

## **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 Wednesday, February 28, 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:

#### **1. Authorization to issue of Non-Convertible Debentures (NCD's) for Tier II Capital**

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. 500 crores in one or more tranches over the period of 1 year from the date of shareholders' approval.

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

Kind of Instrument	Debentures
Issue Size	Rs. 500 crores in one or more tranches
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 Board

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

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Interest Rate	To be decided by Board
Redemption	At par on the Face Value of the Debentures on Maturity Date
Issuance Mode	Dematerialized form.
Trustees	To be decided by 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 Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions. The Company proposes to increase its resources to meet its requirements of funds to carry on its business operations. 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. 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.

**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."

**2. Authorization to issue of Non-Convertible Debentures (NCD's) with a maturity < 5 years.**

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

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**“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 or Secured, Rated, Taxable, Redeemable, Non-Convertible Debentures (NCDs) aggregating Rs. 500 Crores in one or more tranches over the period of 1 year from the date of shareholders’ approval.

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

Kind of Instrument	Debentures
Issue Size	Rs. 500 crores in one or more tranches
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 < 5 years.
Tenor	To be decided by Board
Interest Rate	To be decided by Board
Redemption	At par on the Face Value of the Debentures on Maturity Date
Issuance Mode	Dematerialized form.
Trustees	To be decided by 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;

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	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.
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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. Limited

Sd/-  
Company Secretary

Date: February 06, 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 & 2 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**

**Authorization to issue of Non-Convertible Debentures (NCD's) for Tier II Capital**

It is proposed to issue by way of private placement Fixed Rate, Unsecured, Rated, Taxable, Redeemable, Subordinated, Non-Convertible Debentures (NCDs) on a private placement basis for a sum aggregating to Rs. 500 crores in one or more tranches over the period of 1 year from the date of shareholders' approval.

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

Kind of Instrument	Debentures
Issue Size	Rs. 500 crores in one or more tranches
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 Board

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Interest Rate	To be decided by Board
Redemption	At par on the Face Value of the Debentures on Maturity Date
Issuance Mode	Dematerialized form.
Trustees	To be decided by 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 Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions. The Company proposes to increase its resources to meet its requirements of funds to carry on its business operations. 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. 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 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. 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:-

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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.

## Item No.2

### **Authorization to issue of Non-Convertible Debentures (NCD's) with a maturity < 5 years.**

It is proposed to issue by way of private placement Fixed Rate, Unsecured or Secured, Rated, Taxable, Redeemable, Non-Convertible Debentures (NCDs) aggregating Rs. 500 Crores in one or more tranches over the period of 1 year from the date of shareholders' approval.

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

Kind of Instrument	Debentures
Issue Size	Rs. 500 crores in one or more tranches
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 < 5 years.
Tenor	To be decided by Board
Interest Rate	To be decided by Board
Redemption	At par on the Face Value of the Debentures on Maturity Date
Issuance Mode	Dematerialized form.
Trustees	To be decided by Board
Purpose for which resources are being raised	The present issue of Debentures is being made for regular business activities including discharging existing debt

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	<p>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.</p>
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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. 2 by way of Special Resolution.

The Board of Directors of your Company recommends the passing of the resolutions set-out under Item No. 2 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 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.

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

Dated: February 06, 2018  
Place: Gurgaon

Sd/-  
Company Secretary

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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, 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-mailId:

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  
28<sup>th</sup> day of February 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.....

Resolution No 2.....

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

Signature of shareholder

Signature of Proxy holder(s)

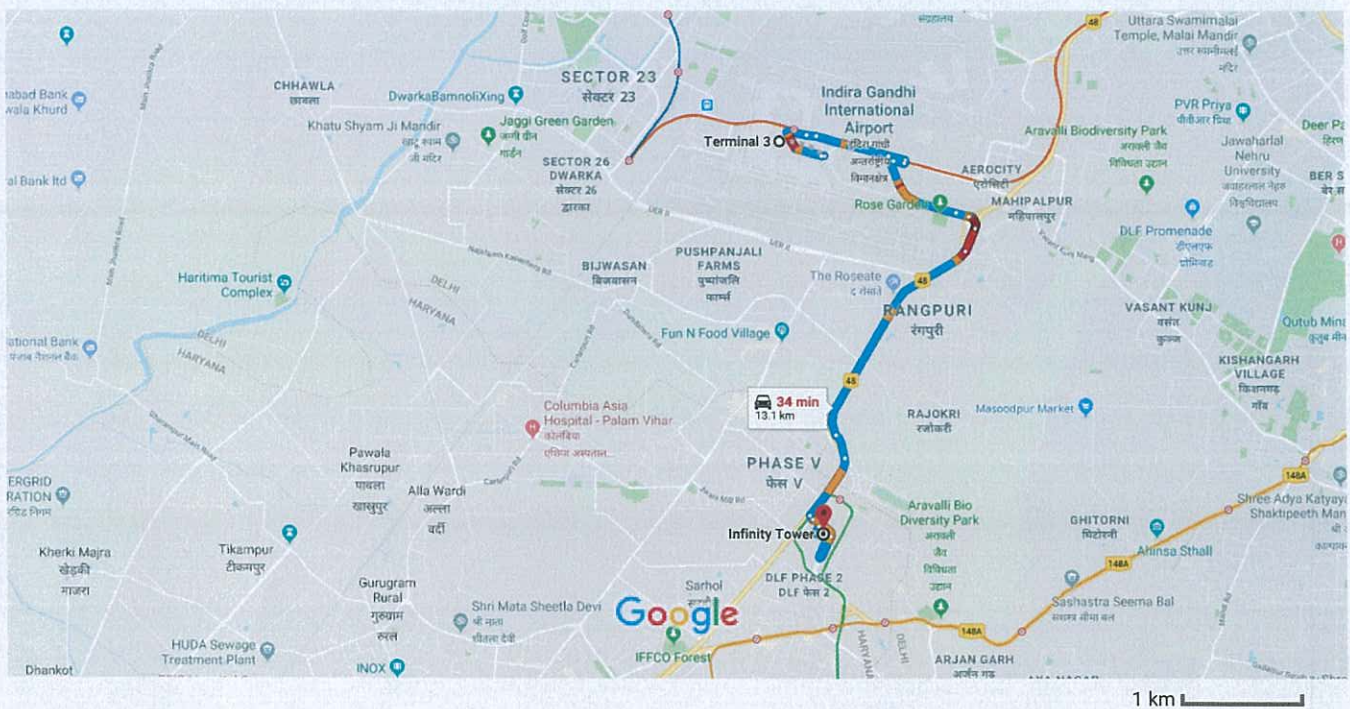
Affix  
Revenue  
Stamp

**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 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