

## NOTICE

Notice is hereby given that the 02<sup>nd</sup> Extra-Ordinary General Meeting of the Members of the Company will be held on Monday, 07<sup>th</sup> March, 2022 via Video conferencing means. Meeting will be convened at Board Room, Second Floor, Speed Post Centre Building, Bhai Veer Singh Marg, New Delhi 110 001 at 11:00 am, to transact the following business:

### SPECIAL BUSINESS

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

#### 1. TO CONSIDER INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 15,55,00,00,000/- (Rupees One Thousand five hundred and fifty-five Crore only) consisting of 1,55,50,00,000 (One Hundred and fifty-five Crore Fifty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 18,55,00,00,000/- (Rupees One Thousand eight hundred and fifty- five Crore only) consisting of 1,85,50,00,000 (One Hundred and eight five Crore Fifty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each.”

**“FURTHER RESOLVED THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

The Authorized Share Capital of the Company shall be Rs. 18,55,00,00,000/- (Rupees One Thousand eight hundred and fifty- five Crore only) consisting of 1,85,50,00,000 (One Hundred and eight five Crore Fifty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.

**“FURTHER RESOLVED THAT** the Company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

## **2. TO CONSIDER ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**“RESOLVED THAT** pursuant to provisions of section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with rule 33 of the Companies (Incorporation) Rules, 2014 and subject to the approval of shareholders and subject to such other approvals, permission and consents as may be required, the articles of association of the Company be and are hereby altered as under:

1. Delete the entire Article 151b

Clause No. 151 (b) The Board shall appoint one of its Directors as Managing Director who shall be entrusted with the management of the whole of the affairs of the Company and he shall exercise his powers subject to the superintendence, control and direction of the Board.

2. Amend Article 157 as mentioned below

### **Old Clause No. 157:**

The part-time Chairman, Managing Director and the whole-time director shall receive such salary and allowances as may be determined by the Central Government in accordance with the Act and the 1949 Act.

### **Amended Clause No. 157.**

The part-time Chairman, Managing Director and the whole-time director shall receive such salary and allowances as may be determined by the Central in consultation with the Reserve Bank of India and in accordance with the Act and the 1949 Act.

**“FURTHER RESOLVED THAT** the Company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

Sd/-

**Place: New Delhi**

**Date : 11.02.2022**

**Priyanka Bhatnagar  
Company Secretary  
FCS 8657**

To,

1. **All the Members of IPPB**
2. **All Directors of IPPB**

**NOTES:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself. A proxy need not be a member. Proxies in order to be effective must be received by the company not less than 48 hours before the time for holding the meeting. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**

Corporate members intending to send their authorised representative(s) are required to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.

2. Members are requested to immediately inform the Company of their change of address.
3. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Ordinary Business is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 10.02.2022, to 15.02.2022 (both days inclusive).
5. Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (10:00 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 & the Register of Contracts or arrangements, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
7. Pursuant to Section 139(5) read with Section 142 of the Companies Act, 2013, the Auditors of a Government Company are appointed or reappointed by the Comptroller and Auditor General (C&AG) of India and their remuneration is to be fixed by the Company in the Annual General Meeting. The members may authorise the Board to fix an appropriate remuneration of Auditors for the financial year 2017-18 after taking into consideration the increase in volume of work etc.

8. Consent for the shorter notice has been obtained as per the provisions of Section 101 of the Companies act, 2013.
9. None of the Directors of the Company in any way related to each other.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**ITEM NO. 1**

Vide letter dated 21st January, 2022, the competent authority has accorded the approval to transfer funds to the tune of 133 Crores to IPPB from funds allocated for the Year 2021-22. Also as per the second Revised Cost Estimate (RCE) recommended by PIB, we are expecting another infusion of Rs.200 crore before the end of this financial year and another 200 crore in the beginning of next financial year, once the RCE is approved by the Cabinet.

Thus it is proposed to increase the Authorised Capital of the Bank atleast by Rs. 300 crores to cover other upcoming allotments.

The Current Authorized Capital of the Company is present Rs. 15,55,00,00,000/- (Rupees One Thousand five hundred and fifty five Crore only) consisting of 1,55,50,00,000 (One Hundred and fifty five Crore Fifty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each and the paid up share capital of the Company is Rs. 13,22,00,00,000/- (Rupees One Thousand three hundred and twenty two Crore only) consisting of 1,32,20,00,000 (One Hundred and thirty two Crore twenty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each. The Company proposes to increase its authorized share capital to Rs. 18,55,00,00,000/- (Rupees One Thousand eight hundred and fifty- five Crore only) consisting of 1,85,50,00,000 (One Hundred and eight five Crore Fifty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each to facilitate fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

**ITEM NO. 2**

RBI vide its letter DOR..GOV.No.S3357/29.92.006/2021-22 dated January 12, 2021 has directed the Bank to ensure that the AoA is in the consonance with the Statutory and regulatory requirements.

Hence it is proposed to delete Article 151b and amend Article 157 of the Articles of association of the Company.

In order to authorize the Board for taking further action and as per the provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required for amending clause in Articles of Association in line with the Companies Act, 2013. Accordingly, the Board of Directors recommends the Item No. 2 as Special Resolutions for approval of the Members.

The proposed altered AOA is available for inspection by the members at the Registered Office of the Company during normal business hours from 10 a.m. to 6 p.m. on all working days, up to and including the date of the Annual General Meeting of the Company and will also be available for inspection at the meeting.

None of the Directors of the Company is deemed to be concerned or interested in the said Resolution except as member of the Company.

**By order of the Board  
For India post Payments Bank Limited**

**Sd/-**

**Place: New Delhi**

**Date : 11.02.2022**

**Priyanka Bhatnagar  
Company Secretary**

# INDIA POST PAYMENTS BANK LIMITED

Registered Office: Post Office, Speed Post Centre Building Market Road New Delhi Central  
Delhi DI 110001 IN  
CIN: U74999DL2016GOI304561

## ATTENDANCE SLIP

**02<sup>nd</sup> Extra-Ordinary General Meeting on Monday, 07<sup>th</sup> March, 2022**

Registered Folio No. / DP ID - Client ID :	
Name and Address of the Shareholder	
Joint holders	
No. of Shares	

I / We hereby record my/our presence at the 02<sup>nd</sup> Extra- Ordinary General Meeting of the Company held on Monday, 07<sup>th</sup> March, 2022 at Board Room, Second Floor, Speed Post Centre Building, Bhai Veer Singh Marg, New Delhi 110 001 at 11:00 am.

\_\_\_\_\_  
Member's/Proxy's Name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

Note: Please fill this Attendance Slip and HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

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# INDIA POST PAYMENTS BANK LIMITED

Registered Office: Post Office, Speed Post Centre Building Market Road New Delhi Central  
Delhi DI 110001 IN  
CIN: U74999DL2016GOI304561

PROXY FORM - 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: **U74999DL2016GOI304561**

Name of the Company: **INDIA POST PAYMENTS BANK LIMITED**

Registered office: POST OFFICE, SPEED POST CENTRE BUILDING MARKET ROAD NEW DELH

Name of the Member(s):  Registered address:
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I/ We being the member of India Post Payments Bank Limited holding ..... shares, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

2. 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 04<sup>th</sup> Annual General Meeting of members of the Company, to be held on 30th October, 2020 at the 10:30 am at Board Room, 2<sup>nd</sup> Floor, Speed Post Centre Building, Bhai Veer Singh Marg, New Delhi 110 001, and at any adjournment thereof in respect of such resolutions as are indicated below:

# INDIA POST PAYMENTS BANK LIMITED

Registered Office: Post Office, Speed Post Centre Building Market Road New Delhi Central

Delhi DI 110001 IN

CIN: U74999DL2016GOI304561

VOTING PAPER

S.No.		For	Against	Abstain
	Resolution For Special Business			
1.	To approve increase in Authorized Share Capital of the Company			
2.	To approve alteration in Articles of Association of the Company			

Signed this -----

Signature of Shareholder

Signature of Proxy holder(s)