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NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the members of Reliance Payment Solutions Limited will be held on Monday, the 19th day of September, 2016, at 11.30 a.m. at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai - 400 021 to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and in this regard, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a director in place Shri Kiran Mathew Thomas (DIN 02242745) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Kiran Mathew Thomas (DIN 02242745), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. Chaturvedi & Shah,

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Chartered Accountants (Registration No. 101720W) as Auditors of the Company for the financial year 2016-17 be and is hereby ratified and that the Auditors be paid such remuneration as shall be fixed by the Board of Directors of the Company.”

**By Order of the Board of Directors
For Reliance Payment Solutions Limited**

Kiran Thomas

Director

DIN: 02242745

Date: August 22, 2016

Place: Mumbai

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Notes:

1. **A member entitled to attend and vote at the Ninth Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered office of the Company not less than forty-eight hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signatures of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Attendance slip, proxy form and route map of the venue of the Meeting are annexed to the Notice.
4. In terms of Section 152 of the Companies Act, 2013, Shri Kiran Mathew Thomas (DIN: 02242745), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. The Board of Directors of the Company commend his re-appointment.

Details of Director retiring by rotation, as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

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Particulars	Shri Kiran Thomas
Age	43 years
Qualification	BE Electronics, MBA from Stanford University, USA.
Experience	He joined Reliance Group in the year 1997 and was part of the process automation group for Reliance Petroleum, during the startup phase of Reliance's Jamnagar refinery project. He was one of the initial members of the Reliance Infocomm startup team, the Reliance group's venture in telecommunications. He was a member of a core team that developed the initial business blueprint and plan for Reliance Retail. Prior to joining Reliance, he worked with Tata Unisys Limited, a leading IT consulting firm.
Terms and Conditions of Re-appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on August 7, 2010, Shri Kiran Thomas was appointed as a Director of the Company liable to retire by rotation.
Remuneration last drawn	Rs. 45000 as sitting fees for attending the Board & Committee Meetings held in FY 2015-2016
Remuneration Proposed to be paid	Sitting fees for Financial Year 2016-2017 as approved by the Board and Members of the Company.
Date of first appointment on the Board	18-11-2009 as an additional director.
Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year	3

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Directorships of other Boards	<ul style="list-style-type: none">• Reliance Jio Digital Services Private Limited• Reliance Jio Infratel Private Limited• Reliance Jio AsiaInfo Innovation Centre Limited
Membership/Chairmanship of Committees of other Boards	Nil

5. Shri Kiran Mathew Thomas is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item Nos. 1 to 3 of the Notice.
6. Details of the number and dates of Meetings of the Board and Committees held during the financial year 2015-16 and the attendance of the Directors at such meetings is enclosed as **Annexure 1**.
7. Members/Proxies/Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of their Annual Report.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
10. The route map of the Annual General Meeting Venue is enclosed as **Annexure 2**. The prominent landmark for the venue is Mantralaya.

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Annexure 1

The number and dates of Meetings of the Board and Committees held during the financial year 2015-16

Particulars	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee Meeting	Allotment Committee Meeting
Number of meetings held during the year	4	4	1	3
Date of the Meetings	14.04.2015 22.07.2015 14.10.2015 18.01.2016	14.04.2015 22.07.2015 14.10.2015 18.01.2016	22.07.2015	26.05.2015 29.09.2015 16.12.2015 30.03.2016
Directors Attendance:				
Shri Bharat Goenka	2	2	1	0
Shri Mohanbir S Sawhney	3	3	1	N.A.
Smt. Bhama Krishnamurthy [^]	2	N.A.	N.A.	N.A.
Shri Kiran M Thomas	4	N.A.	1	4
Shri Murlidhara L Kadaba	4	4	N.A.	4

N.A. – Not applicable

[^] Appointed as Director w.e.f September 4, 2015. Two Board Meetings were held during her tenure.

No meeting of the Finance Committee of the Board of Directors was held during the year.

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Annexure 2

ROUTE MAP TO THE AGM VENUE



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