

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 the 12th Annual General Meeting of the members of Pitney Bowes India Private Limited will be held on Friday, the 30th day of September, 2016 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. To receive, consider and adopt the Audited Financial Statements of the Company which include Balance Sheet as at 31 March, 2016, the Statement of Profit & Loss for the financial year ended on that date together with schedules, annexures and notes thereon and the reports of the Board of Directors and the Statutory Auditors thereon.
2. To consider and approve re-appointment of M/s Price Waterhouse & Co Bangalore LLP (FRN 007567S/S-200012), Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2016-17 and to authorise the Board of Directors to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the re-appointment of M/s Price Waterhouse & Co Bangalore LLP (FRN 007567S/S-200012), Chartered Accountants, as the Statutory Auditors of the Company, to hold office till the conclusion of the next Annual General Meeting with respect to the financial year ending March 31, 2017 to conduct the audit at such remuneration and out-of-pocket expenses (collectively "Auditor Remuneration") as may be decided by the Board, which Auditor Remuneration shall be payable as fees on a progressive basis, in one or more instalments, as mutually agreed and billed by the Auditors from time to time, be and is hereby approved."

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. LALIT SATIJA (DIN: 07614336) AS DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and the Rules made thereunder, Mr. Lalit Satija (DIN: 07614336), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 21, 2016 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

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

Nidhi Vaid

(NIDHI VAID)
COMPANY SECRETARY
ACS: 36789

Place: Gurgaon
Date: September 29, 2016

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 AGM 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 working 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 AGM, Annual Report for Financial Year 2015-2016 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. 3: APPOINTMENT OF MR. LALIT SATIJA (DIN: 07614336) AS DIRECTOR OF THE COMPANY

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Lalit Satija (DIN: 07614336) as an Additional Director of the Company with effect from September 21, 2016. In terms of the provisions of Section 161(1) of the Act, Mr. Lalit Satija holds office as Director up to the date of the ensuing Annual General Meeting.

Further the disclosures with respect to appointment of Mr. Lalit Satija (DIN: 07614336) as the Director of the Company, are as under:

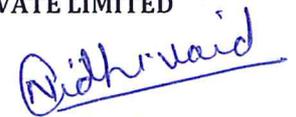
Date of Birth	July 26, 1970
Qualifications	FCS, LLB
Experience	About 19 years
Remuneration sought to be paid and the remuneration last drawn from the Company	Nil
Date of first Appointment on the Board	September 21, 2016
Directorships held in other companies as on date	Nil
Memberships of committees across companies	Nil
Shareholding in the Company (Equity)	Nil
Relationship with other Directors/ Manager/Key Managerial Personnel	None
Number of Board meetings attended during the Financial Year 2016-17 till date	One

Mr. Lalit Satija is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Mr. Lalit Satija, none of the other Directors or their relatives are in any way, financial or otherwise, interested or concerned in the resolution set out at Item No. 3 of the Notice.

The Board recommends his appointment as Director of the Company and proposes the resolution for the approval of members as an Ordinary Resolution.

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



(NIDHI VAID)
COMPANY SECRETARY
ACS: 36789

Place: Gurgaon
Date: September 29, 2016

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ATTENDANCE SLIP

12TH ANNUAL GENERAL MEETING – FRIDAY, 30TH SEPTEMBER, 2016 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 12th Annual General Meeting of the Company at D-7/3, Okhla Industrial Estate, Phase - II, New Delhi - 110020 India on Friday, the 30th day of September, 2016 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 Friday, the 30th day of September, 2016 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
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Ordinary Business	
1.	ADOPTION OF FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2016
2.	TO APPROVE RE-APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY
Special Business	
3.	APPOINTMENT OF MR. LALIT SATIJA (DIN: 07614336) AS DIRECTOR OF THE COMPANY

Signed this _____ day of _____ 2016.

AFFIX Revenue Stamp of Rs. 1

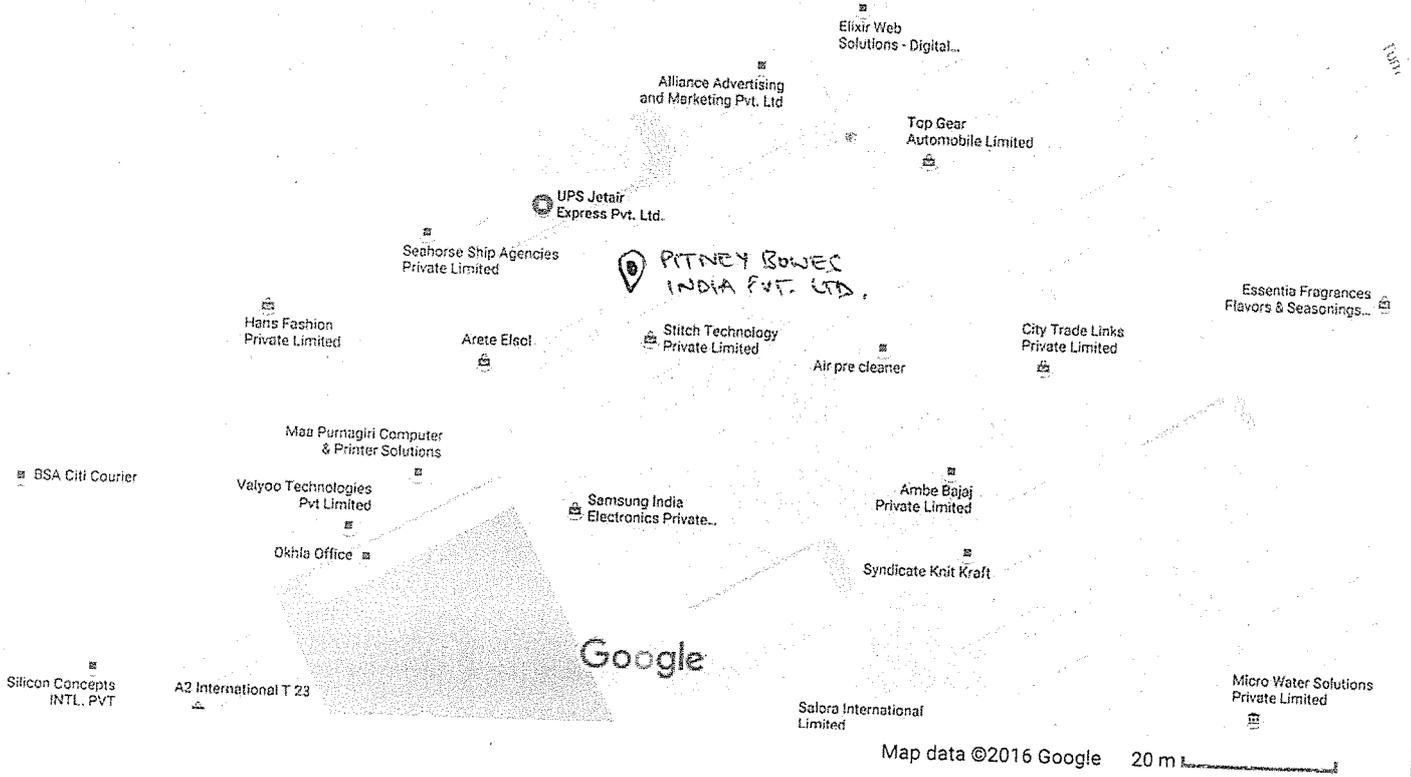
Signature of shareholder

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

Google Maps

ROUTE MAP



THE COMPANIES ACT, 2013

Consent by shareholder for shorter notice

[Pursuant to section 101 (1) of the Companies Act, 2013]

To
The Board of Directors,
Pitney Bowes India Private Limited
[CIN: U72200DL2004PTC126016]

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

I/We, _____, holding _____ shares (_____ %
of the paid-up Share Capital) in my/our own name hereby give consent, pursuant to
section 101 (1) of the Companies Act, 2013, to hold the Annual General Meeting of the
Company on Friday the 30th day of September 2016 at shorter notice.

Dated:

Signature