PITNEY BOWES INDIA PRIVATE LIMITED

Reg. Off: 45, Okhla Industrial Estate, Phase III, New Delhi - 110020 India CIN: U72200DL2004PTC126016 | T +911142195500, F +911142195580 Email: customercareindia@pb.com | Website: pitneybowes.com

<u>NOTICE</u>

Notice is hereby given that the 11th Annual General Meeting of the members of Pitney Bowes India Private Limited will be held on Wednesday, the 30th day of September, 2015 at 5:00 pm at the Registered Office of the Company situated at 45, Okhla Industrial Estate, Phase III, 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, 2015, the Statement of Profit & Loss for the financial year ended on that date together with annexures thereto 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) [Formerly Price Waterhouse & Co., Bangalore (FRN 007567S)], Chartered Accountants as the Statutory Auditors of the Company for the financial year 2015-16 and to authorise 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 reappointment of M/s. Price Waterhouse & Co., Bangalore LLP (FRN 007567S/S-200012) [Formerly Price Waterhouse & Co., Bangalore (FRN 007567S)], 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, 2016 at such remuneration and on such terms as may be decided by the Board of Directors of the Company, be and is hereby approved."

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

Place: New Delhi Date: September 29, 2015 Rich ward

(NIDHI VAID) COMPANY SECRETARY ACS: 36789

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is not required since there is no item of special business.

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 are open for inspection at the Registered Office of the Company situated at 45, Okhla Industrial Estate, Phase III, 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.
- 5. Electronic copy of the Notice of the AGM, Annual Report for Financial Year 2014-2015 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.

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ATTENDANCE SLIP

11TH ANNUAL GENERAL MEETING - WEDNESDAY, 30TH SEPTEMBER, 2015 AT 5:00 PM

Folio No. _____

PLEAS	SE COM	IPLETE	THIS AT	TEND	ANCE
SLIP	AND	HAND	OVER	AT	THE
ENTR	ANCE O	F THE M	EETING I	HALL	

Member's/ Proxy's name (Block Letters)

Address

I hereby record my presence at the 11th Annual General Meeting of the Company at 45, Okhla Industrial Estate, Phase III, New Delhi - 110020 India on Wednesday, the 30th day of September, 2015 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: 45, Okhla Industrial Estate, Phase III, 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 Wednesday, the 30th day of September, 2015 at 5:00 pm at the Registered Office of the Company situated at 45, Okhla Industrial Estate, Phase III, New Delhi - 110020 India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	`							
	Ordinary B	usin	ess						
1.	ADOPTION	OF	FINANCIAL	STATMENTS	OF	THE	COMPANY	FOR	THE

	FINANCIAL YEAR ENDED ON MARCH 31, 2015					
2.	TO APPROVE RE-APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY					

Signed this _____ day of _____ 2015.

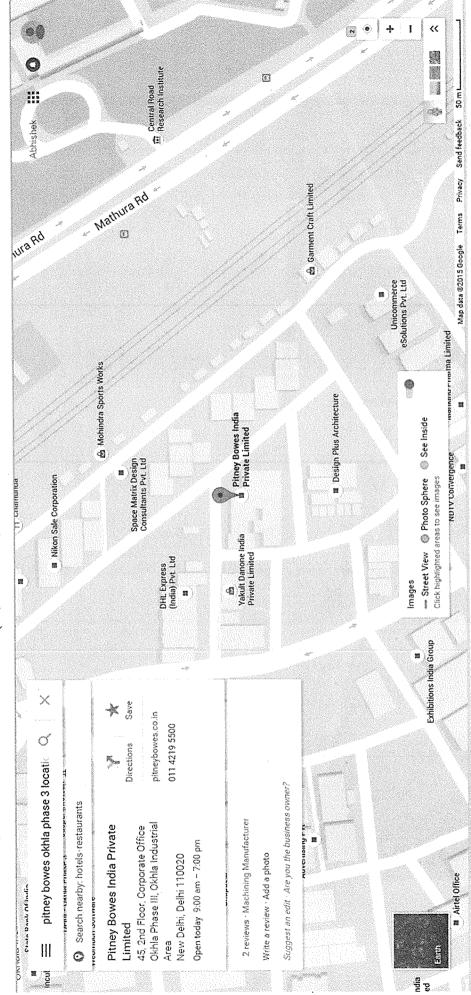
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Signature of shareholder

AFFIX Revenue Stamp of Rs. 1

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



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: 45 Okhla Industrial Estate, 2nd Floor, Phase III, New Delhi 110 020

I/We, _____, holding ______ equity 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 Wednesday the 30th day of September 2015 at shorter notice.

(Signature)

Date: