out the proposed business activity.

Further, the Memorandum of Association of the Company is required to state the information as contained in and in conformity with the provisions of Section 4 read with Companies (Incorporation) Rules, 2014 and Table A of Schedule I and other applicable provisions, if any, of the Companies Act, 2013. In order to align the same with the requirements under the Companies Act, 2013, it is proposed to adopt new Memorandum of Association in place of the existing Memorandum of Association of the Company. The new set of Memorandum of Association is circulated with the notice of the meeting for your reference.

The Members are therefore requested to approve, by passing a special resolution, alteration in the Object Clause of Memorandum of Association of the Company under "MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" and adoption of new 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 or their relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

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



Place: New Delhi
Date: April 27, 2020

(NIDHI MALHOTRA)
COMPANY SECRETARY
ACS: 36789