

Digital Payments Processing Ltd

NOTICE is hereby given that the EXTRA-ORDINARY GENERAL MEETING of the members of DIGITAL PAYMENTS PROCESSING LIMITED will be held at the registered office of the Company at MOM House, Plot No. 61, Ramchandra Lane, Kanchpada, Malad (West) Mumbai 400064, India at 2 P.M. on 11TH NOVEMBER 2016 to transact the following business:

SPECIAL BUSINESS:

1. ISSUE OF SHARES ON PRIVATE PLACEMENT BASIS

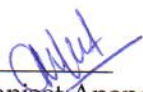
To consider and if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the consent of the members be and are hereby accorded to the Board of Directors of the Company to issue and allot 8,97,554 equity shares of Rs. 10/- each for cash at a premium of Rs. 90/- each aggregating to Rs. 8,97,55,400/- on private placement basis to Calpian, Inc., U.S.A. on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the draft Letter of Offer to be issued to Calpian, Inc., U.S.A. for issuing 8,97,554 equity shares of Rs. 10/- each for cash at a premium of Rs. 90/- each aggregating to Rs. 8,97,55,400/- on private placement basis, be and is hereby approved.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and issue the Letter of Offer/ Application Form and to do all such acts, deeds and things, as he may in his absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to sign, execute and file all such e-forms, deeds and documents with the Registrar of Companies, and other statutory and regulatory authorities, as may be necessary or expedient, for the purpose of giving effect to this Resolution.”

By Order of the Board
Digital Payments Processing Limited


Ranjeet Anand Oak
Director
DIN: 02803714



Place: Mumbai
Date: 17th October 2016

CIN : U74120MH2012PLC227020

MOM House, Plot No. 61, Ramchandra Lane, Kanchpada,
Malad (W), Mumbai - 400064
Tel. no. 022 45021500 Email ID: accounts@pbpayments.com

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NOTES:

1. A member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. The explanatory statement pursuant to Section 102(1) is annexed hereto and forms part of this Notice.

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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 1:

Keeping in view the short term and long term capital needs of the Company, the Company proposes to raise funds in the form of equity share capital from Calpian, Inc., U.S.A. by way of a private placement by issuing 8,97,554 equity shares of Rs. 10/- each for cash at a premium of Rs. 90/- each aggregating to Rs. 8,97,55,400/-.

The purpose of the proposed issue is to achieve long and short term plans of the Company and to meet the funding requirements including but not limited to investment for meeting its business requirements and working capital requirements in order to improve its project capacity and enhance infrastructure facilities. The proceeds of the proposed issue may be utilized for any of the aforesaid purposes to the extent permitted by law.

As per the provisions of Sections 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and Section 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, a special resolution has to be passed by the members of the Company for issuing equity shares on private placement basis.

As required by Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 following are details regarding the proposed issue:

1) Total Number of shares or other securities to be issued:

8,97,554 equity shares of face value Rs. 10/- per share.

2) Price or price band at/within which the allotment is proposed:

Face Value Rs. 10/- per share at a premium of Rs. 90/- per share, aggregating to Rs. 100/- per share.

3) Basis on which the price has been arrived at along with report of the registered valuer:

The price has been arrived at on the basis of the valuation report issued by a Chartered Accountant.

4) Relevant date with reference to which the price has been arrived at:

1st September, 2016

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- 5) **Class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to Calpian, Inc., U.S.A. a foreign based company.

- 6) **Intention of promoters, directors or key managerial personnel to subscribe to the offer:**

None of the promoters, directors or key managerial personnel intends to subscribe to this offer.

- 7) **Proposed time within which the allotment shall be completed:**

The allotment shall be completed within 60 days from the receipt of application money from proposed allottees.

- 8) **Names of the proposed allottees and the percentage of post private placement offer capital that may be held by them:**

Sr. No.	Names of proposed allottees	Percentage of post private placement offer capital that may be held
1.	Calpian, Inc., U.S.A.	72.22

- 9) **Change in control, if any, in the Company that would occur consequent to the private placement offer:**

There will be no change in control consequent to this offer.

- 10) **Number of persons to whom allotment on private placement basis have already been made during the year, in terms of number of securities as well as price:**

Name of person to whom shares have been allotted	Class of shares allotted	Number of shares allotted	Price at which allotted
Calpian, Inc., U.S.A.	Equity	8,97,554	Rs. 100/- per share

- 11) **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable

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12) Pre issue and post issue equity shareholding pattern of the company:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding:				
1	Indian				
	Individual	6,79,250	15.08	6,79,250	12.58
	Bodies Corporate	Nil	Nil	Nil	
	Sub Total	6,79,250	15.08	6,79,250	12.58
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub Total (A)	Nil	Nil	Nil	Nil
B	Non-Promoters' holding:				
1	Institutional Investors	Nil	Nil	Nil	Nil
2	Non - Institution				
	Private Corporate Bodies	34,53,385	76.69	43,50,939	80.56
	Directors and Relatives	Nil	Nil	Nil	Nil
	Indian Public	Nil	Nil	Nil	Nil
	Others				
	a) Non Resident	3,70,602	8.23	3,70,602	6.86
	b) Resident firm	Nil	Nil	Nil	Nil
	Total Others				
	Sub Total (B)	38,23,987	84.92	47,21,541	87.42
	GRAND TOTAL	45,03,237	100	54,00,791	100

The proposed issue of securities is in the interest of the Company and your Directors recommend the passing of the resolution under this item as a Special Resolution.

None of the Directors of the Company, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested in the said resolution.

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By Order of the Board
Digital Payments Processing Limited


Ranjeet Anand Oak
Director
DIN: 02803714



Place: Mumbai
Date: 17th October 2016

CIN : U74120MH2012PLC227020

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FORM NO. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company:	DIGITAL PAYMENTS PROCESSING LIMITED
Registered Office:	MOM House, Plot No. 61, Ramchandra Lane, Kanchpada, Malad (West), Mumbai – 400064, Maharashtra, India.

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No /Client Id:	
DP ID:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

or failing him

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

or failing him

3.	Name :	
	Address:	
	E-mail Id:	
	Signature:	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the 11th day of November, 2016 at 2 p.m. at MOM House, Plot No. 61, Ramchandra Lane, Kanch Pada, Malad (West), Mumbai-400064, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution
Issue Of Shares On Private Placement Basis

Signed this _____ day of _____ 20____

Affix Revenue Stamp

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.