

Notice of The Annual General Meeting

NOTICE is hereby given that the **12th (Twelfth) Annual General Meeting (AGM)** of the Members of SBI Payment Services Private Limited will be held on Tuesday, September 20, 2022 at 11.00 a.m. at a shorter notice 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, 2022 including the Audited Balance Sheet of the Company as at March 31, 2022 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 2022-2023.

By order of the Board
SBI Payment Services Private Limited

Place: Mumbai
Date: August 29, 2022

Ekta Dhruva
Company Secretary
ACS: 33008

Registered Office:

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

CIN: U67100MH2010PTC200030

Email Id: cs@sbipayments.com

Website: www.sbipayments.com

NOTES:

- In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (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.
- 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.
- 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.
- 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.
- In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2021-2022 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.

- As there is no Special Business, Explanatory Statement as per Section 102 is not annexed to the notice.
- Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
- Instructions for joining the AGM through VC/OAVM are as follows:
 - 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.

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

Join Microsoft Teams

- 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.
- 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.
- When you're ready, hit Join now.

How to join from iPad

- In the meeting invite, select Join **Microsoft Teams Meeting**

Join Microsoft Teams

- 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 Mrs. 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
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