

## NOTICE

Shorter Notice is hereby given that the 8<sup>th</sup> Annual General Meeting of the Members of India Post Payments Bank Limited (the Company) upon approval of Members of the Company, u/s 101 of the Companies Act, 2013, to conduct the meeting at shorter notice, will be held on Wednesday, 04<sup>th</sup> December, 2024 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.

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### ORDINARY BUSINESS

1. To consider and adopt:

The audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 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 2024-25 and to authorise Board of Directors of the Company to fix remuneration of the Statutory Auditors of the Company for the financial year 2024-25 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 2024-25 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 2024-25”.

### SPECIAL BUSINESS

- (1) 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. Vandita Kaul (Director Identification Number 07854527), 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 01<sup>st</sup> June, 2024 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.”

**Place: New Delhi**

**Date : 29.11.2024**

**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 2023-24, Auditor Report
3. Annexure to Board's Report
4. C&AG Report along with management reply
4. Secretarial Audit Report and Management Replies thereto

**NOTES:**

1. In order to facilitate the maximum participation of the Members of the Company from different locations, the AGM is being held through VC/ OAVM in terms of various circulars issued by the Ministry of Corporate Affairs ("MCA") 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.
2. Pursuant to various circulars including the General Circular No. 10/2022 dated December 28, 2022, and September 25, 2023 and General Circular 09/2024 dated 19/9/2024 issued by the MCA ("MCA Circulars") ("hereinafter collectively referred as the Circulars"), companies are allowed to hold AGM through VC/ OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. In compliance with the MCA circulars, Notice of the AGM along with the Annual Report 2023-24 can be sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories or in physical mode or through by hand delivery .
4. 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.

5. 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.
6. Members are requested to immediately inform the Company of their change of address , if any.
7. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
8. The Register of Directors and Key Managerial Personnel (“KMPs”) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act or any other documents referred to in the accompanying Notice and explanatory statement, shall be made available for inspection electronically by the Members, during business hours, in accordance with the applicable statutory requirements based on the requests received by the Company at [cs@ippbonline.in](mailto:cs@ippbonline.in) .
9. Documents referred to in the accompanying Notice and the Explanatory Statement are also 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.
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 2023-24 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, approval of Ministry vide letter dated 26<sup>th</sup> April, 2024, Smt. Vandita Kaul (Director Identification Number 07854527), was appointed as an Additional Director of the Company by the Board of Directors on 1<sup>st</sup> June, 2024.

She is an Officer of the Indian Postal Service and has more than 33 years of experience in Postal Service. She has also been on the Board of bank of Maharashtra and Bank of India as a Government Nominee. In the recent past, her important assignments included Member (Banking & DBT), CPMG Shimla/ Additional Secretary (HAG). She has also worked in Department of Financial Services, Ministry of Social Justice & Empowerment etc.

Her association would be of immense benefit to the Company. Accordingly, it is proposed to appoint Smt. Vandita Kaul as a Director and Non- Executive Chairman of the Board.

Smt. Vandita Kaul 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. Vineet Pandey is concerned or interested in this resolution.

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

**Place: New Delhi  
Date : 29.11.2024**

**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

**08<sup>th</sup> Annual General Meeting on Wednesday, 04th December, 2024**

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 08<sup>th</sup> Annual General Meeting of the Company held on Wednesday, the 04th December, 2024 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

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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 08<sup>th</sup> Annual General Meeting of members of the Company, to be held on 04<sup>th</sup> December, 2024 at the 11:00 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: