

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 Extraordinary General Meeting of the Company will be held on Friday, April 05, 2019 at 11:00 am at SBI Card, Board Room, Infinity Tower B, DLF Cyber City, Gurugram to consider the following items of business:

Special Business:

1. To Consider and approve amendment in 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, if any, of Companies Act, 2013, and the rules framed there under, subject to necessary amendments in the shareholders agreement dated July 21, 2017, the consent of the shareholders of the Company be and is hereby accorded to adopt the draft articles of association of Company to the extent of substitution/insertion of the specified articles in the manner more expressly stated in the change tracker as submitted to this meeting.

RESOLVED FURTHER THAT MD & CEO, CFO, and Company Secretary be and are hereby severally authorized to file the relevant forms with the registrar of companies and inform other relevant authorities and to do all such acts, deeds and things as may be deemed necessary and incidental for the aforesaid purpose."

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

Sd/-
Company Secretary

Date: 14/03/2019
Place: Gurugram

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

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 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

To consider and approve the amendment in Articles of Association

Pursuant to the shareholders agreement dated July 21, 2017 executed between State Bank of India, CA Rover Holdings, the Company and GE Capital Business Process Management Services Private Limited (name changed to SBI Business Process Management Services Private Limited ("Shareholders Agreement"), the revised set of articles of association of the Company was adopted on 15th December 2017.

The Company is now proposing modifications in the articles of association as stated in the change tracker and the draft modified Articles of Association which are available for inspection as stated in this notice. The Members are requested to approve modified Articles of Association. 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 stated modifications in Articles of Association will also require necessary amendments in the shareholders agreement.

The Board of Directors of your Company recommends the passing of the resolutions set-out under Item No. 1 as Special Resolution.

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

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- 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

Dated: 14/03/19
Place: Gurugram

Sd/-
Company Secretary

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

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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: U65999DL1998PTC093849

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 Friday, April 05, 2019 At 11:00 A.M. at SBI Card, Board Room, 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 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 Extra Ordinary General Meeting
SBI Cards and Payment Services Private Limited**

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Netaji Subhash Place, Wazirpur, New Delhi, Delhi - INDIA - 110034
CIN: U65999DL1998PTC093849

ATTENDANCE SLIP

Extra Ordinary General Meeting, Friday, April 5, 2019 at 11.00 a.m.

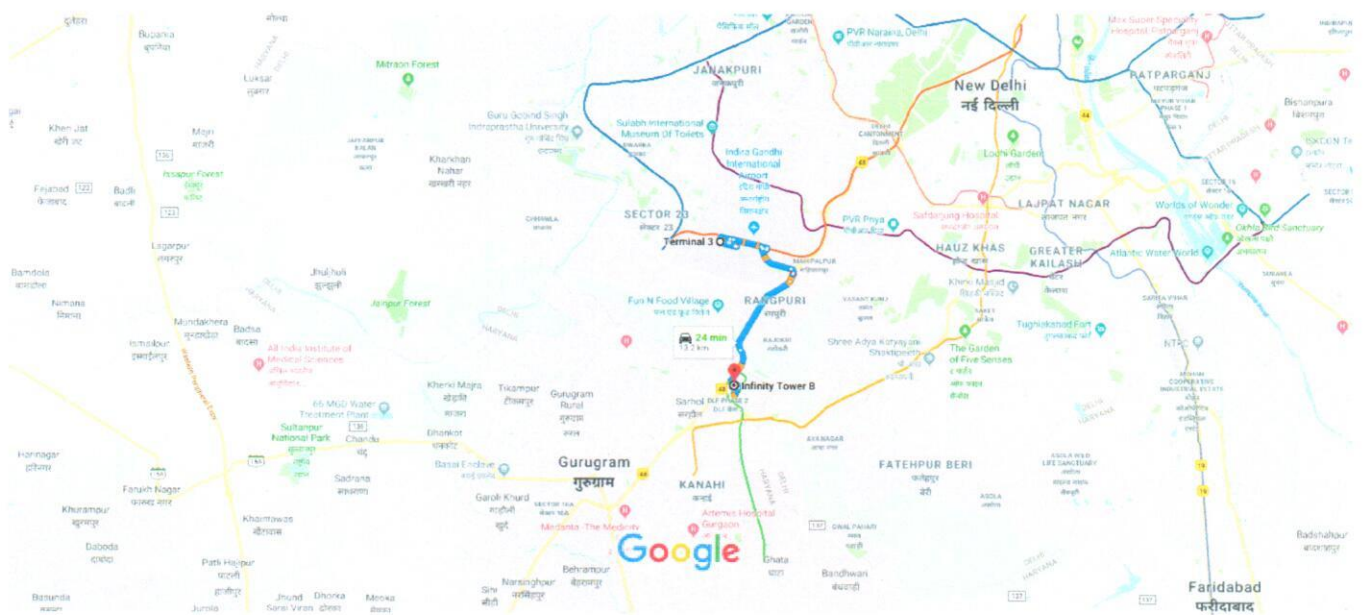
Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares
held _____

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 Friday, April 05, 2019 at 11.00 a.m. at SBI Card, Board Room, 2nd Floor, Tower B, DLF Cyber City, Gurugram -122002.

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.



Map data ©2019 Google

2 km

via NH 48

24 min

Fastest route, lighter traffic than usual

13.2 km

⚠ This route has tolls.