

**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 Friday, the 8<sup>th</sup> day of November, 2019 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. APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION RELATING TO PURCHASE OF THE ENGINEERING, DEVELOPMENT, PRODUCT & CUSTOMER SUPPORT WORK ASSOCIATED WITH THE COMMERCE SERVICES AND SENDING TECHNOLOGY SOLUTIONS BUSINESS LINES OF PITNEY BOWES SOFTWARE INDIA PRIVATE LIMITED**

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 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and other applicable provisions and rules thereto, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Pitney Bowes Software India Private Limited, a related party within the meaning of Section 2(76) of the Act for the purchase of the engineering, development, product & customer support work associated with the Commerce Services and Sending Technology Solutions business lines of Pitney Bowes Inc., of Pitney Bowes Software India Private Limited as a going concern on a slump sale basis for a lump sum consideration, on such terms and conditions as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**2. APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION FOR THE TRANSFER OF EMPLOYMENT OF CERTAIN EMPLOYEES 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 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and other applicable provisions and rules thereto, approval of Shareholders be and is hereby accorded to the Company to enter into an intercompany agreement and related ancillary agreements with Pitney Bowes Software India Private Limited, a related party within the meaning of Section 2(76) of the Act for the transfer of employment of certain employees of the Company, on such terms and conditions as the Board of Directors may deem fit."

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



**(NIDHI MALHOTRA)**  
**COMPANY SECRETARY**  
**ACS: 36789**

Place: Gurgaon  
Date: November 07, 2019

**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: APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION RELATING TO PURCHASE OF THE ENGINEERING, DEVELOPMENT, PRODUCT & CUSTOMER SUPPORT WORK ASSOCIATED WITH THE COMMERCE SERVICES AND SENDING TECHNOLOGY SOLUTIONS BUSINESS LINES OF PITNEY BOWES SOFTWARE INDIA PRIVATE LIMITED**

Pursuant to section 179 and other applicable provisions of the Companies Act, 2013 (if any) and rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and the Articles of Association of the Company, Pitney Bowes India Private Limited ("the Company") intends to purchase the engineering, development, product & customer support work associated with the Commerce Services and Sending Technology Solutions business lines of Pitney Bowes Inc., of Pitney Bowes Software India Private Limited (CIN-U74999DL2007FTC157343), as a going concern on a slump sale basis (**Business Transfer**) for a lump sum consideration, on such terms and conditions as the Board of Directors may deem fit.

None of the Directors/Key Managerial Personnel of the Company hold any shares in M/s Pitney Bowes Software India Private Limited, which is a direct wholly owned subsidiary of M/s Pitney Bowes Software Inc., USA. The Company is a direct wholly owned subsidiary of M/s Pitney Bowes International Holdings Inc., USA. However, both the Company, and M/s Pitney Bowes Software India Private Limited are ultimately held by M/s Pitney Bowes Inc., USA.

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

None of the Directors except Mr. Arun Shankaran Kutty (DIN: 00739564) or their relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

**ITEM NO. 2: APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION FOR THE TRANSFER OF EMPLOYMENT OF CERTAIN EMPLOYEES OF THE COMPANY**

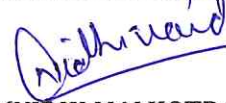
Pursuant to the provisions of Section 188 of the Companies Act, 2013 (**Act**) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and other applicable provisions and rules thereto, Pitney Bowes India Private Limited ("the Company") intends to enter into an intercompany agreement and related ancillary agreements with Pitney Bowes Software India Private Limited (CIN-U74999DL2007FTC157343), a related party within the meaning of Section 2(76) of the Act for the transfer of employment of certain employees of the Company, on such terms and conditions as the Board of Directors may deem fit

None of the Directors/Key Managerial Personnel of the Company hold any shares in M/s Pitney Bowes Software India Private Limited, which is a direct wholly owned subsidiary of M/s Pitney Bowes Software Inc., USA. The Company is a direct wholly owned subsidiary of M/s Pitney Bowes International Holdings Inc., USA. However, both the Company, and M/s Pitney Bowes Software India Private Limited are ultimately held by M/s Pitney Bowes Inc., USA.

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

None of the Directors except Mr. Arun Shankaran Kutty (DIN: 00739564) 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**



**(NIDHI MALHOTRA)**  
**COMPANY SECRETARY**  
**ACS: 36789**

Place: Gurgaon  
Date: November 07, 2019

**PITNEY BOWES INDIA PRIVATE LIMITED**

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**ATTENDANCE SLIP**

**EXTRA-ORDINARY GENERAL MEETING – FRIDAY, 8<sup>TH</sup> NOVEMBER, 2019 AT 5:00 PM**

Folio No. \_\_\_\_\_

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL
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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 Friday, the 8<sup>th</sup> day of November, 2019 at 5:00 PM.

Signature of the member/proxy present \_\_\_\_\_

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**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:

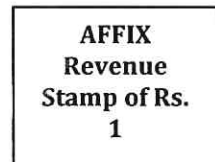
I/We, being the member(s) of ..... equity shares of the above named company, hereby appoint

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 Friday, the 8<sup>th</sup> day of November, 2019 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
<b>Special Business</b>	
1.	APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION RELATING TO PURCHASE OF THE ENGINEERING, DEVELOPMENT, PRODUCT & CUSTOMER SUPPORT WORK ASSOCIATED WITH THE COMMERCE SERVICES AND SENDING TECHNOLOGY SOLUTIONS BUSINESS LINES OF PITNEY BOWES SOFTWARE INDIA PRIVATE LIMITED
2.	APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION FOR THE TRANSFER OF EMPLOYMENT OF CERTAIN EMPLOYEES OF THE COMPANY

Signed this \_\_\_\_ day of \_\_\_\_\_ 2019.



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

# Google Maps ROUTE MAP

