

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 Wednesday, July 11, 2018 at 11.00 AM at SBI Card, Board Room, Tower B, DLF Cyber City, Gurgaon to consider the following items of business:

Special Business:

Item no. 1: Amendment in the Memorandum of Association of the Company

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 4 and Section 13 of the Companies Act 2013, and other applicable provisions read with the rules and regulations made there under, including any amendment, re-enactment or statutory modification thereof, the consent of the shareholders of the Company be and is hereby accorded to the amendments to the MOA of the Company with respect to the heading of object clause (Clause III) from “Main objects of the company to be pursued by the company on its incorporation” to “the objects to be pursued by the company on its incorporation are:”. Further, “Objects incidental or ancillary to the attainment of the main objects” and “other objects” have been merged into matters which are necessary for furtherance of the objects.

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby accorded to the amendments to the MOA of the Company with respect to the Liability (clause IV) of the MOA of the Company. The Liability clause shall be and is hereby read as “The Liability of the Member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them” and such other amendments as may be required to align the MOA with the provisions of the Companies Act, 2013.

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

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

Email address: customer.care@sbicard.com# website: www.sbicard.com

necessary, proper or desirable to give effect to the aforementioned resolution 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

Date: 07 July, 2018
Place: Gurgaon

SD/-
Company Secretary

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

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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

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

Item No.1

Item no. 1: Amendment in the Memorandum of Association of the Company

The current Memorandum of Association (MOA) of the Company was prepared in line with the requirements of the Companies Act, 1956. However, under the Companies Act, 2013 ("New Act"), certain changes have been brought in the form of the MOA for company limited by shares. Company has proposed amendment in the object clause (Clause III) and liability clause of members of the Company (clause IV) of the MOA of the Company and such other amendments as may be required simply to align the MOA with the provisions of the Companies Act 2013. No change in the main objects have been made except the heading from "Main objects of the company to be pursued by the company on its incorporation" to "the objects to be pursued by the company on its incorporation are:". Further, "Objects incidental or ancillary to the attainment of the main objects" and "other objects" have been merged into matters which are necessary for furtherance of the objects.

The Liability clause proposed to be amended as "The Liability of the Member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them" in accordance with the provisions of the Companies Act, 2013.

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It is requested to consider the proposal to adopt a revised MOA which is aligned with the requirements of the New Act. 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 Resolutions.

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

- i. None of the Directors, 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:07 July, 2018
Place: Gurgaon

Sd/-
Company Secretary

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

Email address: customer.care@sbicard.com# website: www.sbicard.com

**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 11TH July, 2018 at a shorter Notice.

For {insert name of Shareholder}

Authorized Signatory

Place:

Date: _____2018

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 the
11th day of July 2018 At 11:00 a.m. at SBI Card, Board Room, Tower B, DLF Cyber City, Gurgaon -
122002 of the Company and at any adjournment thereof in respect of such resolutions as are indicated

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
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, Wednesday, July 11, 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 Wednesday, July 11, 2018 at 11.00 a.m. at SBI Card, Board Room, 2nd Floor, Tower B, DLF Cyber City, Gurugram - 11.00 A.M

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.

Google Maps Terminal 3 to Infinity Tower

Drive 13.1 km, 34 min



via NH48

Fastest route now due to traffic conditions

34 min

13.1 km