

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 Thursday, July 25, 2019 at 11:00 am at SBI Bhavan, Madam Cama Road, Nariman Point, Mumbai – 400021 to consider the following items of business:

Special Business:

1. Appointment of Independent Director

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

“RESOLVED THAT pursuant to Section 150(2), 152, 161 and other applicable provisions of the Companies Act, 2013 (the Act) and Rules made there under and any other law as may be applicable Dr. Tejendra Mohan Bhasin holding DIN 03091429, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and is eligible for appointment as an Independent Director and was appointed as Additional Independent Director on June 28, 2019, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three years with effect from June 28, 2019 to June 27, 2022 on such terms and conditions and remuneration as the Board of Directors may deem fit.

RESOLVED FURTHER THAT any Directors including MD & CEO, CFO or Company Secretary of the Company be and are hereby authorized jointly or severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”

2. Fixing of Statutory Auditors Remuneration

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

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to determine the remuneration payable to Statutory Auditors, M/s S Ramanand Aiyar & Co., Chartered Accountants, (Registration No. 000990N) appointed as Statutory Auditors of the Company by the Comptroller & Auditor General of India under Section 139 of the Companies Act, 2013 for the Financial Year 2018-19 and for the audit of Consolidated Financial Statements of the Company post amalgamation of SBI Business Process Management Services Private Limited with the Company.”

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

Email address: customercare@sbicard.com # website: www.sbicard.com

3. Fixing of Branch Auditors Remuneration

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

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to determine the remuneration payable to Branch Auditors, M/s K G Somani & Co., Chartered Accountants, (Registration No. 006591N) appointed as Branch Auditors of the Company for erstwhile SBI Business Process Management Services Private Limited by the Comptroller & Auditor General of India under Section 139 of the Companies Act, 2013 for the Financial Year 2018-19 post amalgamation of SBI Business Process Management Services Private Limited with the Company.”

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

Sd/-
Company Secretary

Date: 1.07.2019
Place: Gurugram

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, 2 and 3 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

Appointment of Independent Director

In accordance with sub-clause (ii) of clause 33 of Articles of Association of the Company "Number of Directors on the Board", the Company is required to appoint one Independent Director on the Board of the Company. Accordingly, appointment of Dr. Tejendra Mohan Bhasin holding DIN 03091429 as independent director be and is hereby proposed on the Board of the Company. As required under Section 160 of the Act, the Company has received notice in writing from Dr. Tejendra Mohan Bhasin proposing his candidature for the office of Director of the Company.

Dr. Tejendra Mohan Bhasin has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Dr. Tejendra Mohan Bhasin fulfils the conditions specified in the Act and the Rules made thereunder, for appointment as Independent Director and he holds necessary qualification, experience and expertise to serve as Independent Director on the Board of the Company. Also, in the opinion of the Board, Dr. Tejendra Mohan Bhasin is independent of the Management.

Dr. Tejendra Mohan Bhasin was appointed as Additional Independent Director on the Board of the Company with effect from June 28, 2019 for a term of 3 years from June 28, 2019 to June 27, 2022 subject to shareholders approval in General Meeting.

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The letter of appointment of Dr. Tejendra Mohan Bhasin as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the registered office of the Company during the normal business hours on all working days.

The brief profile of Dr. Tejendra Mohan Bhasin is as under:

Dr. Tejendra Mohan Bhasin holds rich experience of around 41 years in the fields of Finance, Banking, Insurance, Management, Law, Vigilance Administration, Anti-Corruption Policy, CTEO & Investigations. He held the position of Vigilance Commissioner, Central Vigilance Commission (June 2015 – 10th June 2019) and Chairman, Indian Bank (2010-2015).

In view of the justification stated above, the Board of Directors of your Company recommends the passing of the resolutions set-out under Item No. 1 as Ordinary Resolution.

None of the Directors, manager, key Managerial Personnel, promoter of the Company and their relatives thereof is in anyway concerned or interested in the proposed resolution.

Item no. 2 and 3

Fixing of Statutory Auditors Remuneration and Branch Auditors Remuneration

Post amalgamation of SBI Business Process Management Services Private Limited (SBIBPMSL) with SBI Cards and Payment Services Private Limited (SBICPSL), Comptroller and Auditor General of India in accordance with Section 139 of the Companies Act, 2013 has appointed M/s S. Ramanand Aiyar & Co., Chartered Accountants (Registration No. 000990N) as Statutory Auditors for the financial year 2018-19 and for the audit of Consolidated Financial Statements of the Company vide letter dated June 19, 2019. Also, M/s K G Somani & Co., Chartered Accountants, (Registration No. 006591N) has been appointed as Branch Auditors of the Company for erstwhile SBI Business Process Management Services Private Limited by the Comptroller & Auditor General of India under Section 139 of the Companies Act, 2013 for the Financial Year 2018-19 vide letter dated June 19, 2019. Copy of the appointment letter dated June 19, 2019 appointing M/s S. Ramanand Aiyar & Co., Chartered Accountants (Registration No. 000990N) as Statutory Auditors and M/s K G Somani & Co., Chartered Accountants, (Registration No. 006591N) as Branch Auditors along with other related documents will be available for inspection of the members in accordance with the details stated in the notes to the notice.

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Further, as per Section 142 of the Companies Act, 2013, the remuneration of the auditors of the Company shall be fixed by the Company in the General Meeting or in such manner as the Company in General meeting may determine

Accordingly, members are requested to pass resolutions set-out under Item No. 2 and 3 as Ordinary Resolutions.

None of the Directors, manager, key Managerial Personnel, promoter of the Company and their relatives thereof is in anyway concerned or interested in the proposed resolutions.

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

Dated: 01.07.2019
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 July 25, 2019 At 11:00 A.M. at SBI Bhavan, Madam Cama Road, Nariman Point, Mumbai – 400021 of the Company and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. 1.....

Resolution No. 2.....

Resolution No. 3.....

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, Thursday, July 25, 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 Thursday, July 25, 2019 at 11.00 a.m. at SBI Bhavan, Madam Cama Road, Nariman Point, Mumbai – 400021

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.



Terminal 1a to Madame Cama Rd, Mumbai, Maharashtra

Drive 24.7 km, 58 min



Map data ©2019 2 km

via Western Express Hwy **58 min**
 Fastest route, despite the usual traffic 24.7 km
 ⚠ This route has tolls

via Western Express Hwy and Kutbe **1 h 3 min**
 Kokan Makhdoom Ali Mahimi 23.0 km
 Flyover
 Heavy traffic, as usual

5:25 PM–6:31 PM 1 h 6 min

- 🚏 225 422 🚏
- 90136 - Borivali - Churchgate Semif...
- 90820 - Virar - Churchgate Fast Loc...
- 90832 - Borivali - Churchgate Slow...
- 90838 - Andheri - Churchgate Slow...
- 90844 - Virar - Churchgate Fast Loc...
- 90852 - Borivali - Churchgate Fast...
- 90870 - Malad - Churchgate Fast L...

🚏 99

