

## NOTICE

Notice is hereby given that the 3<sup>rd</sup> Annual General Meeting of the Members of the Company will be held on Monday, 30<sup>th</sup> September, 2019 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 31<sup>st</sup> March, 2019 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 authorise Board of Directors of the Company to fix remuneration of the Statutory Auditors of the Company for the financial year 2019-20 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:

#### **Alteration in 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 approval of shareholders be and is hereby accorded for alteration of Clause 190 of the articles of association of the Company as under:

#### **Old Clause No. 190:**

The Company at the Annual General Meeting in each year shall, with the previous approval of the Reserve Bank of India in terms of Section 30(1A) of the 1949 Act, appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall intimate to the Auditor so appointed. Provided that before any appointment or re appointment of Auditor or Auditors is made by the Company at any Annual General Meeting, a written certificate shall be obtained from the Auditor or Auditors proposed to be so appointed. The appointment and removal of Auditors and the person who may be appointed as the

Auditors shall be in accordance with the limits specified in of Sections 139, 140, 141 of the Act and the relevant provisions of the 1949 Act.

**Amended Clause No. 190.**

The Company at the Annual General Meeting in each year shall, with the previous approval of the Reserve Bank of India in terms of Section 30(1A) of the 1949 Act, appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall intimate to the Auditor so appointed. Provided that before any appointment or re appointment of Auditor or Auditors is made by the Company at any Annual General Meeting, a written certificate shall be obtained from the Auditor or Auditors proposed to be so appointed. **The appointment and removal of Auditors and the person who may be appointed as the Auditors shall be in accordance with the limits specified in of Sections 139, 140, 141 of the Companies Act 2013.**

**“RESOLVED FURTHER THAT** the Company Secretary of IPPB be and is hereby authorised on behalf of the Company to sign and file all requisite e-Forms along with such other documents as may be required, with registrar of Companies NCT Delhi and other authorities and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

- (2) 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. 10,00,00,00,000/- (Rupees One Thousand Crore) consisting of 1,00,00,00,000 (Hundred Crore Only) Equity Shares of Rs10/- (Rupees Ten only) each to Rs. 10,00,35,00,000/- (Rupees Thousand Crore and Thirty-Five Lakh only) consisting of 1,00,03,50,000 (Hundred Crore Three Lakh Fifty Thousand 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 Authorised Share Capital of the Company shall be 10,00,35,00,000/- (Rupees Thousand Crore and Thirty-Five Lakh only) divided into 1,00,03,50,000 (Hundred Crore Three Lakh Fifty Thousand 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.”

**Place: New Delhi**

**Date : 12.09.2019**

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

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 18.09.2019, to 25.09.2019 (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 Existing Clause No. 190 of the Articles of Association is amended to comply with the observation issued vide Memo No. 5 by Comptroller General of India.

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. 3 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.

**ITEM NO. 2**

The Current Authorized Capital of the Company is present Rs. 10,00,00,00,000/- (Rupees One Thousand Crore) consisting of 1,00,00,00,000 (Hundred Crore Only) Equity Shares of Rs. 10/- (Rupees Ten only) each and the paid up share capital of the Company is Rs. 8,00,00,00,000/- (Rupees Eight Hundred Crore) consisting of 80,00,00,000 (Eighty Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Company proposes to increase its authorized share capital to Rs. 10,00,35,00,000/- (Rupees Thousand Crore and Thirty Five Lakh only) consisting of 1,00,03,50,000 (Hundred Crore Three Lakh Fifty Thousand 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.

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

**Place: New Delhi  
Date : 12.09.2019**

**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

### 03<sup>RD</sup> Annual General Meeting on Monday, 30<sup>th</sup> September, 2018

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 03<sup>rd</sup> Annual General Meeting of the Company held on Monday, the 30th September, 2019 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 03<sup>rd</sup> Annual General Meeting of members of the Company, to be held on 30th September, 2019 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:



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 <sup>st</sup> March, 2019 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 authorise Board of Directors of the Company to fix remuneration of the Statutory Auditors of the Company for the financial year 2019-20 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.			
Resolution For Special Business				
3.	To appoint alteration in Articles of Association of the Company			
4.	To appoint alteration in Memorandum of Association of the Company			

Signed this ..... day of..... 2018

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of Rs. 01
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**