

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the members of the **Barclays Global Service Centre Private Limited** will be held at the registered office of the Company at Ground To Fourth Floor, Wing 3 - Cluster A, Eon Free Zone, MIDC Knowledge Park, Kharadi Pune 411014 on Tuesday, the 28th day of August 2018 at 1:30 PM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement as at 31st March, 2018 consisting of Balance sheet, Profit and Loss Account, Cash Flow Statement and explanatory notes, together with Board's Report and Auditors' Report thereon and 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 Section 134 of the Companies Act, 2013, the audited financial statements of the Company containing the Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss for the year ended 31st March, 2018 together with schedules and notes and the reports of the Director's and Auditor's thereon, be and are hereby considered and adopted.”

2. To declare a dividend on equity shares 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 Section 123 of the Companies Act, 2013, approval of the Members be and is hereby accorded to declare a dividend @ 38,500/-per equity share amounting in aggregate to Rs. 5,819,506,000/- (Rupees Five Thousand Eight Hundred Nineteen Million and Five Hundred Six Thousand only) for the financial year 2017-18”.

3. To appoint the Auditors and to 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 Section 139, 141 read with section 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactments(s) thereof, for the time being in force), M/s B S R & Associates LLP, Chartered Accountants, ICAI Firm Registration Number: 116231W/W-100024, 5th Floor, Lodha Excelus, Apollo Mills Compound, N M Joshi Marg, Mahalakshmi, Mumbai 400 011 Maharashtra be and are hereby appointed as Statutory Auditors of the Company for a period of 5 years to hold the office from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting on such remuneration and out of pocket expenses, if any, as shall be agreed upon between the Auditors and Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company severally be and is hereby authorized to take all such steps for giving effect to the aforesaid resolution & to issue certified true copy of this resolution and file necessary forms in this connection to MCA under his Digital Signature Certificate.”

Barclays Global Service Centre Private Limited


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SPECIAL BUSINESS:

4. APPOINTMENT OF MR. JAIDEEP KHANNA AS THE DIRECTOR OF THE COMPANY

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 Section 161 (1) of the Companies Act, 2013 (including any statutory modification (s)/ or re-enactment thereof for the time being in force), Mr. Jaideep Khanna (DIN: 00522551), who was appointed as an Additional Director of the Company by Board of Directors w.e.f. 21.03.2018 and who shall hold the office up to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company not liable to retire by rotation."

"RESOLVED FURTHER THAT Ms. Pooja Narang, Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution."

5. APPOINTMENT OF MS. UMA RATNAM KRISHNAN AS THE DIRECTOR OF THE COMPANY

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 Section 161 (1) of the Companies Act, 2013 (including any statutory modification (s)/ or re-enactment thereof for the time being in force), Ms. Uma Ratnam Krishnan (DIN: 00370425), who was appointed as an Additional Director and Whole Time Director of the Company w.e.f. 12.02.2018 and who shall hold the office up to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company and shall continue to act as Whole Time Director of the Company for a period of five years."

"RESOLVED FURTHER THAT Ms. Pooja Narang, Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution."

6. APPOINTMENT OF MR. ALASTAIR PAUL BLACKWELL AS THE DIRECTOR OF THE COMPANY

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 Section 161 (1) of the Companies Act, 2013 (including any statutory modification (s)/ or re-enactment thereof for the time being in force), Mr. Alastair Paul Blackwell (DIN: 08180647), who was appointed as an Additional Director of the Company by Board of Directors w.e.f. 20th July, 2018 and who shall hold the office up to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company."

"RESOLVED FURTHER THAT Ms. Pooja Narang, Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution."

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7. ALTERATION IN MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof and subject to the approval of the Registrar of Companies, Maharashtra, Pune, consent of the members of the Company be and is hereby granted for alteration in the Main Object clause of the Memorandum of Association of the Company by addition of Clause 2A & 2B after exiting clause 2.

Following new clauses 2A and 2B be inserted after existing clause 2, in Part III (A), of the Main Object of the Company:

- 2A. With a view to encouraging and fostering the development of technologies associated with financial services, to engage with various entities, whether within or outside India (including bodies corporate, companies, associations of persons, societies, partnerships, trusts and organisations, multilateral, international or Indian (or other) including development institutions and agencies, whether commercial, for-profit, charitable, educational, academic, research, or not-for-profit or non-governmental organisations, and whether established or start-ups or new ventures, and whether privately or publicly owned or sponsored, or owned or sponsored by government(s), government departments or agencies), in and in relation to various activities and initiatives relating to and/or associated with financial sector technology (including information technology and information technology enabled services) and, in this regard, to also provide, inter alia to students, researchers, start-ups and developers, support and advice and access to support and advice and expert opinion, and access to infrastructure, equipment, amenities and facilities, spaces whether temporary or otherwise, so as to facilitate, encourage and foster development, adoption, implementation and enhancement of technology for financial businesses and enterprise, and to participate and engage in any entrepreneurial, business, commercial and other initiatives and activities in this regard, that support or deal with such technologies and related ecosystems including, but not limited to, the creation and submission of developmental, research and thought papers, engaging in innovation related activities, creating and making available incubation and acceleration, and ethical hacking opportunities for relevant persons, and to run, host, organize related and associated events and programs and to provide any services in relation to these activities whether for charge or otherwise, and with regard to the foregoing, enter into arrangements, contracts, agreements, memoranda of association or understanding, joint ventures, of various types with various persons, whether or not for a fee or for other commercial considerations, and participate directly or indirectly in any associated business, commercial and other activities.
- 2B. To provide information technology enabled services associated with the domain of legal and regulatory services provided by Legal departments and in this regard undertake activities such as but not limited to, the drafting, negotiation and finalisation of, and assistance with regard to, various contracts, terms and conditions, pleadings and other litigation related filings, research and opinions, analysis and assessments with regard to applicable statute and judicial precedent, knowledge management, other legal and para-legal services and activities including those relating to records and data management, and litigation management, matters relating to judicial and quasi-judicial authorities, and to engage in and form associations with similar organizations or firms, engage in, encourage, sponsor legal research and events, and generally to provide services relating to legal, regulatory and compliance advisory, and related services within the Barclays group of companies.

RESOLVED FURTHER THAT the board of directors through any one of the Director or Ms. Pooja Narang, Company Secretary of the Company be and are hereby authorized to digitally sign and file necessary forms with Registrar of Companies, Maharashtra, Pune, to take all such steps as may be necessary to give effect to this

Barclays Global Service Centre Private Limited

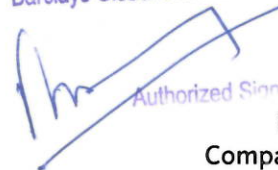


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resolution, to accept any modification(s) or alteration(s) as may be suggested by the Authorities, to provide certified copy of this resolution, and to do all such acts, deeds, things and matters as deemed necessary to give effect to above resolution.”

By Order of the Board
For Barclays Global Service Centre Private Limited

Barclays Global Service Centre Private Limited



Authorized Signatory

Pooja Narang
Company Secretary
Membership No. A15737
Address: A-3/609, Milan Vihar Appt.
72 I P Extn., New Delhi- 110092

Date: 25TH JULY, 2018

Place : NOIDA

Registered Office:

Barclays Global Service Centre Private Limited
(formerly known as Barclays Technology Centre India Private Limited)
Ground to Fourth Floor,
Wing 3 - Cluster A, Eon Free Zone,
MIDC Knowledge Park, Kharadi Pune 411014.
Maharashtra, India.

NOTES:

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND A PROXY NEED NOT BE A MEMBER.
- (ii) ALL THE DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE ARE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING THE OFFICE HOURS BETWEEN 9:00 A.M TO 5:00 P.M.
- (iii) THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.

EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)

Item No. 4: Appointment of Mr. Jaideep Khanna as Director of the Company

Mr. Jaideep Khanna (DIN: 00522551), who was appointed as an Additional of the Company on 21.03.2018, is proposed to be appointed as a Director of the Company. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Jaideep Khanna (DIN: 00522551), is presently working as an Additional director of the Company and has wide experience, who is to hold office up to the date of this Annual General Meeting of the Company and is now proposed to regularize his appointment in this Annual General Meeting.

The details of Mr. Jaideep Khanna (DIN: 00522551) is as follows:

Sl. No.	Particulars	Details
1	Name of the Director	Mr. Jaideep Khanna
2	Age	53
3	Qualifications	Master of Science degree School of Engineering and Applied Science from Columbia University
4	Experience	Barclays 2001-till date. Prior experience: worked with Deutsche Bank, ABN Amro Securities and ANZ Grindlays
5	Terms and conditions of appointment (along with the remuneration)	As an Director in the capacity of Non-Executive Director
6	Shareholding in the Company	He does not hold any share in the Company.
7	Relationship with other Directors	He is not directly or indirectly related to any Directors of the Company.
8	Relationship with Manager of the Company	He is not directly or indirectly related to any of the Manager of the Company.
9	The number of meetings attended during the year	NIL
10	Other Directorship, Membership and Chairmanship of Committees of other Board	NA

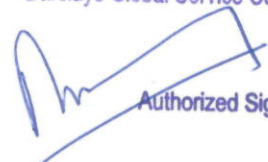
The proposed resolution does not relate to or effect the business interest of the Company in which the Promoter, Director or Manager have substantial interest.

None of the Directors & their relatives are interested in the proposed resolution except Mr. Jaideep Khanna.

The related documents are available for inspection at the registered office of the Company during specified business hours.

The Board recommends the approval of the said resolution by the members of the Company by way of ordinary resolution.

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Item No. 5: Appointment of Ms. Uma Ratnam Krishnan as the Director of the Company

Ms. Uma Ratnam Krishnan (DIN: 00370425), who was appointed as an Additional & Whole Time Director of the Company on 12.02.2018, is proposed to be appointed as a Director of the Company. In terms of the provisions of Section 161 of the Companies Act, 2013, Ms. Uma Ratnam Krishnan (DIN: 00370425), is presently working as a whole time director of the Company and has wide experience, who is to hold office upto the date of this Annual General Meeting of the Company and is now proposed to regularize her appointment in this Annual General Meeting.

The details of Ms. Uma Ratnam Krishnan (DIN: 00370425) is as follows:

Sl. No.	Particulars	Details
1	Name of the Director	Ms. Uma Ratnam Krishnan
2	Age	56
3	Qualifications	MBA – IIM Bangalore
4	Experience	Barclays Global Services Centre Pvt. Ltd. Feb'18-till date (Prior to Amalgamation; joined Barclays Shared Services Pvt. Ltd. 06/2015 Prior experience Royal Bank and Polaris Software Lab Ltd.
5	Terms and conditions of appointment (along with the remuneration)	As a Whole Time Director for a period of 5 years
6	Shareholding in the Company	She does not hold any share in the Company
7	Relationship with other Directors	She is not directly or indirectly related to any Directors of the Company.
8	Relationship with Manager of the Company	She is not directly or indirectly related to any of the Manager of the Company.
9	The number of meetings attended during the year	1/1
10	Other Directorship, Membership and Chairmanship of Committees of other Board	Corporate Social Responsibility Committee

The proposed resolution does not relate to or effect the business interest of the Company in which the Promoter, Director or Manager have substantial interest.

None of the Directors & their relatives are interested in the proposed resolution except Ms. Uma Ratnam Krishnan. The related documents are available for inspection at the registered office of the Company during specified business hours.

The Board recommends the approval of the said resolution by the members of the Company by way of ordinary resolution.

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Item No. 6: Appointment of Mr. Alastair Paul Blackwell as Director of the Company

Mr. Alastair Paul Blackwell (DIN: 08180647), who was appointed as an Additional of the Company w.e.f. 20.07.2018, is proposed to be appointed as a Director of the Company. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr. Alastair Paul Blackwell (DIN: 08180647), is presently working as an Additional Director of the Company and has wide experience, who is to hold office upto the date of this Annual General Meeting of the Company and is now proposed to regularize his appointment in this Annual General Meeting.

The details of Mr. Alastair Paul Blackwell (DIN: 08180647) is as follows:

Sl. No.	Particulars	Details
1	Name of the Director	Mr. Alastair Paul Blackwell
2	Age	48
3	Qualifications	BA (Hons) in Economics from Manchester University
4	Experience	Barclays 2008-till date. Prior experience : Lehman Brothers, Deutsche Bank AG, Morgan Stanley
5	Terms and conditions of appointment (along with the remuneration)	As an Director in the capacity of Non-Executive Director
6	Shareholding in the Company	He does not hold any share in the Company.
7	Relationship with other Directors	He is not directly or indirectly related to any Directors of the Company.
8	Relationship with Manager of the Company	He is not directly or indirectly related to any of the Manager of the Company.
9	The number of meetings attended during the year	NIL
10	Other Directorship, Membership and Chairmanship of Committees of other Board	NA


The proposed resolution does not relate to or effect the business interest of the Company in which the Promoter, Director or Manager have substantial interest.

None of the Directors & their relatives are interested in the proposed resolution except Mr. Alastair Paul Blackwell.

The related documents are available for inspection at the registered office of the Company during specified business hours.

The Board recommends the approval of the said resolution by the members of the Company by way of ordinary resolution.

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Item No. 7: Alteration of Object clause of Memorandum of Association of the Company**Context:****(1) Objects clause relating to RISE activities**

The Rise programme is an outcome of the keen interest that the Barclays group has in the transformations currently taking place in finance, technology and business. Product innovations and industry developments that used to originate from large corporations and institutions are now being created by entrepreneurial individuals around the world who are working with increased speed to disrupt the business models of the past. In order to work with these entrepreneurs in a mutually beneficial way, the Barclays group has established Rise. With a global network of talent, world-class innovation programmes and workspaces, Rise is a curated community where the best and brightest can develop, collaborate, and scale together. Through its global network of connected sites in six of the world's top Financial Technology (FinTech) ecosystems, Rise delivers numerous programmes that facilitate rapid engagement between the Barclays group and the Rise community in order to solve some of the biggest challenges faced in financial services. These programmes foster long-term mutually beneficial relationships, designed to scale early prototypes and new business models into live products and services. By collaborating with the Barclays group, participants of Rise receive advice and mentorship from some of the world's leading experts in financial services, as well as potentially having access to a global customer.

It was considered that one of the incidental objects within the Memorandum of Association of the Company permits the Company to undertake, and facilitates the undertaking of activities related to the RISE programme in India. It is recommended however that the Objects clause of the Memorandum of Association of the Company be amended in order to include such activities expressly.

(2) Objects clause with regard to outsourcing/offshoring/rightshoring of legal services within Barclays Group

The Barclays Group is evaluating the possibility of the Company providing legal and/or para-legal services from India to various group entities, and the Objects clause of the Memorandum of Association of the Company would require an appropriate amendment to allow for the same.

It is accordingly proposed that the following be included within the existing main Objects (Clause III – (A)) of the Memorandum of Association of the Company:

2A With a view to encouraging and fostering the development of technologies associated with financial services, to engage with various entities, whether within or outside India (including bodies corporate, companies, associations of persons, societies, partnerships, trusts and organisations, multilateral, international or Indian (or other) including development institutions and agencies, whether commercial, for-profit, charitable, educational, academic, research, or not-for-profit or non-governmental organisations, and whether established or start-ups or new ventures, and whether privately or publicly owned or sponsored, or owned or sponsored by government(s), government departments or agencies), in and in relation to various activities and initiatives relating to and/or associated with financial sector technology (including information technology and information technology enabled services) and, in this regard, to also provide, inter alia to students, researchers, start-ups and developers, support and advice and access to support and advice and expert opinion, and access to infrastructure, equipment, amenities and facilities, spaces whether temporary or otherwise, so as to facilitate, encourage and foster development, adoption, implementation and enhancement of technology for financial businesses and enterprise, and to participate and engage in any entrepreneurial, business, commercial and other initiatives and activities in this regard, that support or deal with such technologies and related ecosystems including, but not limited to, the creation and submission of developmental, research and thought papers, engaging in innovation related activities, creating and making available incubation and acceleration, and ethical hacking opportunities for relevant persons, and to run, host, organize related and associated events and programs and to provide any services in relation to these activities whether for charge or otherwise, and with regard to the foregoing, enter into arrangements, contracts, agreements, memoranda of association or

understanding, joint ventures, of various types with various persons, whether or not for a fee or for other commercial considerations, and participate directly or indirectly in any associated business, commercial and other activities.

2B To provide information technology enabled services associated with the domain of legal and regulatory services provided by Legal departments and in this regard undertake activities such as but not limited to, the drafting, negotiation and finalisation of, and assistance with regard to, various contracts, terms and conditions, pleadings and other litigation related filings, research and opinions, analysis and assessments with regard to applicable statute and judicial precedent, knowledge management, other legal and para-legal services and activities including those relating to records and data management, and litigation management, matters relating to judicial and quasi- judicial authorities, and to engage in and form associations with similar organizations or firms, engage in, encourage, sponsor legal research and events, and generally to provide services relating to legal, regulatory and compliance advisory, and related services within the Barclays group of companies.

The copies of old set of Memorandum of Association and set of Memorandum of Association proposed to be altered are available for inspection during the business hours at the registered office of the Company.

None of the Directors of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders by way of special resolution.

By Order of the Board
For Barclays Global Service Centre Private Limited

Barclays Global Service Centre Private Limited



Authorized Signatory
Pooja Narang
Company Secretary

Membership No. A15737
Address: A-3/609, Milan Vihar Appt.
72 I P Extn., New Delhi- 110092

Date: 25TH JULY, 2018

Place : NOIDA

Registered Office:

Barclays Global Service Centre Private Limited

(formerly known as Barclays Technology Centre India Private Limited)

Ground to Fourth Floor,

Wing 3 - Cluster A, Eon Free Zone,

MIDC Knowledge Park, Kharadi Pune 411014.

Maharashtra, India.

ATTENDANCE SLIP

I hereby record my presence at the 11th Annual General Meeting held on Tuesday, the 28th day of August and 1:30 PM at the registered office of the Company at Ground to Fourth Floor, Wing 3 - Cluster A, Eon Free Zone, MIDC Knowledge Park, Kharadi Pune 411014 Maharashtra.

Member's Folio No. :

Name of Member / Proxy Holder :

No. of Shares held :

Members / Proxy Holders Signature :

NOTES:

1. Members / Proxy Holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of the Annual Report.
3. Formal system of entry will be strictly adhered.

Barclays Global Service Centre Private Limited

Authorized Signatory

**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]

CIN: U72200PN2007FTC132479

Name of the Company: **BARCLAYS GLOBAL SERVICE CENTRE PRIVATE LIMITED**

Registered Office: **Ground To Fourth Floor, Wing 3 - Cluster A, Eon Free Zone, MIDC Knowledge Park, Kharadi Pune 411014**

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: _____, or failing him_

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 11th Annual General Meeting of the Company, to be held on the Tuesday, the 28th day of August, 2018 at 1:30 PM at the registered office of the company at Ground To Fourth Floor, Wing 3 - Cluster A, Eon Free Zone, MIDC Knowledge Park, Kharadi Pune 411014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

Ordinary Business:

1. Adoption of Financial Statements of the Company
2. To declare Dividend
3. Appointment of the Statutory Auditors of the Company

Special Business:

4. Appointment of Mr. Jaideep Khanna as the Director of the Company
5. Appointment of Ms. Uma Ratnam Krishnan as the Director of the Company
6. Appointment of Mr. Alastair Paul Blackwell as the Director of the Company
7. Alteration of object clause of Memorandum of Association of the company

Signed this _____ day of _____ 2018

Signature of Shareholder

Signature of Proxy holder (s)



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

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ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING

REGD OFFICE: : BARCLAYS GLOBAL SERVICE CENTRE PRIVATE LIMITED, Ground To Fourth Floor, Wing 3 - Cluster A, Eon Free Zone, MIDC Knowledge Park, Kharadi Pune 411014



Barclays Global Service Centre Private Limited



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