

NOTICE

Notice is hereby given that the 6th Annual General Meeting of the Members of the Company will be held on Tuesday, 13th December, 2022 at 11:00 A.M. through Video Conferencing (“VC”) to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. at Board Room, Second Floor, Speed Post Centre Building, Bhai Veer Singh Marg, New Delhi, which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

1. To consider and adopt:

The audited financial statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and the comments of the Comptroller and Auditor General of India thereon, in terms of Section 143(6) of the Companies Act, 2013 together with the Reports of the Directors and its annexures.

2. To consider the appointment of Statutory Auditors appointed by the Comptroller & Auditor General of India for the Financial Year 2022-23 and to authorise Board of Directors of the Company to fix remuneration of the Statutory Auditors of the Company for the financial year 2022-23 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.

“RESOLVED THAT pursuant to Section 142 and other applicable provisions of the Companies Act, 2013 and rules made there under, the Board of Directors of the Company be and is hereby consider the appointment of Statutory Auditors appointed by the Comptroller & Auditor General of India for the Financial Year 2022-23 and authorize Board of Directors to determine the amount of remuneration payable to the Statutory Auditors under Section 139(5) of the Companies Act, 2013, including reimbursement of out of pocket expenses, if any incurred by the said Auditors in connection with the Audit of Accounts of the Company, for the Financial year 2022-23”.

SPECIAL BUSINESS

- (1) **Appointment of Dr. Jatin Kumar Mohanty (Director Identification Number 02660442) as an Independent Director of the Bank.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, Dr. Jatin Kumar Mohanty (Director Identification Number 02660442), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors pursuant to RBI approval with effect from 11th September, 2022 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his

candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 3 (three) consecutive years, for a term upto 10th September, 2025, not liable to retire by rotation.”

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

(2) Appointment of Mr. Veenay Ganoo (Director Identification Number 03273176) as an Independent Director of the Bank.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, Mr. Veenay Ganoo (Director Identification Number 03273176), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors pursuant to RBI approval with effect from 11th September, 2022 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 3 (three) consecutive years, for a term upto 10th September, 2025, not liable to retire by rotation.”

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

(3) Appointment of Mr. Navneet Kakkar (Director Identification Number 03475842) as an Independent Director of the Bank.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, Mr. Navneet Kakkar (Director Identification Number 03475842), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors pursuant to RBI approval with effect from 11th September, 2022 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his

candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 3 (three) consecutive years, for a term upto 10th September, 2025, not liable to retire by rotation.”

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

(4) Appointment of Mr. Kaliannan A. (Director Identification Number 06485766) as an Independent Director of the Bank.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, Mr. Kaliannan Athappan (Director Identification Number 06485766), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors pursuant to RBI approval with effect from 11th September, 2022 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for 3 (three) consecutive years, for a term upto 10th September, 2025, not liable to retire by rotation.”

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

(5) Appointment of Ms. Jayshree Vrajlal Doshi (Director Identification Number 09751113) as an Independent Director of the Bank.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, Ms. Jayshree Vrajlal Doshi (Director Identification Number 09751113), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors pursuant to RBI approval with effect from 28th September, 2022 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent

Director of the Company, to hold office for 3 (three) consecutive years, for a term upto 27th September, 2025, not liable to retire by rotation.”

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

Place: New Delhi

Date : 12.12.2022

**Priyanka Bhatnagar
Company Secretary**

FCS 8657

To,

1. All the Members of IPPB
2. Statutory Auditor
3. Secretarial Auditor
4. All Directors of IPPB

Enclosures: -

1. Board's Report
2. Financial Statements & Annexure to Directors' Report-Addendum to Directors' Report for the Financial Year 2021-22, Auditor Report
3. Annexure to Board's Report
4. C&AG Report
4. Secretarial Audit Report and Management Replies thereto

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020, 17/2020, 20/2020, 02/2021 & 02/2022 (hereinafter collectively referred to as "MCA Circulars"), permitted companies to hold AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), and the MCA Circulars, the AGM of the Company is being held through VC/ OAVM.
2. In compliance with the aforesaid MCA circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
3. 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.
4. 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.
5. Members are requested to immediately inform the Company of their change of address, if any.
6. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 12.12.2022, to 14.12.2022 (both days inclusive).

8. 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.
9. 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.
10. 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.
11. Consent for the shorter notice has been obtained as per the provisions of Section 101 of the Companies act, 2013.
12. None of the Directors of the Company is in any way related to each other.

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

ITEM NO. 1

Pursuant to provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, and pursuant to Article 125 of Article of Association of the Company and approval of ACC vide note dated 11th September, 2022, Dr. Jatin Kumar Mohanty (Director Identification Number 02660442), was appointed as an Additional Director (Independent) of the Company by the Board of Directors for a period 3 (three) consecutive years, for a term upto 10th September, 2025.

Dr. Jatin Kumar Mohanty, born in 1970, has received his M.Phil & Ph.D degrees in International Studies from Jawaharlal Nehru University (JNU), New Delhi. He is also an LLB from Utkal University, Odisha. As a social worker he has been associated with several NGOs like Palli Sanjibani and Samarth Jeevan Trust. Presently, he is the honorary Chairman of Center for the Study of Contemporary Societies (CSCS), a think-tank group in social sciences, based in Bhubaneswar. His association would be of immense benefit to the Company.

Accordingly, it is proposed to appoint Dr. Jatin Kumar Mohanty (Director Identification Number 02660442) as an Independent Director.

Dr. Jatin Kumar Mohanty is not related to any of the Directors of the Board. He holds **NIL** equity shares in the Company. None of the Directors, Key Managerial Personnel and their relatives except Dr. Jatin Kumar Mohanty is concerned or interested in this resolution.

ITEM NO. 2

Pursuant to provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, and pursuant to Article 125 of Article of Association of the Company and approval of ACC vide note dated 11th September, 2022, Mr. Veenay Ganoo (Director Identification Number 03273176), was appointed as an Additional Director (Independent) of the Company by the Board of Directors for a period 3 (three) consecutive years, for a term upto 10th September, 2025.

Mr. Veenay Ganoo is a Qualified Chartered Accountant. He is partner in GANOO & COMPANY, CHARTERED ACCOUNTANTS situated at Pune. Mr. Veenay Ganoo was appointed to make inquiries U/s 83 & 88 of the M.C.S. Act 1960 of various Cooperative sugar factories. The Commissioner for Co-operative appointed Mr. Veenay Ganoo as NPA expert to assist Inquiry Officer for conducting enquiry U/s 83 of Rupee Co-op. Bank, Pune. He has adequate experience in the field of Project Financing, consultations to various cooperative societies and banks. He was also appointed as Expert Director on the Board of Pune Sahakari Bank Ltd. Pune.

His association would be of immense benefit to the Company. Accordingly, it is proposed to appoint Mr. Veenay Ganoo (Director Identification Number 03273176) as an Independent Director.

Mr. Veenay Ganoo (Director Identification Number 03273176) is not related to any of the Directors of the Board. He holds **NIL** equity shares in the Company. None of the Directors, Key Managerial Personnel and their relatives except Mr. Veenay Ganoo (Director Identification Number 03273176) is concerned or interested in this resolution.

ITEM NO. 3

Pursuant to provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, and pursuant to Article 125 of Article of Association of the Company and approval of ACC vide note dated 11th September, 2022, Mr. Navneet Kakkar (Director Identification Number 03475842), was appointed as an Additional Director (Independent) of the Company by the Board of Directors for a period 3 (three) consecutive years, for a term upto 10th September, 2025.

Mr. Navneet Kakkar FCA, DISA , is a Qualified Chartered Accountant, engaged in independent practice of Chartered Accountancy having CA offices in Chandigarh and Punjab established since the year 1998 . He has Completed post qualification Diplomas from ICAI in Public Finance & Government Accounting, Forensic Audit & Fraud Detection, Ind AS, Concurrent Audit of

Banks and Wealth Management & Financial Planning. He is an Insolvency Professional registered with IBBI & Qualified Independent Director registered with Indian Institute of Corporate Affairs. He is having 24 years' experience in working in different capacities for Corporate, Banking, NGO, Rural and Panchayat sectors.

His association would be of immense benefit to the Company. Accordingly, it is proposed to appoint Mr. Navneet Kakkar (Director Identification Number 03475842) as an Independent Director.

Mr. Navneet Kakkar (Director Identification Number 03475842) is not related to any of the Directors of the Board. He holds **NIL** equity shares in the Company. None of the Directors, Key Managerial Personnel and their relatives except Mr. Navneet Kakkar (Director Identification Number 03475842) is concerned or interested in this resolution.

ITEM NO. 4

Pursuant to provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, and pursuant to Article 125 of Article of Association of the Company and approval of ACC vide note dated 11th September, 2022, Mr. Kaliannan Athappan (Director Identification Number 06485766), was appointed as an Additional Director (Independent) of the Company by the Board of Directors for a period 3 (three) consecutive years, for a term upto 10th September, 2025.

Mr. Kaliannan has qualified Chartered Accountant in 2007 and started practice as a proprietary firm under the name and style of "M/s. A.Kaliannan & Associates" in Chennai. He is appointed as Director in professional consultancy company and in a NGO registered as Sec.8 Company. He has vast experience in various audits of Banks.

His association would be of immense benefit to the Company. Accordingly, it is proposed to appoint Mr. Kaliannan Athappan (Director Identification Number 06485766) as an Independent Director.

Mr. Kaliannan Athappan (Director Identification Number 06485766) is not related to any of the Directors of the Board. He holds **NIL** equity shares in the Company. None of the Directors, Key Managerial Personnel and their relatives except Mr. Kaliannan Athappan (Director Identification Number 06485766) is concerned or interested in this resolution.

ITEM NO. 5

Pursuant to provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, and pursuant to Article 125 of Article of Association of the Company and approval of ACC vide note dated 28th September, 2022, Ms. Jayshree Vrajlal Doshi (Director Identification Number 09751113), was

appointed as an Additional Director (Independent) of the Company by the Board of Directors for a period 3 (three) consecutive years, for a term upto 27th September, 2025.

Ms. Jayashree Vrajlal Doshi is a Financial and Consumer Advisor at LIC. She is a good writer and speaker. She is known as the Athlete Woman. She has won gold medals in shot put, discus throw and hammer throw. She has done Post Graduation in Commerce from Gujarat University, Post Graduate Diploma in Journalism and Diploma in Computer Applications (MS Office, Web Designing, Financial Accounting System).

Many Sakhi Mandals have been formed by her for women empowerment. She organizes many exhibitions to promote women industries. She works to develop organic farming and animal husbandry business for the development of the village. She is also associated with Cow Bank and Gurukul. As a social worker she is associated with JIWO (Jain International Women's Organization), Institute of Ruler Development and Research Charitable Trust, Suryodaya Organics etc.

Her association would be of immense benefit to the Company. Accordingly, it is proposed to appoint Ms. Jayshree Vrajlal Doshi (Director Identification Number 09751113) as an Independent Director.

Ms. Jayshree Vrajlal Doshi (Director Identification Number 09751113) is not related to any of the Directors of the Board. She holds **NIL** equity shares in the Company. None of the Directors, Key Managerial Personnel and their relatives except Ms. Jayshree Vrajlal Doshi (Director Identification Number 09751113) is concerned or interested in this resolution.

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

**Place: New Delhi
Date : 12.12.2022**

**Sd/-
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 **06th Annual General Meeting on Tuesday, 13th December, 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 06th Annual General Meeting of the Company held on Tuesday, the 13th December, 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.

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:

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 06th Annual General Meeting of members of the Company, to be held on 13th December, 2022 at the 11:00 am at Board Room, 2nd 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: