

SBI Cards and Payment Services Private Limited

*Regd. Office: Unit 401 & 402, 4th Floor, Aggarwal Millennium Tower, E- 1,2,3,
Netaji Subhash Place, Wazirpur, New Delhi – 110034*

SUPPLEMENTARY NOTICE TO ANNUAL GENERAL MEETING (AGM) NOTICE

This Supplementary AGM Notice is issued to transact the following Special Business at the AGM scheduled on Friday, August 29, 2014 at 11:00 AM at the registered office of the Company at Unit 401 & 402, 4th Floor, Aggarwal Millennium Tower, E- 1,2,3, Netaji Subhash Place, Wazirpur, New Delhi – 110034 in view of receipt of letter dated August 14, 2014 from GE Capital Mauritius Overseas Investment under section 160 of the Companies Act 2013, proposing candidature of Shri Ashish Sharma (holding DIN 01659506) as Director on the Board of the Company subsequent to issue of AGM Notice dated 5th August, 2014.

This Supplementary Notice shall form part of the Notice dated 5th August, 2014.

SPECIAL BUSINESS

6. Appointment of Shri Ashish Sharma as Nominee Director

To appoint Shri Ashish Sharma (holding DIN 01659506) as Nominee Director and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to applicable provisions of Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and the provisions of Articles of Association of the Company, Shri Ashish Sharma (holding DIN 01659506) nominated by GE Capital Mauritius Overseas Investment be and is hereby appointed as Nominee Director of the Company.

RESOLVED FURTHER THAT the Directors, the Chief Executive Officer, CFO of the Company and/or Company Secretary, be and are hereby severally authorized to sign and file the necessary form/return with the Registrar of Companies, NCT of Delhi & Haryana required for the appointment of Director.”

For **SBI Cards and Payment Services Pvt. Ltd.**

Date : 22-08-2014

Place : Gurgaon

SD/-

Company Secretary

M. No.: ACS 19608

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

Item No. 6

Appointment of Shri Ashish Sharma as Nominee Director

The Company has received letter dated August 14, 2014 from GE Capital Mauritius Overseas Investment under section 160 of the Companies Act 2013, proposing candidature of Shri Ashish Sharma (holding DIN 01659506) as Director on the Board along with a deposit of Rs. 1,00,000/- by way of Bank Draft, subsequent to issue of AGM Notice dated 5th August, 2014.

Shri Sharma has expressed his willingness towards his appointment on the Board of the Company.

Disclosures in terms of Section 102 of the Companies Act, 2013 on the basis of information available on record as on the date of this notice:-

- 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 GE Capital, if any or nomination by SBI or GE Capital.
- ii. The Promoters of the Company SBI and GE Capital shall be deemed to be interested to the extent of their shareholding in the company and other associate/subsidiary Companies of SBI and GE Capital respectively.

This notice to appoint Shri Sharma as Nominee Director is given in accordance with section 160 of the Companies Act, 2013 and Rules made there under.

For **SBI Cards and Payment Services Pvt. Ltd.**

Date : 22-08-2014

Place : Gurgaon

SD/-

Company Secretary
M. No.: ACS 19608