

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Eleventh Annual General Meeting (AGM)** of the Members of SBI Payment Services Private Limited will be held on Thursday, September 09, 2021 at 11.00 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

Item No. 1: Adoption of accounts

To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2021 including the Audited Balance Sheet of the Company as at March 31, 2021 and Statement of Profit & Loss and Changes in Equity and Cash Flow Statement along with the schedules and notes appended thereto for the year ended on that date together with the report of the Auditors and Directors thereon along with the report of Comptroller and Auditor General of India;

Item No. 2: Fix remuneration of statutory auditors

To authorize the Board of Directors to fix the remuneration of the Statutory Auditor of the Company appointed by the Comptroller and Auditor General of India under Section 139 (5) read with Section 142 of the Companies Act, 2013 for the financial year 2021-22.

SPECIAL BUSINESS:

Item No.3: To keep annual returns of the Company at a place other than registered office

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 94 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended from time to time, the approval of the members be and is hereby accorded to the Company for maintaining the Annual Returns and other relevant records and registers for every financial year therein at 1st Floor, Madhuli Building, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400018, being a place other than the Registered Office of the Company, with effect from July 12, 2021"

By order of the Board
SBI Payment Services Private Limited

Date: August 26, 2021

Place: Mumbai

Registered Office:

12th Floor, State Bank Bhavan,
Madame Cama Road, Nariman Point,
Mumbai – 400021

CIN: U67100MH2010PTC200030

Email Id: cs@sbipayments.com

Website: www.sbipayments.com

Ekta Dhruva

Company Secretary

ACS: 33008

NOTES:

1. In view of the widespread Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular no. 02/2021 dated January 13, 2021 read along with circular no. 20/ 2020 dated May 05, 2020, circular no.14/2020 dated April 08, 2020 and circular no. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening of the AGM through VC/ OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Corporate Office situated at 1st Floor, Madhuli Building, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400018.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members intending to send their representatives to attend the AGM through VC/ OAVM on its behalf are requested to send a Certified True Copy of the Board or governing body Resolution/ Authorization etc. [scanned copy (PDF/JPG Format)] to the Company of their representative to attend and vote on their behalf in the AGM through VC/ OAVM. The said Resolution/ Authorization shall be sent to the Company Secretary of the Company by email through its registered email address to cs@sbipayments.com.
4. Members seeking any information with regards to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before (day before the date of AGM) through email on cs@sbipayments.com mentioning the name, folio no./ client ID and DP ID, and the documents including the registers they wish to inspect. The same will be replied by the Company.
5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice will also be available on the Company's website www.sbipayments.com.
6. Explanatory Statement required as per Section 102 for Special Business, is annexed to the notice.
7. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
9. Instructions joining the AGM through VC/OAVM are as follows:
 - i) The Company has arranged the facility of Microsoft Teams for the Members to attend the AGM through VC/ OAVM. The Company will send the link to the Members on their e-mail id registered with the Company. The steps to join the meeting with Team application from your Computer, laptop/ Ipad are as follows:

How to join from Computer/ laptop

You can join a Teams meeting from any device, whether or not you have a Teams account. If you don't have an account, follow these steps to join as a guest.

1. Go to the meeting invite and select Join Microsoft Teams Meeting.

Join Microsoft Teams

2. That'll open a web page, where you'll see two choices: **Download the Windows app and Join on the web instead**. Please click on **join on the web**, you can use either Microsoft Edge or Google Chrome. Your browser may ask if it's okay for Teams to use your **mic** and **camera**. Be sure to allow it so you'll be seen and heard in your meeting.
3. Enter your name and choose your **audio and video settings**. If the meeting room (or another device that's connected to the meeting) is nearby, choose **Audio off** to avoid disrupting.
4. When you're ready, hit Join now.

How to join from iPad

1. In the meeting invite, select **Join Microsoft Teams Meeting**

Join Microsoft Teams

2. If you don't already have the Teams mobile app, you'll be taken to your app store to download it.
3. Download the app and open it right from the app store page.

Teams will ask if it's okay to use your mic. Be sure to allow it so others in the meeting will be able to hear you.

4. Next, you'll be given two options for joining your meeting: **Join as a guest** or **Sign in and join**. Choose **Join as a guest**.

5. Type your name and tap **Join meeting**.
 6. To turn your video or mic on or off during the meeting, tap on the center of your screen to show the meeting controls. Tap again to hide them.
- ii) Facility of joining the AGM through VC/ OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for all the Members.
 - iii) Members who need assistance before or during the AGM, can contact Ms Ekta Dhruva, Company Secretary on cs@sbipayments.com/ +91-9920709305.
 - iv) Members are encouraged to join the AGM through personal computers/ laptops for better user experience. Also, Members will be required to have stable internet/ broadband connection to avoid any disturbance during the meeting. Please note that Members joining the AGM through mobile devices, tablets or through personal computers/ laptops connected via mobile hotspot may experience audio/ video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate the aforesaid glitches.
- v) Members are allowed to ask questions concurrently during the AGM or can also send their questions in advance from their registered email address mentioning their name, DP ID and Client ID/folio number to cs@sbipayments.com.

By order of the Board
SBI Payment Services Private Limited

Ekta Dhruva

Company Secretary
ACS: 33008

Place: Mumbai
Date: August 26, 2021

Registered Office:
12th Floor, State Bank Bhavan,
Madame Cama Road, Nariman Point,
Mumbai – 400021
CIN: U67100MH2010PTC200030
Email Id: cs@sbipayments.com
Website: www.sbipayments.com

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

Item 3: To keep annual returns at a place other than registered office

The Board at its meeting held on July 12, 2021 was informed that currently the registered office of the Company is situated at State Bank Bhavan, 12th Floor, Nariman Point, Madame Cama Road, Mumbai - 400 021. The Company has shifted its corporate office to 1st Floor, Madhuli Building, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400018.

In terms of the provisions of the 94 of the Companies Act, 2013, the registers required to be kept and maintained by a company under section 88 and copies of the annual return filed under section 92 shall be kept at the registered office of the company.

Since, the equity shares of the Company are in dematerialized format, the Register of Members and other registers as required under Section 88 of the Companies Act 2013 is currently being maintained by the Registrar & Transfer Agent and necessary approvals from Board and Shareholders is obtained in this regard.

However, for ease of maintenance and preservation of records, it is proposed to maintain the returns as required under Section 94 of the Companies Act, 2013 at the Corporate Office of the Company and hence the Board places the above resolution before the members of the Company to be passed as a Special Resolution.

None of the Directors are concerned with or are interested in passing the resolution as set out in Item No. 3.

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SBI Payment Services Private Limited

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