

**SBI Cards and Payment Services Private Limited**

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

**NOTICE**

Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of the Company will be held on Friday, September 23, 2016 at 11:00 AM at the registered office of the Company at Unit 401 & 402, 4th Floor, Aggarwal Millennium Tower, E- 1,2,3, Netaji Subhash Place, Wazirpur, New Delhi – 110034 to consider the following items of business:

**Ordinary Business:**

**1. Adoption of Accounts**

To consider, approve and adopt the financial statements of the Company for the Financial Year ended 31<sup>st</sup> March 2016 including the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2016 and Profit & Loss Account and the Cash Flow Statement along with the schedules and notes appended thereto for the year ended on that date together with the report of the Auditors and Directors thereon along with the report of Comptroller and Auditor General of India.

**2. Fixing of Auditors Remuneration**

To consider fixation of Statutory Auditors Remuneration or to determine the manner of fixing the remuneration for the Financial Year 2016-17.

**3. To approve Interim Dividend**

To confirm the interim dividend of Rs. 1 (i.e. 10%) per equity Share for the financial year ended March 31, 2016, amounting to Rs. Rs. 785,000,002 declared by the Board of Directors.

**Special Business:**

**4. Appointment of Shri Ryan Zanin as Nominee Director**

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

**“RESOLVED THAT** pursuant to applicable provisions of Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and the provisions of Articles of Association of the Company, Shri Ryan Zanin (holding DIN 07316506) nominated by GE Capital Mauritius Overseas Investment be and is hereby appointed as Nominee Director of the Company.

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**RESOLVED FURTHER THAT** any one of the Director, the Chief Executive Officer, CFO of the Company and/or Company Secretary, be and are hereby severally authorized to sign and file the necessary form/return with the Registrar of Companies, NCT of Delhi & Haryana required for the appointment of Director.”

**5. Authorization to issue of Non-Convertible Debentures (NCD's)**

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

**“RESOLVED THAT** pursuant to Section 42, section 71 and other applicable provisions of the Companies Act, 2013 and rules made there under, Articles of Association of the Company, other applicable acts, Rules, Regulations, guidelines etc., the Company be and is hereby authorized to issue Fixed Rate, Unsecured, Rated, Taxable, Redeemable, Subordinated, Non-Convertible Debentures (NCDs) on a private placement basis for a sum aggregating to Rs. 200 crores.

**RESOLVED FURTHER THAT** the terms of the debentures would be as follows:

Kind of Instrument	Debentures
Issue Size	Rs. 200 Crores
Method of Distribution	Private Placement
Face value of Debenture(s)	Rs. 10,00,000/- (Rupees Ten Lakhs only) per Debenture
Instrument Structure	Fixed Rate, Unsecured, Rated, Taxable, Redeemable, Subordinated Non-Convertible Debentures in the nature of subordinated debt constituting Tier II Capital of the Company
Tenor	To be decided by the Board
Interest Rate	To be decided by the Board
Redemption	At par on the Face Value of the Debentures on Maturity Date
Credit Rating	To be taken from CRISIL & ICRA
Issuance Mode	Dematerialized form. Investors are required to mention their Depository Participant's name, DP-ID and beneficiary account number in the appropriate place in the Application Form.
Trustees	To be decided by the Board
Purpose for which resources are being raised	The present issue of Debentures is being made for augmenting the Tier-II Capital of the Company for strengthening its capital adequacy and for enhancing the long-term resources of the Company in accordance with the NBFC-ND

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	Prudential Norms. The funds are raised to meet Company's requirements of funds to carry on its business operations and for its regular business activities.
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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company be and is hereby authorized, for and on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

**By Order of the Board of Directors  
For SBI Cards and Payment Services Pvt. Ltd.**

Sd/-  
Company Secretary

Date : 29/08/2016  
Place : Gurgaon

**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 in respect of accompanying notice are open for inspection at the Registered Office of the Company on all days (except on Saturday and Sunday), between 11.00 AM to 5.00 PM. up to the date of AGM.

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

**Item No. 4**

**Appointment of Shri Ryan Zanin as Nominee Director**

Shri Ryan Zanin (holding DIN 07316506) was appointed as an additional director on the Board of the Company w.e.f. October 27<sup>th</sup>, 2015 and holds office upto the date of the ensuing Annual General Meeting.

Shri Ryan Zanin has been nominated by GE Capital Mauritius Overseas Investment on the Board of the Company. Shri Ryan Zanin has agreed to continue on the Board of the Company, if re-appointed by the Shareholders.

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The approval of the members of the Company is being sought for the resolution set-out under Item no. 4.

The Board of Directors of your Company recommends the passing of the resolutions set-out under Item No. 4 of the Notice as Ordinary Resolutions.

Disclosures in terms of Section 102 of the Companies Act, 2013:-

- i. Except Shri Ryan Zanin, 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 GE Capital, if any or nomination by SBI or GE Capital.
- ii. The Promoters of the Company SBI and GE Capital shall be deemed to be interested to the extent of their shareholding in the company and other associate/subsidiary Companies of SBI and GE Capital respectively.

#### **Item No. 5**

#### **Authorization to issue of Non-Convertible Debentures (NCD's)**

It is proposed to issue by way of private placement Fixed Rate, Unsecured, Rated, Taxable, Redeemable, Subordinated, Non-Convertible Debentures of face value of Rs 10,00,000/- each, at par in the nature of Subordinated Debt constituting Tier II Capital (the "Debentures"), aggregating to Rs. 200 Crores.

The main terms and conditions of the issue are as follows:

Kind of Instrument	Debentures
Issue Size	Rs. 200 Crores
Method of Distribution	Private Placement
Face value of Debenture(s)	Rs. 10,00,000/- (Rupees Ten Lakhs only) per Debenture
Instrument Structure	Fixed Rate, Unsecured, Rated, Taxable, Redeemable, Subordinated Non-Convertible Debentures in the nature of subordinated debt constituting Tier II Capital of the Company
Tenor	To be decided by the Board

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Interest Rate	To be decided by the Board
Redemption	At par on the Face Value of the Debentures on Maturity Date
Credit Rating	To be taken from CRISIL & ICRA
Issuance Mode	Dematerialized form. Investors are required to mention their Depository Participant's name, DP-ID and beneficiary account number in the appropriate place in the Application Form.
Trustees	To be decided by the Board
Purpose for which resources are being raised	The present issue of Debentures is being made for augmenting the Tier-II Capital of the Company for strengthening its capital adequacy and for enhancing the long-term resources of the Company in accordance with the NBFC-ND Prudential Norms. The funds are raised to meet Company's requirements of funds to carry on its business operations and for its regular business activities.

The debentures being a debt instrument is offered at face value.

It is further submitted that pursuant to section 42 and clause 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014, the offer of debentures on Private Placement requires previous approval of the shareholders of the company, by a Special Resolution.

It is, therefore, proposed that the consent of the Company be obtained in this regard.

Hence the approval of the members of the Company is being sought for the resolution set-out under Item no. 5 by way of Special Resolution.

The Board of Directors of your Company recommends the passing of the resolutions set-out under Item No. 5 of the Notice as Special Resolutions.

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 GE Capital, if any or nomination by SBI or GE Capital.

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- ii. The Promoters of the Company SBI and GE Capital shall be deemed to be interested to the extent of their shareholding in the company and other associate/subsidiary Companies of SBI and GE Capital respectively.

**By Order of the Board of Directors  
For SBI Cards and Payment Services Pvt. Ltd.**

Sd/-  
Company Secretary

Date : 29/08/2016  
Place : Gurgaon

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# Google Maps Indira Gandhi International Airport Terminal 3 Drive 23.2 km, 44 min to Aggarwal Millenium Tower






Map data ©2016 Google 2 km

via Mahatma Gandhi Rd/Ring Rd 44 min  
34 min without traffic 23.2 km

via NH48 1 h 6 min  
46 min without traffic 29.7 km

2:51 PM–4:14 PM 1 h 23 min

  **Airport Express-4**  **804** 