

SBI Cards and Payment Services Limited
(formerly known as SBI Cards and Payment Services Private Limited)

**Regd. Office: Unit 401 & 402, 4th Aggarwal Millennium Tower, E-1,2,3, Netaji
Subhash Place, Wazirpur, New Delhi - 110034**

NOTICE

Notice is hereby given that the adjourned Extraordinary General Meeting of the Company (which was convened on Friday, November 15, 2019 at 2.45 PM and adjourned on directions of the members) will be held on Saturday, November 23, 2019 at 10.00 AM at Malabar Room, Hotel Trident, Mumbai to consider the following items of business:

Special Business:

1. To adopt new Articles of Association

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

“RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (**“Companies Act”**) and in order to align the articles of association of SBI Cards and Payment Services Limited (**“Company”**) with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and the stock exchanges, the set of existing articles of association of the Company be and are hereby altered and substituted with the revised set of articles of association of which a copy is placed before the meeting, duly initialed by the chairman of the meeting, be and are hereby approved and adopted as the articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana, located at New Delhi.”

CIN: U65999DL1998PLC093849 # Telephone No.: 0124-4589803

Email address: customercare@sbicard.com # website: www.sbicard.com

By order of the Board of Directors
For SBI Cards and Payment Services Limited
(formerly known as SBI Cards and Payment Services Private Limited)

SD/-
Company Secretary

Date: 18-11-2019
Place: Gurgaon

CIN: U65999DL1998PLC093849 # Telephone No.: 0124-4589803

Email address: customercare@sbicard.com # website: www.sbicard.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. Explanatory statement containing material facts pursuant to section 102 of the Companies Act, 2013 is enclosed.
4. All the relevant documents referred to in the accompanying notice are open for inspection at the Registered office of the Company and at the Corporate Office on all days (except on Saturday and Sunday) between 11.00 AM to 5.00 PM. The documents will also be available for inspection at the meeting.

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

To adopt new Articles of Association

In relation to the Offer of Equity Shares under IPO, the articles of association of the Company would also need to be amended accordingly to reflect the requirements of the stock exchanges with which the Company intends to list its Equity Shares and requirements of the Companies Act, 2013. Accordingly, the Board hereby recommends that the revised articles of association placed before the shareholders for approval and adoption.

Copy of existing articles of association and the revised articles of association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Adjourned Extra-Ordinary General Meeting.

The Board recommends the resolution at Item no. 1 as Special Resolution for approval of the members of the Company.

Disclosures in Terms of Section 102 of the Companies Act, 2013:

- i. None of the Directors, manager, key managerial personnel of the Company and their relatives thereof is in anyway concerned or interested in the proposed resolution except to the extent of their directorship/employment with SBI or CA Rover, if any or nomination by SBI or CA Rover.

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- ii. The shareholders of the Company being SBI and CA Rover shall be deemed to be interested to the extent of their shareholding in the company.

By order of the Board of Directors
For SBI Cards and Payment Services Limited
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Dated: 18-11-2019
Place: Gurgaon

SD/-
Company Secretary

CIN: U65999DL1998PLC093849 # Telephone No.: 0124-4589803

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Form No. 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: U65999DL1998PLC093849

Name of the company: SBI Cards and Payment Services Limited

Registered office: Unit 401 & 402, 4th Floor, Aggarwal Millennium Tower, E 1,2,3,
Netaji Subhash Place, Wazirpur, New Delhi, Delhi - INDIA – 110034

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of shares of the above-named company, hereby appoint

1.Name :

Address :

E-mail Id :

Signature :..... or failing him

2.Name :

Address:

E-mail Id :

Signature:....., or failing him

3.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 the Adjourned Extraordinary general meeting of the company, to be held on Saturday, November 23, 2019 at 10.00 a.m. at Malabar Room, Hotel Trident, Mumbai and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. 1.....

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**Attendance Slip of Annual General Meeting
SBI Cards and Payment Services Limited**

Reg. office Unit 401 & 402, 4th Floor, Aggarwal Millennium Tower, E 1,2,3,
Netaji Subhash Place, Wazirpur, New Delhi, Delhi - INDIA - 110034
CIN: U65999DL1998PLC093849

ATTENDANCE SLIP

**Adjourned Extra-ordinary General Meeting, Saturday, November 23, 2019
at 10.00 a.m.**

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of
shares held _____

I certify that I am a Shareholder/an authorized Representative of registered
shareholder/proxy for the registered Shareholder of the Company and hereby record my
presence at Adjourned Extra-ordinary General Meeting of the Company on Saturday,
November 23, 2019 at 10.00 a.m. at Malabar Room, Hotel Trident, Mumbai

Member & Authorised Representative /Proxy name in Block Letters

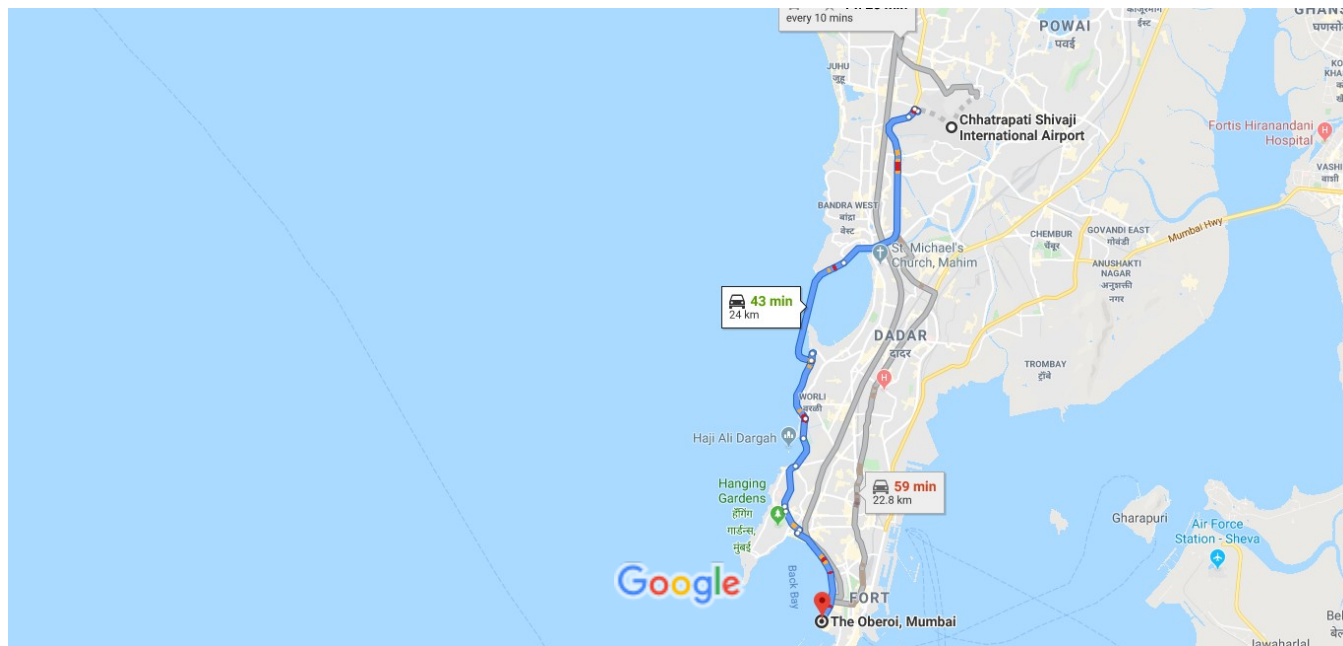
Member & Authorised Representative/ Proxy Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.



mumbai airport to trident nariman point

Drive 24.0 km, 43 min



Map data ©2019 2 km

via Western Express Hwy **43 min**

Fastest route, lighter traffic than usual 24.0 km

This route has tolls.

via Western Express Hwy and Kutbe **59 min**

Kokan Makhdoom Ali Mahimi Flyover 22.8 km

Heavy traffic, as usual

9:07 PM–10:32 PM

1 h 25 min

337

91054 - Virar - Churchgate Semifas...

91066 - Virar - Churchgate Semifas...

91072 - Borivali - Churchgate Fast...

91080 - Virar - Churchgate Semifas...

91088 - Virar - Churchgate Semifas...

91094 - Virar - Churchgate Semifas...

91112 - Virar - Churchgate Semifas...

91118 - Virar - Churchgate Semifas...

91186 - Virar - Churchgate Semifas...

93034 - Dahanu Road - Churchgate...



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