

July 24, 2023

**The BSE Limited**

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

**The National Stock Exchange of India Limited**

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

SCRIP CODE: **543066**

SYMBOL: **SBICARD**

SECURITY: **Equity Shares/Debentures**

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 June 23, 2023 thereby submitting the Notice of Postal Ballot dated June 19, 2023 issued to the members of the Company for seeking approval of the Members of the Company by way of Special Resolution for, SBI Card Employee Stock Option Plan 2023.
2. We now enclose herewith voting results of the postal ballot on the said Resolutions. The Resolutions of the said postal ballot as mentioned in the Notice dated June 19, 2023, are deemed to have been passed on last day of voting i.e. July 23, 2023.
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, has submitted his report dated July 24, 2023 on the aforesaid Postal Ballot. A copy of the said Report is also enclosed herewith.
4. The voting results and 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**  
**Company Secretary & Compliance Officer**

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	July 24, 2023
Total number of shareholders on record date (cut-off date: 16.06.2023)	988920
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 : (Special)			1 - To approve 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	653011873	652633992	99.9421	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>99.9421</b>	<b>652633992</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	251768904	227501007	90.3610	182826466	44674541	80.3629	19.6371
	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>227501007</b>	<b>90.3610</b>	<b>182826466</b>	<b>44674541</b>	<b>80.3629</b>	<b>19.6371</b>
Public Non Institutions	E-Voting	41458072	1799491	4.3405	1766285	33206	98.1547	1.8453
	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>1799491</b>	<b>4.3405</b>	<b>1766285</b>	<b>33206</b>	<b>98.1547</b>	<b>1.8453</b>
<b>Total</b>		<b>946238849</b>	<b>881934490</b>	<b>93.2042</b>	<b>837226743</b>	<b>44707747</b>	<b>94.9307</b>	<b>5.0693</b>



*Payal*

(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 contained in the Notice dated June 19, 2023 in a fair and transparent manner and for ascertaining the requisite majority for the resolution 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 and General Circular No. 11/2022 dated December 28, 2022 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 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, June 16, 2023 were entitled to cast their votes electronically through remote e-voting on the resolution as set out in the Notice of Postal Ballot dated June 19, 2023.

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

The remote e-voting period commenced from **Saturday, June 24, 2023 at 10:00 a.m. (IST)** and ended on **Sunday, July 23, 2023 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(s) 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, June 16, 2023 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 June 24, 2023, 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 Malhotra & Ms. Palak Soni 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 casted 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 casted by remote e-voting, I hereby submit the result as under:



## SPECIAL RESOLUTION

### Resolution No. 1: To approve SBI Card Employee Stock 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)	5063	881934490	4120	837226743	94.93%	943	44707747	5.07%

## 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: 1955/2022  
UDIN: F005327E000666724

**Date:** July 24, 2023  
**Place:** Delhi



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Countersigned by ~~Chairman~~ Authorized Person