

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 19th day of December, 2014 at 11:00 am, at the Registered Office of the Company, situated at 45, 2nd Floor, Okhla Industrial Estate, Phase III, New Delhi 110 020, to transact the following business:

SPECIAL BUSINESS**1. AUTHORIZATION FOR BORROWINGS**

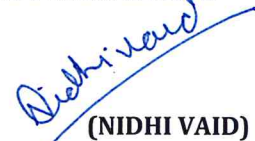
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactments thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of Company for borrowing any sum or sums of money from time to time, from M/s Pitney Bowes Software India Private Limited, whether by way of loan or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and/or other properties whether movable or immovable as they deem requisite for the purposes of the business of the Company, notwithstanding that the money so borrowed may exceed the aggregate of its paid-up share capital and free reserves, provided however that the total amount of monies borrowed and outstanding at any one time from M/s Pitney Bowes Software India Private Limited shall not exceed a sum of Rs. 30.00 Crores (Rupees Thirty Crores only).

RESOLVED FURTHER THAT all the Directors of the Company, be and are hereby severally authorized and empowered to arrange or settle the terms and conditions on which such monies may be borrowed from M/s Pitney Bowes Software India Private Limited from time to time as to interest, repayment, security or otherwise, howsoever they may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in this regard.

RESOLVED FURTHER THAT all the Directors of the Company and the 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**



**(NIDHI VAID)
COMPANY SECRETARY
ACS - A36789**

Place : New Delhi
Date : December 17, 2014

Pitney Bowes India Private Limited
Corporate Identity Number: U72200DL2004PTC126016
Registered Office:
2nd Floor, 45, Okhla Industrial Estate, Phase – III, New Delhi – 110020, India
Tel.: +91 (11) 42195500, Fax: +91 (11) 42195580
Email: customercareindia@pb.com
Website: www.pitneybowes.co.in

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the business of the meeting 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. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. The documents referred to in the accompanying Notice and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, if any, are open for inspection at the Registered Office of the Company situated at 45, 2nd Floor, Okhla Industrial Estate, Phase III, New Delhi 110 020, India, during the business hours on all working days between 10:00 am to 1.00 pm upto the date of the meeting.

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ANNEXURE TO NOTICE**Explanatory Statement in terms of Section 102 of the Companies Act, 2013**

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to the business mentioned in the accompanying Notice.

Item No. 1:

Section 180(1)(c) of the Companies Act, 2013, provides that the Board of Directors of a Company shall exercise the power to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, only with the consent of the Company by a special resolution.

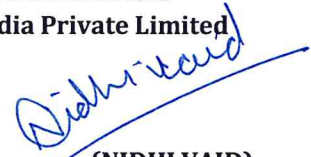
Pitney Bowes India Private Limited ("the Company") intends to borrow funds from M/s Pitney Bowes Software India Private Limited (CIN-U74999DL2007FTC157343) in order to meet its business working capital requirements and such borrowing would exceed aggregate of its paid-up share capital and free reserves. Accordingly, in order give authorization to the Board of Directors of the Company, under Section 180(1)(c) of the Companies Act, 2013, the Company is required to pass the special resolution, as mentioned in Item No. 1 of the Notice.

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 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 VAID)
COMPANY SECRETARY
ACS - A36789**

Place : New Delhi
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