

NOTICE

Notice is hereby given that the 4th Annual General Meeting of the Members of the Company will be held on Tuesday, 01st December, 2020 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:

ORDINARY BUSINESS

1. To consider and adopt:

The audited financial statements of the Company for the financial year ended 31st March, 2020 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 ratify the appointment of Statutory Auditors for the financial year 2020-21 and to authorise Board of Directors of the Company to fix remuneration of the Statutory Auditors of the Company for the financial year 2018-19 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013..

SPECIAL BUSINESS

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

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 reenactment(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. 10,35,00,00,000/- (Rupees One Thousand and Thirty-Five Crore only) consisting of 1,03,50,00,000 (One Hundred Three Crore and Fifty Lakh Only) Equity Shares of Rs10/- (Rupees Ten only) each to Rs. 12,55,00,00,000/- (Rupees One Thousand two hundred and fifty five Crore only) consisting of 1,25,50,00,000 (One Hundred and twenty 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:

1. The Authorized Share Capital of the Company shall be Rs. 12,55,00,00,000/- (Rupees One Thousand two hundred and fifty five Crore only) consisting of 1,25,50,00,000 (One Hundred and twenty 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 authorised 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.”

3. **“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. Pradipta Kumar Bisoi (Director Identification Number 08642904), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the letter from the Ministry with effect from 06th January, 2020 and whose term of office as an additional director expires at the conclusion of this Annual General Meeting, be and is hereby appointed as an Director and Non- Executive Chairman of the Company, 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.”

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

Place: New Delhi
Date : 13.11.2020

Sd/-
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 2017-18, Comments of Auditors and Management Replies thereto
3. Annexure to Board's Report – Comments of C&AG
4. Secretarial Audit Report

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 Special Business is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 18.11.2020, to 25.11.2020 (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

The Current Authorized Capital of the Company is present Rs. 10,35,00,00,000/- (Rupees One Thousand and Thirty-Five Crore only) consisting of 1,03,50,00,000 (One Hundred Three Crore and Fifty Lakh Only) Equity Shares of Rs10/- (Rupees Ten only) each and the paid up share capital of the Company is Rs. 10,35,00,00,000/- (Rupees One Thousand and Thirty-Five Crore only) consisting of 1,03,50,00,000 (One Hundred Three Crore and Fifty Lakh Only) Equity Shares of Rs10/- (Rupees Ten only) each. The Company proposes to increase its authorized share capital to Rs. 12,55,00,00,000/- (Rupees One Thousand two hundred and fifty five Crore only) consisting of 1,25,50,00,000 (One Hundred and twenty five Crore Fifty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each to facilitate any 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 by way of passing an Ordinary Resolution to that effect.

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

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, approval of Ministry vide letter dated 03rd

January, 2020, Mr. P.K. Bisoi (Director Identification Number 08642904), was appointed as an Additional Director of the Company by the Board of Directors on 6th January, 2020

A native of Odisha, he is an officer of the 1985-cadre of Indian Postal Service (IPoS). In 2018, he got a promotion while serving as Director, Rafi Ahmed Kidwai National Postal Academy, Ghaziabad, and was posted as Member (Personnel), Postal Services Board, Postal Directorate, New Delhi. He had earlier served as Chief Postmaster General, Maharashtra Circle.

After joining the service, he worked as Senior Superintendent of Railway Mail Service / Postal and handled the Postal and RMS operations of the concerned divisions between 1987 and 1990. From 1990 to 1998, he was posted as Vice-Principal, Postal Training Centre, Vadodara and Director, Postal Training Centre, Saharanpur.

He worked as Director Postal Services (HQs) in Odisha and Karnataka Circle from 1998 to 2005. As a Regional Director of Postal Services, he monitored all aspects of postal management very closely and contributed immensely in upgrading infrastructure in the region and improving efficiency of postal operations.

As Director (Technology) from 2005 to 2007, he contributed towards the implementation of the 10th Plan Computerisation Scheme for post offices all over India. He then proceeded on deputation to Ministry of Information and Broadcasting. From 2007 to 2009, he was involved with the approval of Plan Schemes of Prasar Bharati for setting up of transmitters and other hardware in All India Radio and Doordarshan all over India. He also held the post of Postmaster General, Sambalpur Region, in 2010.

His association would be of immense benefit to the Company. Accordingly, it is proposed to appoint Mr. P.K. Bisoi as a Director and Non- Executive Chairman of the Board.

Mr. P.K. Bisoi is not related to any of the Directors of the Board. He is the Nominee holder of shares of President of India. None of the Directors, Key Managerial Personnel and their relatives except Mr. P. K. Bisoi is concerned or interested in this resolution.

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

**Place: New Delhi
Date : 13.11.2020**

**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

04th Annual General Meeting on Tuesday, 01st December, 2020

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 04th Annual General Meeting of the Company held on Monday, the 01st December, 2020 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 04th Annual General Meeting of members of the Company, to be held on 30th October, 2020 at the 10:30 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:

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 Ordinary Business				
1.	To consider and adopt: The audited financial statements of the Company for the financial year ended 31 st March, 2020 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 ratify the appointment of Statutory Auditors for the financial year 2020-21 and to authorise Board of Directors of the Company to fix remuneration of the Statutory Auditors of the Company for the financial year 2018-19 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013			
Resolution For Special Business				
3.	To approve alteration in Memorandum of Association of the Company			
4.	To approve regularisation of Director- Mr. P.K. Bisoi			

Signed this 01st day of December, 2020

Signature of Shareholder

Signature of Proxy holder(s)