

**SBI Cards and Payment Services Private Limited**

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

**NOTICE**

Notice is hereby given that the Extraordinary General Meeting of the Company will be held at shorter notice on Thursday, November 15, 2018 at 11.00 AM at SBI Card, Board Room, 2<sup>nd</sup> Floor, Tower B, DLF Cyber City, Gurugram to consider the following items of business:

Special Business:

**1. 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, SEBI (Issue and Listing of Debt Securities) Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other SEBI Rules and Regulations and Guidelines, 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 or Secured, Rated, Taxable, Redeemable, Non-Convertible Debentures (NCDs) aggregating Rs. 1500 Crores in one or more tranches with/without Green Shoe Option over the period of 1 year from the date of shareholders' approval to eligible class of investors including Mutual Funds, Public Financial Institutions, Scheduled Commercial Banks, State Industrial Development Corporations, Provident Funds, Pension Funds, Gratuity Funds and Superannuation Funds, National Investment Funds, Companies and Bodies Corporate, Co-operative Banks and Regional Rural Banks, Gratuity Funds and Superannuation Funds, Societies, Trusts, Foreign Institutional Investors and sub-accounts registered with SEBI or Foreign Portfolio Investors (not being an individual or family offices), Statutory Corporations/ Undertakings established by Central/ State legislature and such other investors as approved by the Board from time to time.

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

CIN: U65999DL1998PTC093849 # Telephone No.: 0124-4589803 # Fax No.: 0124-3987306

Email address: [customer.care@sbicard.com](mailto:customer.care@sbicard.com) # website: [www.sbicard.com](http://www.sbicard.com)

|  |  |
|--|--|
| Kind of Instrument                           | Debentures   |
| Issue Size                                   | Rs. 1500 crores in one or more tranches with/without Green Shoe Option   |
| 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 or Secured, Rated, Taxable, Redeemable, Non-Convertible Debentures (NCDs) with a maturity between one year to 5 year for senior bonds />5 years for subordinate debt (Listed/unlisted)   |
| Tenor  | To be decided by Board/by any other person or Committee as authorised by the Board   |
| Interest Rate                                | To be decided by Board/ by any other person or Committee as authorised by the Board  |
| Redemption                                   | At par on the Face Value of the Debentures on Maturity Date  |
| Issuance Mode                                | Dematerialized form.   |
| Trustees                                     | To be decided by Board/ by any other person or Committee as authorised by the Board  |
| Purpose for which resources are being raised | The present issue of Debentures is being made for regular business activities including discharging existing debt obligations and not for any specific project. The "Main Object Clause" of the Memorandum of Association of the Company enables it to undertake the activities for which the funds are being raised through the present Issue and also the activities which the Company has been carrying on till date. Since, the proceeds of this Issue will be used by the Company for its regular business activities including discharging existing debt obligations and not for any specific project; hence demarcation of use of funds in the balance sheet of the Company may not be possible. The proceeds will be used to enhance the long-term resources in accordance with the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions. Issue proceeds will not be used |

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|  | for acquisition of Land or for investing in Capital Markets and for purposes not eligible for Bank Finance. Specifically, for subordinate debt to include that the proceeds of the present issue of Debentures will be used for augmenting the Tier-II Capital of the Company for strengthening capital adequacy of the Company. |
|--|--|

**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. Limited

Sd/-  
Company Secretary

Date: 06-11-2018  
Place: Gurgaon

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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 for Item No.1 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 5.00PM. 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**

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

It is proposed to issue by way of private placement Fixed Rate, Unsecured or Secured, Rated, Taxable, Redeemable, Non-Convertible Debentures (NCDs) aggregating Rs. 1500 Crores in one or more tranches with/without Green Shoe Option over the period of 1 year from the date of shareholders' approval to eligible class of investors including Mutual Funds, Public Financial Institutions, Scheduled Commercial Banks, State Industrial Development Corporations, Provident Funds, Pension Funds, Gratuity Funds and Superannuation Funds, National Investment Funds, Companies and Bodies Corporate, Co-operative Banks and Regional Rural Banks, Gratuity Funds and Superannuation Funds, Societies, Trusts, Foreign Institutional Investors and sub-accounts registered with SEBI or Foreign Portfolio Investors (not being an individual or family offices), Statutory Corporations/ Undertakings established by Central/ State legislature and such other investors as approved by the Board from time to time.

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

|                    |  |
|--------------------|--|
| Kind of Instrument | Debentures   |
| Issue Size         | Rs. 1500 crores in one or more tranches with/without Green Shoe Option |

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|  |   |
|--|---|
| 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 or Secured, Rated, Taxable, Redeemable, Non-Convertible Debentures (NCDs) with a maturity between one year to 5 year for senior bonds />5 years for subordinate debt (Listed/unlisted)  |
| Tenor  | To be decided by Board/by any other person or Committee as authorised by the Board  |
| Interest Rate                                | To be decided by Board/ by any other person or Committee as authorised by the Board   |
| Redemption                                   | At par on the Face Value of the Debentures on Maturity Date   |
| Issuance Mode                                | Dematerialized form.  |
| Trustees                                     | To be decided by Board/ by any other person or Committee as authorised by the Board   |
| Purpose for which resources are being raised | The present issue of Debentures is being made for regular business activities including discharging existing debt obligations and not for any specific project. The "Main Object Clause" of the Memorandum of Association of the Company enables it to undertake the activities for which the funds are being raised through the present Issue and also the activities which the Company has been carrying on till date. Since, the proceeds of this Issue will be used by the Company for its regular business activities including discharging existing debt obligations and not for any specific project; hence demarcation of use of funds in the balance sheet of the Company may not be possible. The proceeds will be used to enhance the long-term resources in accordance with the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions. Issue proceeds will not be used for acquisition of Land or for investing in Capital Markets and for purposes not eligible for Bank Finance. Specifically, for subordinate debt to include that the proceeds of the present issue of Debentures will be used for augmenting the Tier-II Capital of the Company for strengthening capital adequacy of the Company. |

The debenture being a debt instrument is offered at face value. The principal terms of assets charged as securities in this regard, if required will be decided by Board/ by any other person or Committee as authorised by the Board.

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It is further submitted that pursuant to section 42 and clause 14(1) 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.

State Bank of India, promoter of the Company along with its group companies may contribute in the proposed offer. Also, State Bank of India has contributed in the Capital of the Company and granted credit facility separately in furtherance of objects of the Company.

Hence the approval of the members of the Company is being sought for the resolution set-out under Item no. 1 by way of Special Resolution.

The Board of Directors of your Company recommends the passing of the resolutions set-out under Item No. 1 of the Notice as Special Resolution. The issue was approved by the Board in the meeting held on October 30, 2018.

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.
- 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.

All the relevant documents in respect of accompanying notice for Item No.1 will also be made available for inspection at the meeting.

By order of the Board of Directors  
For SBI Cards and Payment Services Pvt. Limited

Date: 06-11-2018  
Place: Gurgaon

Sd/-  
Company Secretary

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**Consent by Shareholders for Shorter Notice  
{Pursuant to Section 101(1) of the Companies Act, 2013}**

To

The Board of Directors  
SBI Cards and Payment Services Private Limited  
Regd. Office: 401, 402, 4th Floor, Aggarwal Millennium Tower, E-1,2,3,  
Netaji Subhash Place, Wazirpur, New Delhi 110 034

We {insert name of Shareholder} having our offices at {\_\_\_\_\_}and holding {\_\_\_\_\_} equity shares of face value INR {\_\_\_\_\_} each in the Company, hereby give our consent, pursuant to Section 101(1) of the Companies Act, 2013, to conduct the Extra Ordinary General Meeting on 15<sup>th</sup> November, 2018 at a shorter Notice.

For {insert name of Shareholder}

Authorized Signatory

Place:

Date: \_\_\_\_\_, 2018

**Attendance Slip of Extra Ordinary General Meeting**  
**SBI Cards and Payment Services Private 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: U65999DL1998PTC093849

**ATTENDANCE SLIP**

**Extra Ordinary General Meeting, Thursday, November 15, 2018 at 11.00 a.m.**

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

I certify that I am an authorized Representative of registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company on Thursday, November 15, 2018 at 11.00 a.m. at SBI Card, Board Room, 2<sup>nd</sup> Floor, Tower B, DLF Cyber City, Gurugram.

\_\_\_\_\_  
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.



**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: U65999DLI998PTC093849

Name of the company: SBI Cards and Payment Services Private 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.....~~Annual general meeting~~/ Extraordinary general meeting of the company, to be held on November 15, 2018 At 11:00 A.M. at SBI Card, Board Room, 2<sup>nd</sup> Floor, Tower B, DLF Cyber City, Gurugram of the Company and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. 1.....

Signed this..... day of..... 20....

Signature of sharcholder

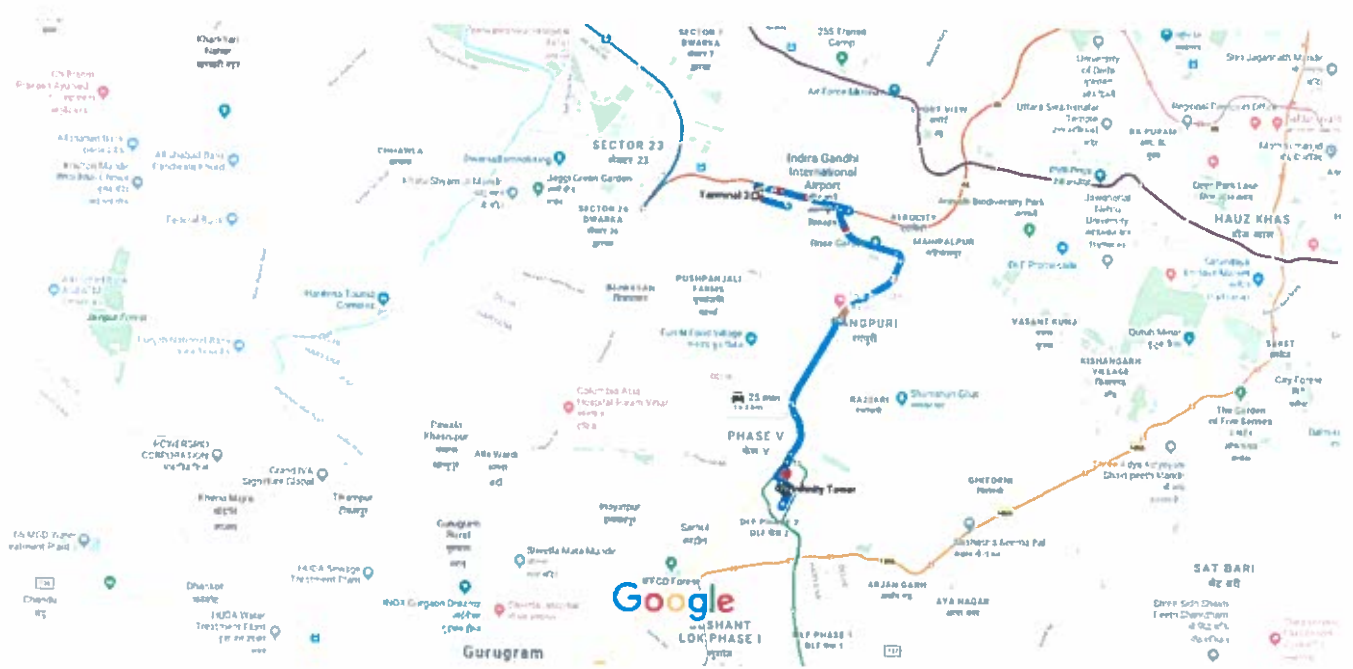
Signature of Proxy holder(s)

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.**

# Google Maps Terminal 3 to Infinity Tower

Drive 13.3 km, 25 min



via NH 48

25 min

Fastest route, lighter traffic than usual

13.3 km

⚠️ This route has tolls.