

# Notice of the Annual General Meeting

NOTICE is hereby given that the 15th (Fifteenth) **Annual General Meeting ("AGM")** of the Members of **SBI Payment Services Private Limited** (the "**Company**" or "**SBI Payments**") will be held on Thursday, September 25, 2025 at 03:00 p.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at the Registered Office of the Company at 23rd Floor, Urmi Estate 95, Ganpatrao Kadam Marg, Opp. Peninsula Business Park, Lower Parel (West), Mumbai – 400013 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, 2025 including the Audited Balance Sheet of the Company as at March 31, 2025 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 2025-26.

### **Item No. 3: Retirement by Rotation**

To appoint a director in place of Shri Sanjay Panse (DIN: 02725875) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

**By Order of the Board**  
**SBI Payment Services Private Limited**

**Mittal Bhanushali**  
Company Secretary  
ACS: 43175

Place: Mumbai  
Date: September 01, 2025

### **Registered Office:**

23rd Floor, Urmi Estate 95, Ganpatrao Kadam Marg,  
Opposite Peninsula Business Park, Lower Parel West,  
Mumbai – 400013

**CIN:** U67100MH2010PTC200030

**Email Id:** [cs@sbipayments.com](mailto:cs@sbipayments.com)

**Website:** [www.sbipayments.com](http://www.sbipayments.com)

## NOTES:

1. The Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 12, 2022, General Circular No. 09/2023 dated September 25, 2023, 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 subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 and other circulars issued in this regard (collectively referred to as "MCA Circulars"), in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
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 appointments 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](mailto: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](mailto: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 to by the Company.

5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 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](http://www.sbipayments.com).
6. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
8. Instructions for 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 Team's 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 centre 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. Mittal Bhanushali, Company Secretary on [cs@sbipayments.com](mailto:cs@sbipayments.com)/ +91-7208652036.
- 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](mailto:cs@sbipayments.com).

**By Order of the Board**  
**SBI Payment Services Private Limited**

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## Annexure "A"

Details of Directors seeking appointment at the 15th Annual General Meeting:

Information pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS- 2) regarding Directors seeking appointment.

Name of the Director	Shri Sanjay Panse
Age	61 years
Qualification	B. Com from Mumbai University, F.C.A., Chartered Accountant.
Brief Resume/Experience	Shri Sanjay Panse has post qualification experience of 30 years and is the founder and Senior Partner of S Panse & Co LLP, Chartered Accountants. He has exposure to intricate Business Processes, Regulatory and Compliance Issues of Mutual Funds, FPQs, Portfolio Managers, Insurance and Banking. He has deep understanding of Accounting, Audit and functioning of Financial Markets Sector Participants.
No. of Shares held	N.A.
Terms and Conditions	As per appointment letter.
Remuneration Last Drawn	N.A.
Remuneration sought to be paid	N.A.
First date of appointment	January 16, 2023
Number of Board meetings attended during the financial year 2024-25	7 (Seven)
Relationship with other Directors/ Manager/ Key Managerial Personnel	N.A.
Directorships held in other Companies in India	1. SBICAP Trustee Company Limited
Membership/Chairmanship of Committees of Board of other Companies	Please refer table (i)

### (i) Shri Sanjay Panse: Membership/Chairmanship of Committees of Board of other Companies:

Name of the Company	Name of the Committees	Chairman/Member
SBICAP Trustee Company Limited	Audit Committee	Member