

**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 on Friday, November 25, 2016 at 11:00 AM at the NHO, 10<sup>th</sup> Floor, Infinity Tower C, Gurgaon to consider the following items of business:

**Special Business:**

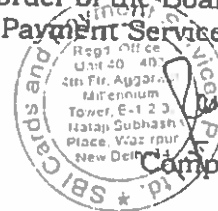
**1. To approve the related party transaction**

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

**"RESOLVED THAT** pursuant to the section 188 of the Companies Act, 2013 and such other provision of the said Act, read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company/shareholders be and is hereby accorded for the related party transaction of sharing CIBIL score on roughly 4.3 million SBI card accounts with GE Capital Mauritius Overseas Investment, Mauritius (GECMOI), one of its shareholders at the total cost of INR 103,05,000 + Taxes."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director, CEO, CFO and Company Secretary of the Company be and are hereby severally 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



Company Secretary

Date: 2-11-2016  
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 for Item No.1 are open for inspection at the Registered office of the Company on all days (except on Saturday and Sunday).between 11.00 AM to 5.00PM

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

**Item No.1**

**To approve the related party transaction**

The Company has shared CIBIL score on roughly 4.3 million SBI card accounts with GE Capital Mauritius Overseas Investment, Mauritius (GECMOI), one of its shareholders. The total cost incurred by the Company in sourcing the said data was INR 103,05,000.

GECMOI has agreed to pay the total cost borne by the Company in sourcing the referred data. The Company has not received any advance in this regard.

The Company's arrangement with GECMOI falls under Section 188(1) of the Companies Act, 2013. Though the referred charge back is on arms' length being on cost to cost basis of services rendered by a third party, the same was not found to be in the Ordinary course of business and requires approval of shareholders in accordance with Section 188 of the Companies Act 2013. We request the shareholders to grant approval under section 188(3) and 188(1) of the Companies Act 2013.

**The particulars of contracts/arrangements/transactions are as under:**

- (a) Name of the related party: GE Capital Mauritius Overseas Investment, Mauritius (GECMOI)

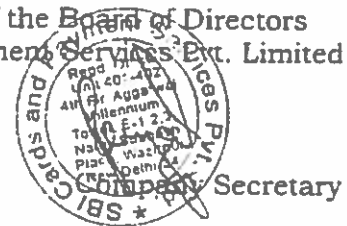
- (b) Name of the director or key managerial personnel who is related, if any: Shri Banmali Agrawala, Shri Ryan Zanin, Shri Ashish Sharma being nominated by GECSMOI.
- (c) Nature of relationship: GECSMOI has 3 nominee directors on the Board
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: as detailed above
- (e) Any other information relevant or important for the members to take a decision on the proposed resolution: none

The Board of Directors therefore recommends the resolution as set out in Item No. 1 of the Notice for approval of shareholders of the Company.

None of the other Directors, Manager and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the said Resolution.

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

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



Dated: 02-11-2016  
Place: Gurgaon

**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, 4<sup>th</sup> 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 25<sup>TH</sup> day of November 2016 At 11:00 a.m. at NHO, 10th Floor, Infinity Tower C, Gurgaon and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. I.....

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.**

Google Maps

### Indira Gandhi International Airport to Infinity Tower C

Drive 8.4 km, 20 min

Road Map to reach to the Venue



Map data ©2016 Google 1 km