

February 6, 2025

**The BSE Limited**

Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

SCRIP CODE: **543066**

SECURITY: **Equity Shares/Debentures**

**The National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051

SYMBOL: **SBICARD**

SECURITY: **Equity Shares**

Dear Sirs,

**Re: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting Results of the Postal Ballot and the Scrutinizer's Report**

1. This is further to our Letter dated January 7, 2025 thereby submitting the Notice of Postal Ballot dated January 2, 2025 issued to the members of the Company for seeking approval of the Members of the Company for the following matters:  
  
Item No.1 - Ordinary Resolution - Appointment of Mr. Challa Sreenivasulu Setty (DIN: 08335249) as a Nominee Director  
  
Item No. 2 - Special Resolution - To approve amendment in SBI Card Employee Stock Option Plan 2023
2. We now enclose herewith voting results of the postal ballot on the said resolution(s). The Resolutions of the said postal ballot as mentioned in the Notice dated January 2, 2025, are deemed to have been passed on last day of voting i.e. February 6, 2025.
3. We have to further inform you that Mr. Vineet K Chaudhary (Certificate of Practice no. 4548) Managing Partner of M/s VKC & Associates, Company Secretaries, Scrutinizer, has submitted his report dated February 6, 2025 on the aforesaid Postal Ballot. A copy of the said Report is also enclosed herewith.
4. The voting results alongwith the scrutinizer's report are also being uploaded on the website of the Company i.e. [www.sbicard.com](http://www.sbicard.com) and on the website of the e-voting agency (National Securities Depository Limited) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For SBI Cards and Payment Services Limited**

**Payal Mittal Chhabra**

**Chief Compliance Officer & Company Secretary**

Enclosed: As above

**SBI Cards and Payment Services Ltd.**

DLF Infinity Towers, Tower C,  
12th Floor, Block 2, Building 3,  
DLF Cyber City, Gurugram - 122002,  
Haryana, India

Tel.: 0124-4589803  
Email: [customercare@sbicard.com](mailto:customercare@sbicard.com)  
Website: [sbicard.com](http://sbicard.com)

Registered Office:  
Unit 401 & 402, 4th Floor, Aggarwal Millennium Tower,  
E 1,2,3, Netaji Subhash Place, Wazirpur, New Delhi - 110034  
CIN - L65999DL1998PLC093849

## SBI Cards and Payment Services Limited

Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of Declaration of Voting Result of Postal Ballot	February 6, 2025
Total number of shareholders on record date (cut-off date: 03.01.2025)	957034
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	
Public:	

### Agenda- wise disclosure

Resolution Required :Ordinary		1 - Appointment of Mr. Challa Sreenivasulu Setty (DIN: 08335249) as a Nominee Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	652634911	652633992	99.9999	652633992	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>652633992</b>	<b>99.9999</b>	<b>652633992</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	245493060	218976952	89.1988	216004367	2972585	98.6425	1.3575
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>218976952</b>	<b>89.1988</b>	<b>216004367</b>	<b>2972585</b>	<b>98.6425</b>	<b>1.3575</b>
Public Non Institutions	E-Voting	53224983	4101846	7.7066	4092669	9177	99.7763	0.2237
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4101846</b>	<b>7.7066</b>	<b>4092669</b>	<b>9177</b>	<b>99.7763</b>	<b>0.2237</b>
<b>Total</b>		<b>951352954</b>	<b>875712790</b>	<b>92.0492</b>	<b>872731028</b>	<b>2981762</b>	<b>99.6595</b>	<b>0.3405</b>



## SBI Cards and Payment Services Limited

Resolution Required :Special			2 - To approve amendment in SBI Card Employee Stock Option Plan 2023					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	652634911	652633992	99.9999	652633992	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>652633992</b>	<b>99.9999</b>	<b>652633992</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	245493060	219218990	89.2974	168790443	50428547	76.9963	23.0037
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>219218990</b>	<b>89.2974</b>	<b>168790443</b>	<b>50428547</b>	<b>76.9963</b>	<b>23.0037</b>
Public Non Institutions	E-Voting	53224983	4101208	7.7054	4077843	23365	99.4303	0.5697
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4101208</b>	<b>7.7054</b>	<b>4077843</b>	<b>23365</b>	<b>99.4303</b>	<b>0.5697</b>
<b>Total</b>		<b>951352954</b>	<b>875954190</b>	<b>92.0746</b>	<b>825502278</b>	<b>50451912</b>	<b>94.2403</b>	<b>5.7597</b>



(Payal Mittal Chhabra)

Company Secretary and Compliance Officer



**SCRUTINIZER'S REPORT**

To  
The Chairman,  
**SBI CARDS AND PAYMENT SERVICES LIMITED**  
CIN: L65999DL1998PLC093849  
**Registered Office:** Unit 401 & 402,4th Floor,  
Aggarwal Millennium Tower E 1, 2, 3, Netaji  
Subhash Place, Wazirpur, New Delhi-110034,  
India

**SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS CONDUCTED  
THROUGH REMOTE E-VOTING**

Dear Sir,

I, Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary in whole time practice (Holding Membership No:F5327) was appointed as Scrutinizer by the Board of Directors of **SBI CARDS AND PAYMENT SERVICES LIMITED** ("the Company") for scrutinizing the postal ballot process which was conducted through electronic means only, in respect of the resolution(s) contained in the Notice dated January 02, 2025 in a fair and transparent manner and for ascertaining the requisite majority for the resolution(s) proposed to be passed with respect to the provisions of Section 110 & 108 of the Companies Act, 2013 ("the Act") and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with the General Circular No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 08, 2021; General Circular no. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022; General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India read with other relevant circulars issued from time to time (collectively referred to as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, as amended and pursuant to other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

**Regd. Office**

D-38, LGF (L/S), South Extension Part - II  
New Delhi - 110049, India  
+91 11 49121644,45, +91 9999233556  
pcs@vkcindia.com, www.vkcindia.com



### **SERVICE PROVIDER**

The Company has availed the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system on special business sought to be transacted through Postal Ballot.

### **MANAGEMENT’S RESPONSIBILITY**

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars or any other provisions, as applicable for conducting postal ballot of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### **SCRUTINIZER’S RESPONSIBILITY**

My responsibility as Scrutinizer is restricted to make Scrutinizers’ Report of the votes cast “For” or “Against” the resolution(s) stated in the Notice of Postal Ballot, based on the report generated from the e-voting system provided by the NSDL.

### **CUT OFF DATE**

The Members of the Company holding equity shares either in physical form or in dematerialized form, as on the “cut-off date” i.e. Friday, January 03, 2025 were entitled to cast their votes electronically through remote e-voting on the resolution(s) as set out in the Notice of Postal Ballot dated January 02, 2025.

### **REMOTE E-VOTING PROCESS**

The remote e-voting period commenced from **Wednesday, January 08, 2025 at 10:00 a.m. (IST)** and ended on **Thursday, February 06, 2025 at 5:00 p.m. (IST)** on the designated website <https://www.evoting.nsd.com> of NSDL.

### **NOTICE IN ELECTRONIC MODE**

Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice to its Members/Beneficiaries whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, January 03, 2025 and whose e-mail IDs were registered with the Company/RTA or Depositories/Depository Participant through electronic means only and has not dispatched physical copies of Postal Ballot notices, Postal Ballot Forms etc. to any member. Therefore, neither the Company nor I have received any Postal Ballot(s).



### **NEWSPAPER ADVERTISEMENT**

Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, the Company on Wednesday, January 08, 2025, had published the public notice by way of an advertisement in all editions of "Business Standard" (in English and in Hindi), newspapers having wide circulations. Further, through the same Public notice, the Company had also requested the members to register their e-mail id with the RTA or Depositories Participant(s).

### **E-VOTING**

1. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.
2. After completion of e voting, votes casted by the members, were unblocked in the presence of two witnesses, Ms. Parul & Ms. Kanika who are not in the employment of the Company.
3. The remote e-voting report downloaded from the website of NSDL have been kept separately for the purpose of postal ballot.
4. Votes cast by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with us.
5. After ascertaining the votes cast by remote e-voting, I hereby submit the result as under:



### **ORDINARY RESOLUTION**

#### **Resolution No. 1: Appointment of Mr. Challa Sreenivasulu Setty (DIN: 08335249) as a Nominee Director**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
Postal Ballot (Remote e-voting)	2820	875712790	2572	872731028	99.6595	248	2981762	0.3405

### **SPECIAL RESOLUTION**

#### **Resolution No. 2: To Approve Amendment in SBI Card Employee Stock Option Plan 2023**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
Postal Ballot (Remote e-voting)	2815	875954190	2191	825502278	94.2403	624	50451912	5.7597

### **HANDOVER OF THE RELATED DOCUMENTS**

The Electronic data and other relevant documents/registers/papers and records are under my safe custody and will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.

### **ANNOUNCEMENT OF RESULTS**

Based on the above remote e-voting, I confirm that the resolution has been approved with the requisite majority, accordingly I request to the Chairman/ or other person authorized by him, to announce the voting result of Postal Ballot.



**RESTRICTION OF USE**

This report has been issued at the request of the Company for submission to stock exchange(s), and placing on the website of the Company and NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

**Thanking You  
Yours Faithfully,**

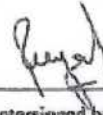


**CS Vineet K Chaudhary**  
Scrutinizer  
Membership No: - F5327  
C.P. No: - 4548



Managing Partner  
**VKC & Associates**  
*Company Secretaries*  
ICSI Unique Code: P2018DE077000  
Peer Review Certificate No. 6406/2025  
**UDIN: F005327F003889581**

**Date: 06.02.2025**  
**Place: New Delhi**



Countersigned by Chairman/Authorized Person