

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 19th 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:

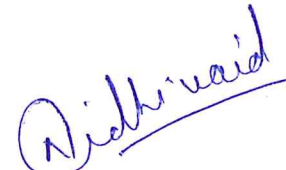
ORDINARY BUSINESS:

- 1. CONSENT FOR WAIVER AND RELEASE OF OUTSTANDING AMOUNTS PAYABLE BY THE COMPANY UNDER LOAN AGREEMENT DATED 9 DECEMBER 2014 AND ADDENDUM DATED 21 SEPTEMBER 2017 AND ADDENDUM#2 DATED 25 SEPTEMBER 2019 AND APPROVAL FOR EXECUTION OF TERMINATION AND RELEASE AGREEMENT WITH 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 in accordance with the applicable provisions of the Companies Act, 2013 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, consent of the members of the Company is hereby unanimously accorded for the waiver and write-off of the outstanding loan amounts being INR [15,00,00,000] principal and [INR 16,43,178] interest payable by the Company to Pitney Bowes Software India Private Limited under the loan agreement dated 9 December 2014 and addendum dated 21 September 2017 and addendum#2 dated 25 September 2019 (Loan Waiver) and execution by the Company of the termination and release agreement, and all documents and ancillary agreements, if any, in connection with, contemplated under or pursuant to the Loan Waiver."

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



(NIDHI MALHOTRA)
COMPANY SECRETARY
ACS789

Place: Gurgaon
Date: November 18, 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]

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013


Item No. 1 APPROVAL FOR WAIVER AND RELEASE OF OUTSTANDING AMOUNTS DUE UNDER LOAN AGREEMENT DATED 9 DECEMBER 2014 AND ADDENDUM DATED 21 SEPTEMBER 2017 AND ADDENDUM # 2 DATED 25 SEPTEMBER 2019 AND EXECUTION OF TERMINATION AND RELEASE AGREEMENT WITH PITNEY BOWES INDIA PRIVATE LIMITED

The Company is required to pay INR [15,00,00,000] principal and [INR 16,43,178] interest (**Outstanding Loan Amounts**) to Pitney Bowes Software India Private Limited under a loan agreement dated 9 December 2014 and addendum dated 21 September 2017 and addendum # 2 dated 25 September 2019 (**Loan Agreement**). Pitney Bowes Software India Private Limited has decided to waive the Outstanding Loan Amounts and execute a termination and release agreement with the Company in respect of the Loan Agreement (**Proposed Transaction**).

The directors of the Company (the **Board**), vide resolution passed on November 18, 2019 has consented to the Proposed Transaction. Although the Proposed Transaction does not specifically require the consent of the members of the Company in accordance with the Companies Act, 2013, the Board has decided in the interest of good corporate governance and best practices, that the Proposed Transaction also be consent to by the members of the Company in an extraordinary general meeting as it may also effect the interests of the members.

Accordingly, the Board recommends the resolutions at Item No. 1 of the accompanying notice, for the approval of the members of the Company by passing an ordinary resolution. Mr. Arun Shankaran Kutty, a director of the Company, is also a director of Pitney Bowes Software India Private Limited. No other director, manager, key managerial personnel or any of their relatives is interested in the resolution set out in this notice.

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



(NIDHI MALHOTRA)
COMPANY SECRETARY
ACS: 36789

Place: Gurgaon
Date: November 18, 2019

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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING - TUESDAY, 19TH NOVEMBER, 2019 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 19th day of November, 2019 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 19th 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 |
|-------------------------|--|
| Special Business | |
| 1. | APPROVAL FOR WAIVER AND RELEASE OF OUTSTANDING AMOUNTS DUE UNDER LOAN AGREEMENT DATED 9 DECEMBER 2014 AND ADDENDUM DATED 21 SEPTEMBER 2017 AND EXECUTION OF TERMINATION AND RELEASE AGREEMENT WITH PITNEY BOWES INDIA PRIVATE LIMITED |

Signed this _____ day of _____ 2019.

| |
|--|
| 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

9/29/2016

Google Maps ROUTE MAP

