

July 14, 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**

**Re: Notice of the 25<sup>th</sup> Annual General Meeting**

Dear Sirs,

Please find enclosed herewith the Notice of the 25<sup>th</sup> Annual General Meeting scheduled to be held on Wednesday, August 9, 2023 at 11:30 A.M. (IST) through Video Conferencing (VC) /Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

The said Notice of AGM is also being made available on the Company's website i.e. [www.sbicard.com](http://www.sbicard.com)

You are requested to take the same on record.

Thanking you,

Yours faithfully,

**For SBI Cards and Payment Services Limited**

**Payal Mittal Chhabra**

**Company Secretary & Compliance Officer**

Encl.:aa



**SBI CARDS AND PAYMENT SERVICES LIMITED**

**CIN:** L65999DL1998PLC093849, **Website:** www.sbicard.com

**Email ID:** investor.relations@sbicard.com

**Registered Office:** Unit 401 & 402, 4<sup>th</sup> Floor, Aggarwal Millennium Tower E-1,2,3, Netaji Subhash Place, Wazirpur, New Delhi 110 034, India; Phone: +91 (11) 6126 8100

**Corporate Office:** 2<sup>nd</sup> Floor, Tower-B, Infinity Towers, DLF Cyber City, Block 2 Building 3, DLF Phase 2, Gurugram, Haryana 122 002, India; Phone: +91 (124) 458 9803

## NOTICE

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting ('AGM') of the Members of **SBI CARDS AND PAYMENT SERVICES LIMITED** ('SBICPSL' or 'the Company') will be held on Wednesday, August 9, 2023 at 11:30 A.M (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the report of the Board of Directors and Auditors thereon along with the comments of the Comptroller and Auditor General of India (CAG).

#### 2. Fixing of Auditors Remuneration

To authorize the Board of Directors to fix the remuneration/ fees of the Statutory Auditors (Single or Joint Auditors) of the Company, as may be appointed by the Comptroller and Auditor General of India (CAG), for the financial year 2023-24.

#### 3. Confirmation of payment of the Interim Dividend for FY 2022-23

To confirm the payment of Interim Dividend of ₹ 2.50 (i.e. 25%) per equity share of ₹ 10 each, for the Financial Year ended March 31, 2023, as declared by the Board of Directors.

### SPECIAL BUSINESS:

#### 4. Re-appointment of Mr. Shrinivas Yeshwant Joshi (DIN: 05189697) as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with the

rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable and as approved and recommended by the Nomination and Remuneration Committee and the Board, Mr. Shrinivas Yeshwant Joshi holding DIN: 05189697, who was appointed as an Independent Director of the Company w.e.f. December 4, 2020 at the 23<sup>rd</sup> Annual General Meeting held on August 26, 2021, for a term of three years and who holds office of the Independent Director upto December 3, 2023 and who has submitted a declaration that he meets the criteria of independence as provided in the Act and the Listing regulations, and is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three years with effect from December 4, 2023 to December 3, 2026, on such terms and conditions and remuneration as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

#### 5. To consider and approve the Material Related Party Transactions with State Bank of India

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), and any other applicable laws/ statutory provisions, if any, (including any statutory modification(s), amendment(s), variation(s) or re-enactment(s) thereof for the time being in force) and the Related Party Transactions Policy of the Company, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time

and basis the approval and recommendation of the Audit Committee of the Company, the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) from the date of this 25<sup>th</sup> Annual General Meeting and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months with State Bank of India (“SBI”), being a related party of the Company in terms of section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, whether by way of renewal(s) or extension(s) or modification(s) (i.e not falling under the purview of the material modification defined by the Audit Committee) of earlier contract/arrangements/ transactions or otherwise, with respect to (i) Banking services/ loan transactions/credit facility including all forms of borrowings/Fixed Deposits/Investments/ Debentures; (ii) Finance Charges/Bank Charges/Fee & Commission; (iii) Advertisement/Marketing/Sourcing of Cards/Sales Promotion/ Collection; (iv) Payment of Royalty at the rate of 0.20% of Total Income or 2% of Profit after Tax, whichever is higher; (v) Corporate Card facility/Loans and Advances; (vi) Contribution to other funds; (vii) Cost allocation/Infrastructure sharing/Rentals/Leases and other arrangements/transactions including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period; notwithstanding the fact that all such aforementioned transactions from the date of this 25<sup>th</sup> Annual General Meeting and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months, may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover as per the Company’s last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided, that the contracts/ arrangements/ transactions shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Members of the Company do hereby accord approval to the Board to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or Director(s) and/or Officer(s) of the Company, to give effect to this resolution.”

## 6. To consider and approve the Material Related Party Transactions with SBI Capital Markets Limited

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (hereinafter referred to as “Listing Regulations”) and any other applicable laws/ statutory provisions, if any, (including any statutory modification(s), amendment(s), variation(s) or reenactment(s) thereof for the time being in force) and the Related Party Transactions Policy of the Company, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee of the Company, the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) from the date of this 25<sup>th</sup> Annual General Meeting and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months with SBI Capital Markets Limited (“SBI CAP”), being a related party of the Company in terms of section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, whether by way of renewal(s) or extension(s) or modification(s) (i.e not falling under the purview of the material modification defined by the Audit Committee) of earlier contract/ arrangements/ transactions or otherwise, with respect to Capital/debt market services, Corporate Credit Card facility/Loans and Advances, Borrowings, Investments, Debentures and other transactions as may be disclosed in the notes forming part of the financial statements for the relevant period, notwithstanding the fact that all such aforementioned transactions from the date of this 25<sup>th</sup> Annual General Meeting and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months, may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover as per the Company’s last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided, that the contracts/arrangements/transactions shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Members of the Company do hereby accord approval to the Board to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/or officer(s) of the Company, to give effect to this resolution."

**7. To consider and approve Alteration in the Articles of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), and any other law as may be applicable, consent of the members of the Company be and is hereby accorded for the insertion of the following clause 33(ii)(e) in the Articles of Association of the Company:

- (e) Notwithstanding anything contained in these Articles, on occurrence of the events mentioned below, the Debenture Trustee(s) shall have a right but not an obligation, to nominate 1 (one) person as their nominee on the Board of the Company, in accordance with the applicable laws and subject to the agreement in that regard between Debenture Trustee(s) and the Company:
- i. two consecutive defaults in payment of interest to the debenture holders; or
  - ii. default in creation of security for debentures; or
  - iii. default in redemption of the debentures; or
  - iv. any other event as may be prescribed by Securities and Exchange Board of India.

The Board shall appoint such persons as directors of the Company as nominated by the Debenture Trustee(s), as nominee directors in accordance with the provisions of these articles.

The Nominee Director appointed under this clause shall not be liable to retire by rotation.

Debenture Trustee(s) as mentioned above may remove Nominee Director so appointed at any time and in case of cessation of office of such Nominee Director, by reasons of death or resignation or any other reasons whatsoever, nominate any other person to fill up the vacancy. Such nomination for appointment or withdrawal of nomination shall be made in writing to the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

**8. To consider and approve matter of authorization to borrow money in excess of paid up capital and free reserves**

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

**"RESOLVED THAT** in supersession of earlier resolution(s) passed by the Members of the Company in this regard and pursuant to the Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, the consent of the shareholders be and is hereby accorded for authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to borrow such sums of money and in such form (including but not limiting to loan, debentures, commercial papers, etc.) as may be considered fit for the purpose of the business of the Company at its absolute discretion notwithstanding that the monies to be so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital, free reserves and share premium account of the Company, provided that such total borrowings outstanding at any time shall not exceed ₹ 45,000 crores.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorized, for and on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to the resolutions referred above and to settle any question, difficulty or doubt that may arise in this regard."

**9. To consider and approve matter of authorization to the Board to mortgage /create charge on the assets of the Company for its borrowings**

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

**"RESOLVED THAT** in supersession of earlier resolution(s) passed by the Members of the Company in this regard and pursuant to the provisions of Section 180(1)(a) and

other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, the consent of the shareholders be and is hereby accorded to authorize Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to mortgage and/or create charge and/or provide by way of security in any form, the movable and/or immovable properties/assets of the Company, both present and future, or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board of Directors may deem fit, for securing any loans and/or advances and/or debentures and/or money borrowed or may be borrowed in any form by the Company from any lender including Financial Institutions, Banks and/or any other person or persons together with interest, costs, charges, expenses, premium on redemption (if any) and all other monies payable by the Company to the trustees/lenders, up to a value of ₹ 45,000 Crore.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

#### 10. Appointment of Shri Abhijit Chakravorty (DIN: 09494533) as Managing Director and Chief Executive Officer 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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 35A and other applicable provisions of the SBI Act, Articles of Association of the Company, Nomination and Remuneration Policy of the Company, Compensation Policy of the Company, SBI Rules as applicable and based on the recommendation of Nomination and Remuneration Committee, Letter received from State Bank of India dated July 4, 2023, subject to necessary approval(s) as may be required, the consent of the members of Company be and is hereby accorded for the appointment of Shri Abhijit Chakravorty (DIN: 09494533) as the Managing Director and Chief Executive Officer of the Company for a period of two

years commencing from August 12, 2023 (Saturday), at a remuneration not exceeding the limits stated under section 197 and other applicable provisions of the Companies Act and on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For SBI Cards and Payment Services Limited**

**Payal Mittal Chhabra**  
Company Secretary and  
Compliance Officer

Date: July 10, 2023  
Place: Gurugram

#### NOTES:

1. The Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular No. 11/2022 dated December 28, 2022 read together with General Circular No. 2/2022 dated May 5, 2022, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 and other circulars issued in this regard (collectively referred to as “MCA Circulars”), and the Securities and Exchange Board of India (“SEBI”) vide its Circular No.: SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and other circulars issued in this regard, permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the registered office of the Company.
2. Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA and SEBI Circulars, the Company is holding its Annual General Meeting (AGM) through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. For the said purpose the Company has engaged the services of National Securities Depository Limited (NSDL) for conducting AGM through VC/OAVM. Further, NSDL has also been engaged for facilitating

e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in the notes below.

3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts relating to the special business(es) to be transacted at the AGM is annexed hereto.
4. Brief profile and other additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Director seeking appointment/re-appointment at the AGM, is also annexed to the Notice.
5. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office and the copies thereof at the Corporate Office of the Company during normal business hours (between 11.00 A.M. to 01.00 P.M.) on all working days, from the date of circulation of this Notice upto the date of the AGM. The relevant documents will also be made available on the website of the Company during the abovementioned period. Members seeking to inspect such documents can also send an email to investor.relations@sbicard.com.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act"), the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the Certificate from the Secretarial Auditors of the Company pursuant to Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM.

Further, members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by August 2, 2023 through email on investor.relations@sbicard.com. Such questions shall be taken up during the meeting or replied by the Company suitably.

6. Pursuant to the Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment

of proxies by the Members will not be available for this AGM and hence the Proxy Form is not annexed hereto. Since, the AGM will be held through VC, the route map, and attendance slip are also not annexed to this Notice.

7. Pursuant to the abovementioned Circulars, the Company will send the Annual Report for the financial year 2022-23 and AGM notice in electronic form only. The Notice of AGM and Annual Report for the financial year 2022-23 are also placed on the website of the Company i.e. www.sbicard.com and the website of National Securities Depository Limited i.e. www.evoting.nsdl.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com).
8. The Notice is being sent only through electronic mode to all the Members/Beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on Friday, July 7, 2023 and who have registered their email addresses with the Company/RTA or Depository/ Depository Participant, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA and SEBI Circulars.
9. The remote e-voting period begins on Sunday, August 6 2023 at 10.00 A.M. (IST) and ends on Tuesday, August 8, 2023 at 5.00 P.M.(IST). During this period, members of the Company holding equity shares either in physical form or in dematerialised form, as on the cut-off date i.e., Wednesday, August 2, 2023, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time as the same shall be disabled by NSDL for voting thereafter.

The facility for electronic voting system, shall also be made available at the AGM. The Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on cutoff date and any person who is not a member as on that date should treat this Notice for information purposes only.

10. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11.00 a.m. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining

the VC/OAVM facility, 15 minutes after the scheduled time to start the AGM. The facility of participation at the General Meeting through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, the said restriction on account of first come first served principle shall not be applicable on large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Customer Experience Committee, Auditors, etc.

11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/ Folio no, No. of shares, PAN, mobile number at investor.relations@sbicard.com on or before August 2, 2023. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
13. The Board of Directors have appointed Mr. Vineet K Chaudhary (Certificate of Practice no. 4548) Managing Partner of M/s VKC & Associates, Company Secretaries, or failing him Mr. Mohit K. Dixit (Certificate of Practice no. 17827), Partner of M/s VKC & Associates, Company Secretaries as the Scrutiniser to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner. The Scrutiniser have communicated their willingness to be appointed for the said purpose.
14. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company ([www.sbicard.com](http://www.sbicard.com)) and the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited. It shall also be displayed on the Notice Board at the Registered Office and the Corporate office of the Company.
15. Members wishing to claim unclaimed dividends and unclaimed shares are requested to correspond with the Registrar and Share Transfer Agent (RTA) of the Company i.e. Link Intime India Pvt. Ltd. or the Company Secretary of the Company.
16. Members are requested to note that dividends, which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per the provisions of Section 124 of the Companies Act, 2013 and rules made thereunder, be transferred to the Investor Education and Protection Fund. Further, pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (the IEPF Rules), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund Authority (IEPF Authority).
17. With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.
18. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
19. Members are requested to notify the change in address if any, with Pin Code numbers immediately to the RTA i.e. Link Intime India Pvt. Ltd., C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, Tel No: +91 (22)- 49186000, Fax: +91 (22) 49186060, Website: [www.linkintime.co.in](http://www.linkintime.co.in)
20. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their Bank account maintained in India with complete name, branch, account type, account number and address of Bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

21. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.
22. Pursuant to SEBI circular dated March 16, 2023, November 3, 2021 and clarification circular dated December 14, 2021, members holding shares in physical form are advised to update their PAN, KYC details and nomination etc. in prescribed forms. The forms can be downloaded from the website of the Company at [www.sbicard.com](http://www.sbicard.com). Further, in respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant. The folios wherein any one of the KYC details is not available on or after October 01, 2023, shall be frozen by the RTA.
23. SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s) / investor(s). The said circular is available on the website of the Company at [www.sbicard.com](http://www.sbicard.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on **Sunday, August 6 2023 at 10.00 A.M. (IST)** and ends on **Tuesday, August 8, 2023 at 5.00 P.M.(IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday, August 2, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, August 2, 2023.

**The instructions for Members for remote E-voting are as given below: -**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**



**(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile phone. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> |



| Type of shareholders   | Login Method  |
|--|---|
|  | <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>   |
| Individual Shareholders holding securities in demat mode with <b>CDSL</b>                              | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab and then use your existing my easi username and password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>   |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000                    |
| Individual Shareholders holding securities in demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 73 |

**(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL      | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****    |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form                 | EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

v. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

x. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.**

**A. How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?**

i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and for casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".

iii. Now you are ready for e-Voting as the Voting page opens.

iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

v. Upon confirmation, the message "Vote cast successfully" will be displayed.

vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## B. Other information:

- i. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- ii. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/Password' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL or call on : 022 - 4886 7000 and 022 - 2499 7000. Individual demat account holders will follow the process mention in Access to NSDL system.

### General Guidelines for shareholders

- i. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote/attend the AGM, to the Scrutinizer by email to [vk.pcs@gmail.com](mailto:vk.pcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). who will also address the grievances connected with the voting by electronic means.

### Process for those shareholders whose e-mail id's are not registered with the depositories and for procuring user id, password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor.relations@sbicard.com](mailto:investor.relations@sbicard.com).
2. In case shares are held in demat mode, please provide DPIDCLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor.relations@sbicard.com](mailto:investor.relations@sbicard.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### Process of Registration of Email address and other details:

#### i) For Temporary Registration:

Pursuant to relevant circulars the shareholders who have not registered their email address and in consequence the notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. through the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would receive soft copy of the Notice of AGM and the Annual Report for the financial year 2022-23 comprising Financial Statements, Board's Report, Auditor's Reports and other documents required to be attached therewith and the procedure for e-voting along with the User ID and Password to enable e-voting for the AGM from NSDL. In case of any queries relating to the registration of E-mail address, shareholder may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) & for e-voting related queries you may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**ii) For Permanent Registration:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address:

- in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
- in respect of physical holding with Company's Registrar and Transfer Agents i.e. Link Intime India Pvt. Ltd. by sending a request in the prescribed form.

**iii) Registration of Bank Details:**

Please Contact your Depository Participant (DP) and register your email address and Bank account details in your demat account, as per the process advised by your DP. In case of physical holding, please contact the RTA of the Company i.e. Link Intime India Pvt. Ltd.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Member will be provided with a facility to attend the Annual General Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join meeting" menu against Company Name. You are requested to click on VC / OAVM link placed under Join Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote

e-Voting instructions mentioned in the notice to avoid last minute rush.

- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from mobile devices or tablets or through laptop, connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- ii. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 4

#### **Re-appointment of Mr. Shrinivas Yeshwant Joshi (DIN: 05189697) as an Independent Director of the Company**

The shareholders of the Company at the 23<sup>rd</sup> Annual General Meeting held on August 26, 2021 appointed Mr. Shrinivas Yeshwant Joshi (DIN: 05189697) as an Independent Director of the Company for a term of 3 (three) years with effect from December 4, 2020 upto December 3, 2023.

The Nomination and Remuneration Committee (the 'NRC Committee') of the Board of Directors, on the basis of the performance evaluation, has recommended the re-appointment of Mr. Shrinivas Yeshwant Joshi as an Independent Director, for a second term of 3 (three) consecutive years, on the Board of the Company. The Board of Directors of the Company has also expressed its satisfaction on the performance of Mr. Joshi as an Independent Director on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendations of the Nomination and Remuneration Committee of the Board, considers that given the knowledge, background, experience and contribution made by Mr. Shrinivas Yeshwant Joshi during his tenure, it would be in the interest of the Company to have continued association with Mr. Joshi as an Independent Director of the Company. Accordingly, it is proposed to re-appoint Mr. Shrinivas Yeshwant Joshi as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years on the Board of the Company.

Mr. Shrinivas Yeshwant Joshi fulfills the core skills/expertise/competencies required in the context of the Company's business and sector as mentioned in the Nomination and Remuneration Policy of the Company.

The Company has received a notice in writing from Mr. Shrinivas Yeshwant Joshi proposing his candidature for appointment as an Independent Director on the Board of the Company.

Mr. Shrinivas Yeshwant Joshi has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Listing Regulations. Also, the Company has received other necessary disclosures and declarations from Mr. Joshi including the declaration that he is not debarred from holding the office of director pursuant to any SEBI Order. In the opinion of the Board, Mr. Joshi fulfils the conditions specified in the Companies Act, 2013, read with the Rules made thereunder and the Listing Regulations, for re-appointment as Independent Director and he holds necessary qualification, experience and expertise to serve as an Independent Director on the Board of the Company. Also, in the opinion of the Board, Mr. Joshi is independent of the Management.

Pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the re-appointment of Mr. Shrinivas Yeshwant Joshi as an Independent Director on the Board of the Company.

Draft Letter of appointment of Mr. Shrinivas Yeshwant Joshi setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Additional information in respect of Mr. Shrinivas Yeshwant Joshi, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at **Annexure A** to this Notice.

Your Directors recommend the resolutions set out at Item no. 4 for approval of the Members by way of Special Resolution.

None of the Directors, except Mr. Shrinivas Yeshwant Joshi and his relatives, Manager, Key Managerial Personnel, Promoter of the Company and their relatives thereof, is in anyway concerned or interested financially or otherwise in the proposed resolution.

### ITEM NO. 5

#### **To consider and approve the Material Related Party Transactions with State Bank of India**

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, all material related party transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the shareholders through resolution even if, such transactions are in the ordinary course of business and on an arm's length basis and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Further, as per the Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1000 Crores (Rupees One Thousand Crore) or 10% (Ten per cent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. However, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% (Five percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity.

The Shareholders of the Company at the 24<sup>th</sup> Annual General Meeting held on August 26, 2022, accorded their approval for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions with State Bank of India (whether individual transaction or transactions taken together or series of transactions or otherwise) for the Financial Year 2022-23 and thereafter upto the date of the next annual general meeting of the Company to be held in FY 2023-24 or fifteen months from the date of the 24<sup>th</sup> Annual General Meeting, whichever is earlier.

Since the approval as mentioned above is valid upto the date of annual general meeting of the Company to be held in FY 2023-24, this resolution is being placed for the approval of members, so as to obtain their approval for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions with State Bank of India (whether individual transaction or transactions taken together or series of transactions or otherwise) from the date of this 25<sup>th</sup> Annual General Meeting and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months.

State Bank of India (SBI) is a related party of the Company pursuant to provisions of the Companies Act, 2013 and the Listing Regulations and the Company enters into various contracts/arrangements/transactions with it as disclosed in the notes forming part of the financial statements. In the financial year 2022-23, the transactions with SBI in terms of aggregate value, have exceeded prescribed threshold limits for the relevant year. The transactions have been continued so far in the financial year 2023-24 and are expected to exceed the prescribed threshold limits under the Listing Regulations and other laws as may be applicable from time to time so as to qualify as material related party transactions. Going forward also, the Company intends to continue such transactions with SBI.

Accordingly, as per Regulation 23 of the Listing Regulations, approval of the Members is sought for the arrangements/ transactions to be undertaken/undertaken by the Company

whether by way of continuation/extension/renewal/modification (i.e not falling under the purview of the material modification defined by the Audit committee of the Company) of earlier arrangements/ transactions. Accordingly, the Company proposes to obtain approval of its Members for authorizing the Board for carrying out and/or continuing with the following arrangements and transactions with SBI:

- (i) Banking services/loan transactions/credit facility including all forms of borrowings/Fixed Deposits/ Investments/ Debentures
- (ii) Finance Charges/Bank Charges/Fee & Commission
- (iii) Advertisement/Marketing/Sourcing of Cards/Sales Promotion/Collection
- (iv) Payment of Royalty at the rate of 0.20% of Total Income or 2% of Profit After Tax, whichever is higher
- (v) Corporate Card facility/Loans and Advances
- (vi) Contribution to other funds
- (vii) Cost allocation/Infrastructure sharing/Rentals/Leases and other arrangements/transactions including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period.

The above stated arrangements and transactions with SBI amounts to related party transactions falling within the purview of the Listing Regulations and all these transactions in aggregate, are material related party transactions under the Listing Regulations.

Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:

| SI. No. Particulars |  |
|---------------------|--|
| 1.                  | Type of transaction, material terms and particulars of the proposed transaction  |
|                     | (i) Banking services/loan transactions/credit facility including all forms of borrowings/ Fixed Deposits/Investments/Debentures  |
|                     | (ii) Finance Charges/Bank Charges/Fee & Commission   |
|                     | (iii) Advertisement/Marketing/Sourcing of Cards/Sales Promotion /Collection  |
|                     | (iv) Payment of Royalty at the rate of 0.20% of Total Income or 2% of Profit after Tax, whichever is higher  |
|                     | (v) Corporate Card facility/Loans and Advances   |
|                     | (vi) Contribution to other funds   |
|                     | (vii) Cost allocation/Infrastructure sharing/Rentals/Leases and other arrangements transactions including transactions as may be disclosed in the notes forming part of the Pnancial statements for the relevant period. |
| 2.                  | Name of the related party  |
|                     | State Bank of India (SBI)  |

| Sl. No. | Particulars  |  |
|---------|--|--|
| 3.      | Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)   | Holding Company<br>(Nature of Interest: - Financial)   |
| 4.      | Tenure of the proposed transaction (particular tenure shall be specified)  | The Transactions are recurring in nature. The approval of the shareholders is being sought for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions with State Bank of India (whether individual transaction or transactions taken together or series of transactions or otherwise) from the date of this 25 <sup>th</sup> Annual General Meeting and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months.            |
| 5.      | Value of proposed transaction  | The Value of proposed transactions with SBI in the financial year 2023-24 is expected to be ~ ₹ 24,000 Crore.<br><br>The amount mentioned above includes limits ~ ₹ 23,150 Crores towards Borrowing/ Debentures, Fixed Deposits and Corporate Card facility/ Loans & Advances as approved by the Audit Committee.<br><br>Actual value of the transactions will depend upon the business requirements.<br><br>Further, a variance of 10% in the value of proposed transactions with SBI be considered for the FY 2024-25. |
| 6.      | The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction  | The value of proposed transactions with SBI during the FY 2023-24 is 168% of the annual turnover of the Company for the FY 2022-23.  |
| 7.      | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary – <u>The information pertaining to Corporate Card Facility provided by the Company is mentioned below:</u> |  |
|         | i. Details of the source of funds in connection with the proposed transaction;   | The Company being a listed NBFCs, disclosure of source of funds is Not Applicable.   |
|         | ii. Where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;  | The Company in its ordinary course of business issues Corporate Credit Cards and for the said purpose incurs indebtedness in the nature of Borrowings including Loans (funded/non-funded), Debentures, Commercial Papers etc. The tenure is as per the agreed Terms and Conditions. Further, the Company being a listed NBFC, disclosure of cost of funds is Not Applicable.   |
|         | iii. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;  | Corporate Credit Card facility is provided as per the Standard Terms and condition of credit card usage. Further, the same is unsecured.   |
|         | iv. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT   | Credit Card usage.   |
| 8.      | Justification as to why the RPT is in the interest of the Company  | The related party transactions entered by the Company with SBI are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with SBI are conducted as if it is with an unrelated party, so that there is no conflict of interest. It is ensured that the transactions undertaken are in the best interest of the Company while leveraging the benefits of being a subsidiary of India's largest Bank.  |
| 9.      | Copy of the valuation or other external party report, if any such report has been relied upon.   | NA   |
| 10.     | Any other information relevant or important for the members to take a decision on the proposed transaction   | NIL  |

Members may note that these Related Party Transactions, placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length. As per the regulations, all the related party transactions shall be approved only by those members of the audit committee, who are Independent Directors. The transactions shall also be reviewed/ monitored on quarterly basis by the

Audit Committee of the Company as per Regulation 23(2) and 23(3) of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the members. Any subsequent material modifications in the proposed transactions, as may be defined by the audit committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

The Audit Committee of the Company has granted its approval for the said related party transactions entered/proposed to be entered into by the Company with SBI as stated in the resolution and explanatory statement and has been duly assessed that the said transactions are on an arm's length basis and in the ordinary course of the Company's business.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of this Notice except to the extent of their employment/nomination by SBI/employment in the Company, if any and their shareholding in the Company/SBI, if any.

SBI being promoter of the Company, shall be deemed to be interested in the proposed resolutions. The Members may please note that in terms of the provisions of the Listing Regulations, no related party/ies shall vote to approve the resolution as set out at Item No. 5. The Board of Directors at its meeting held on July 10, 2023 recommended the passing of the resolutions set-out under Item No. 5 of the Notice as an Ordinary Resolution.

#### **ITEM NO. 6**

##### **To consider and approve the Material Related Party Transactions with SBI Capital Markets Limited**

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, all material related party transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the shareholders through resolution even if, such transactions are in the ordinary course of business and on an arm's length basis and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Further, as per the Listing Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crores (Rupees One Thousand Crore) or 10% (Ten per cent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. However, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 5% (Five percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity.

The Shareholders of the Company at the 24<sup>th</sup> Annual General Meeting held on August 26, 2022, accorded their approval for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions with SBI Capital Markets Limited (whether individual transaction or transactions taken together or series of transactions or otherwise) for the Financial Year 2022-23 and thereafter upto the date of the next

annual general meeting of the Company to be held in FY 2023-24 or fifteen months from the date of the 24<sup>th</sup> Annual General Meeting, whichever is earlier.

Since the approval as mentioned above is valid upto the date of annual general meeting of the Company to be held in FY 2023-24, this resolution is being placed for the approval of members, so as to obtain their approval for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions with SBI Capital Markets Limited (whether individual transaction or transactions taken together or series of transactions or otherwise) from the date of this 25<sup>th</sup> Annual General Meeting and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months.

SBI CAP is a related party of the Company pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations and the Company enters into various contracts/arrangements/transactions with it as disclosed in the notes forming part of the financial statements. The transactions with SBI CAP have been continued so far in the financial year 2023-24 and are expected to exceed the prescribed threshold limits under the Listing Regulations and other laws as may be applicable from time to time so as to qualify as material related party transactions. Going forward also, the Company intends to continue such transactions with SBI CAP.

Accordingly, as per Regulation 23 of the Listing Regulations, approval of the Members is sought for the arrangements/transactions to be undertaken/undertaken by the Company whether by way of continuation/ extension/ renewal/ modification (i.e not falling under the purview of the material modification defined by the Audit committee of the Company) of earlier arrangements/transactions. Accordingly, the Company proposes to obtain approval of its Members for authorizing the Board for carrying out and/or continuing with the following arrangements and transactions with SBI CAP:

- (i) Capital/debt market services
- (ii) Corporate Credit Card facility/Loans and Advances
- (iii) Borrowings/Investments/Debentures
- (iv) and other transactions as may be disclosed in the notes forming part of the financial statements for the relevant period

The above stated arrangements and transactions with SBI CAP amount to related party transactions falling within the purview of the Listing Regulations and all these transactions in aggregate, are expected to be material related party transactions under the Listing Regulations.

Details of Material Related Party Transactions and other particulars thereof as per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 including summary of information presented to Audit Committee are mentioned hereunder:



| Sl. No. | Particulars  |   |
|---------|--|---|
| 1.      | Type of transaction, material terms and particulars of the proposed transaction  | <ul style="list-style-type: none"> <li>i. Capital/debt market services</li> <li>ii. Corporate Credit Card facility/Loans and Advances</li> <li>iii. Borrowings/Investments/Debentures</li> <li>iv. and other transactions as may be disclosed in the notes forming part of the financial statements for the relevant period</li> </ul>  |
| 2.      | Name of the related party  | SBI Capital Markets Limited   |
| 3.      | Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)   | Fellow Subsidiary<br>(Nature of Interest: - Financial)  |
| 4.      | Tenure of the proposed transaction (particular tenure shall be specified)  | The Transactions are recurring in nature. The approval of the shareholders is sought for entering into and/or carrying out and/or continuing with contracts, arrangements and transactions with SBI Capital Markets Limited (whether individual transaction or transactions taken together or series of transactions or otherwise) from the date of this 25 <sup>th</sup> Annual General Meeting and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months. |
| 5.      | Value of proposed transaction  | The Value of proposed transactions with SBI CAP in the financial year 2023-24 is expected to be ~ ₹ 2,050 Crores (including limits towards Corporate Card facility/Debentures). Actual value of the transactions will depend upon the business requirements. Further, a variance of 10% in the value of proposed transactions with SBI CAP be considered for the FY 2024-25.  |
| 6.      | The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction  | The value of proposed transactions with SBI CAP during the FY 2023-24 is 14.35% of the annual turnover of the Company for the FY 2022-23.   |
| 7.      | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary - <u>The information pertaining to Corporate Card Facility provided by the Company is mentioned below:</u> |   |
|         | i. Details of the source of funds in connection with the proposed transaction;   | The Company being a listed NBFCs, disclosure of source of fund is Not Applicable.   |
|         | ii. Where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;  | The Company in its ordinary course of business issues Corporate Credit Cards and for the said purpose incurs indebtedness in the nature of Borrowings including Loans (funded/non-funded), Debentures, Commercial Papers etc. The tenure is as per the agreed Terms and Conditions. Further, the Company being a listed NBFC, disclosure of cost of funds is Not Applicable.  |
|         | iii. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;  | Corporate Credit Card facility is provided as per the Standard Terms and condition of credit card usage. Further, the same is unsecured.  |
|         | iv. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT   | Credit Card usage.  |
| 8.      | Justification as to why the RPT is in the interest of the Company  | The related party transactions entered by the Company with SBI CAP are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with SBI CAP are conducted as if it is with an unrelated party, so that there is no conflict of interest. It is ensured that the transactions undertaken are in the best interest of the Company while leveraging the benefits of being a part of SBI Group.  |
| 9.      | Copy of the valuation or other external party report, if any such report has been relied upon  | NA  |
| 10.     | Any other information relevant or important for the members to take a decision on the proposed transaction   | NIL   |

Members may note that these Related Party Transactions, placed for members' approval, shall, at all times, be subject to prior approval of the Audit Committee of the Company and shall continue to be in the ordinary course of business and at arm's length. As per the amended regulations, all the related party transactions shall be approved only by those members

of the audit committee, who are independent directors. The transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23(2) and 23(3) of the Listing Regulations and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the members. Any subsequent material

modifications in the proposed transactions, as may be defined by the audit committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

The Audit Committee of the Company has granted its approval for the said related party transactions entered/proposed to be entered into by the Company with SBI CAP as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of the Company's business.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of this Notice except to the extent of their employment/nomination by SBI/employment in the Company, if any and their shareholding in the Company/SBI/ SBI CAP, if any.

SBI CAP being a fellow subsidiary and SBI being promoter of the Company and the promoter and holding company of SBI CAP, shall be deemed to be interested in the proposed resolutions. The Members may please note that in terms of the provisions of the Listing Regulations, no related party/ies shall vote to approve the resolution as set out at Item No.6. The Board of Directors at its meeting held on July 10, 2023 recommended the passing of the resolutions set-out under Item No. 6 of the Notice as an Ordinary Resolution.

#### **ITEM NO. 7**

##### **To consider and approve Alteration in the Articles of Association of the Company**

Securities and Exchange Board of India vide its notification number SEBI/LAD-NRO/GN/2023/119 dated February 2, 2023 ("SEBI Notification"), amended the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulation"). Pursuant to the amendment(s), "If an issuer is a company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors."

Further, in case Articles of Association (AOA) of a issuer company whose debt securities are already listed on the date of SEBI Notification does not contain a provision for appointing a Nominee Director by Debenture Trustee then such issuer company should amend their AOA on or before September 30, 2023, to comply with the provisions of the SEBI NCS Regulations.

The Company has issued the debt securities under SEBI NCS Regulations and accordingly, the AOA of the Company should be amended to incorporate the said provisions with respect to appointment of Nominee Director by the Debenture Trustee in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

Pursuant to Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, It shall be the duty of every debenture trustee to appoint a nominee director on the Board of the company in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

Pursuant to section 14 of the Companies Act, 2013 alteration of Articles of Association of the Company requires approval of the members of the Company.

Accordingly, the Board of Directors of the Company vide its resolution dated July 10, 2023, had inter alia, approved the insertion of a new clause 33(ii)(e) in the Articles of Association of the Company, subject to the approval of the member of the Company by way of special resolution.

The draft of the amended AOA of the Company is available for inspection by the members in accordance with the applicable provisions of the Companies Act, 2013.

Your Directors recommend the resolutions set out at Item no. 7 for approval of the Members by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel, Promoter of the Company and their relatives thereof is in anyway concerned or interested financially or otherwise in the proposed resolution.

#### **ITEM NO. 8 AND ITEM NO. 9**

##### **To consider and approve matter of authorization to borrow money in excess of paid up capital and free reserves and to consider and approve matter of authorization to the Board to mortgage /create charge on the assets of the Company for its borrowings**

Pursuant to the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors of a public limited company shall exercise the following powers only with the consent of the company by a special resolution, namely:

- (a) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
- (b) to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium apart from temporary loans obtained from the company's bankers in the ordinary course of business:

The members of the Company at the EGM held on November 15, 2019 had authorized the Board of Directors to borrow upto a sum not exceeding ₹ 33,000 Crore (apart from temporary loans obtained from the company's bankers in the ordinary course of business) and to create mortgage/ charge on the assets of the Company for its borrowings upto ₹ 33,000 Crore.

As on June 30, 2023, the total borrowing limit utilized out of ₹ 33,000 Crores is ~ 12, 000 Crores. Further, as on June 30, 2023 the Company has created charge of ₹ 25,000 crores to consortium bankers in lieu of working capital limits given by them. The Company has clocked a growth of 30% in receivables during FY 2023. Since the Company's credit card base and receivables are growing and expected to grow further, there is a requirement of enhancement in the borrowings as well as the charge limits. The monies so borrowed shall be utilized by the Company, for its regular business activities including discharging the existing debt obligation and for such other corporate purposes.

Accordingly, it is proposed to enhance the power of Board of Directors to borrow upto a sum not exceeding ₹ 45,000 Crore (apart from temporary loans obtained from the company's bankers in the ordinary course of business). It is further proposed to enhance the power of the Board upto Rs. 45,000 Crore to create charge/mortgage and/or provide by way of security in any form, the movable and/or immovable properties/assets of the Company, both present and future, in favour of the lender(s)/Debenture trustee(s) to secure such financial assistance and temporary loans obtained from Company's bankers. This will enable the Board to fulfill/discharge the basic requirement appended with borrowing of funds from a Financial Institutions, Banks and/or any other person or persons as permitted under applicable law

Hence, the approval of the members of the Company is being sought for resolution set-out under Item No. 8 and 9, by way of a Special Resolutions.

Your Directors recommend the resolutions set out at Item no. 8 and 9 for approval of the Members by way of Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel, of the Company and their relatives thereof, is in anyway concerned or interested financially or otherwise in the proposed resolutions except to the extent of their employment/nomination by State Bank of India (SBI), if any.

SBI being promoter of the Company and the member of the consortium of Bankers, shall be deemed to be interested in the proposed resolutions.

#### **ITEM NO. 10**

#### **Appointment of Shri Abhijit Chakravorty (DIN: 09494533) as Managing Director and Chief Executive Officer of the Company**

The State Bank of India, Corporate Centre, Mumbai vide its Letter dated July 4, 2023 nominated Shri Abhijit Chakravorty as

SBI Nominee for appointment as Nominee Director, Managing Director and Chief Executive Officer of the Company.

As per section 196 and 203 of the Companies Act, 2013, subject to the provisions of the Companies Act, 2013, a Managing Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company. Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Based on the recommendation of the Nomination and Remuneration Committee of the Company at its meeting held on the July 10, 2023, the Board of Directors of the Company had approved the appointment of Shri Abhijit Chakravorty as the Managing Director and Chief Executive Officer of the Company for a period of 2 (two) years commencing from August 12, 2023 (Saturday), on such terms and conditions including remuneration, as recommended by Nomination and Remuneration Committee of the Company, subject to the approval of shareholders and other requisite approvals as may be required under applicable provisions of various laws including Section 196 read with Schedule V of the Companies Act, 2013 and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Abhijit Chakravorty is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the "Enforcement of SEBI Orders regarding appointment of Directors" by the listed companies dated June 20, 2018.

The terms and conditions of appointment and Remuneration to be paid to Shri Abhijit Chakravorty for FY 2023-24 and thereafter, shall be in accordance with SBI Rules, as Shri Abhijit Chakravorty is SBI officer TEGSS-II, on deputation to the Company and Nomination and Remuneration Policy and Compensation Policy of the Company and within the limits stated below:

- i. Managing Director and Chief Executive Officer is being delegated with substantial powers of the management in the ordinary course of business till such period as he holds office as the Managing Director & CEO of the Company and shall perform such duties and services as entrusted to him from time to time;
- ii. Managing Director and Chief Executive Officer shall undertake to use his best endeavors to promote the interests of the Company and comply with such orders and directions as may be given to him by the Board from time to time;

- iii. No sitting fees shall be paid to the Managing Director, for attending the Meetings of the Board of Directors of the Company or Committees thereof;
- iv. Managing Director and Chief Executive Officer is not liable to retire by rotation;
- v. Remuneration shall be as per Nomination and Remuneration Policy and Compensation Policy of the Company and other processes, procedures and policies of the Company;
- vi. Remuneration for FY 2023-24 shall be as follows:

| <b>Particulars</b>        | <b>Amount (in Lacs)</b> |
|---------------------------|-------------------------|
| Basic                     | ₹ 18.05 lacs (approx.)  |
| Allowances / Perquisites* | ₹ 19.35 lacs (approx.)  |
| Retiral benefits          | ₹ 5.85 lacs (approx.)   |

\*excluding perquisites such as furnished house, vehicle etc. provided by the Company including medical benefit. Wage revision, if any to be in accordance with SBI Rules.

Performance bonus and annual increments will be paid/decided in accordance with the applicable Policy determined by Board from time to time on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and taking into account the Company's performance as well, within the limit stated under section 197 of the Companies Act, 2013 and other applicable provisions.

Such other benefits as may be approved by the Board from time to time.

Managing Director and Chief Executive Officer is eligible for furnished house accommodation as per SBI Rules.

The remuneration and benefits stated above shall be within the limits specified under Section 197 and Schedule V of the Companies Act, 2013. No Stock Options will be granted by the Company to Shri Abhijit Chakravorty.

Additional information in respect of Shri Abhijit Chakravorty, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure-A to this Notice.

Your Directors recommend the resolutions set out at Item no. 10 for approval of the Members by way of Ordinary Resolution.

None of the Directors, Manager, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed resolution. SBI is interested in this resolution as Shri Abhijit Chakravorty is nominated by SBI.

**By Order of the Board of Directors  
For SBI Cards and Payment Services Limited**

Date: July 10, 2023  
Place: Gurugram

**Payal Mittal Chhabra**  
Company Secretary and  
Compliance Officer

## ANNEXURE – A

### Details of Director seeking appointment/re-appointment.

#### Information pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS- 2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment/re-appointment.

| Particulars  | Shri. Shriniwas Yeshwant Joshi   | Shri Abhijit Chakravorty   |
|--|--|--|
| Date of Birth  | 13-10-1956   | 10-03-1965   |
| Age  | 66 Years   | 58 Years   |
| Date of first appointment on the Board   | December 4, 2020   | August 12, 2023  |
| Qualifications   | B.Com, FCA, ACS  | M.Sc (Chem) and Certified Associate of the Indian Institute of Bankers (CAIIB)   |
| Brief Resume   | He is a Chartered Accountant in practice over past 40 years and is also a member of Institute of Company Secretaries of India since 1980. He is a partner at CVK & Associates, Chartered Accountants, Mumbai. He was a member of the Central Council for two terms of the Institute of Chartered Accountants of India (ICAI). He has held positions as Chairman and Secretary of Regional Council Member of Western India Regional Council (WIRC) of ICAI. He is an eminent speaker at various seminars organised by ICAI and its Regional Councils and branches.  | Shri. Abhijit Chakravorty is presently a Deputy Managing Director at State Bank of India. Starting his banking career as a Probationary Officer with SBI in 1988, Shri Chakravorty has gained over 34 years of rich experience in Retail and Corporate Banking, Overseas Operations and IT vertical of the Bank.   |
| Expertise in specific functional areas and experience  |  | Shri. Chakravorty had served at Hongkong branch of the Bank. He had a long tenure in Commercial Credit Group of the Bank and was involved in high value Corporate Lending. Shri. Chakravorty managed the Bangladesh Operations of the Bank as CEO and Country Head. In his previous assignment as Chief General Manager (Channels & Operations) at the Global IT Centre of the Bank, Shri. Chakravorty was leading the vertical responsible for IT operations of the customer facing channels and payment systems.   |
| Terms and conditions of Appointment/Re-appointment   | As stated in this Notice pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Draft Letter of Appointment.   | As stated in this Notice and Explanatory Statement (Item 10)   |
| Shareholding   | Nil  | Nil  |
| Relationship with Directors, Managers and KMP  | Nil  | Nil  |
| Directorships held in other companies (including Listed Companies)   | Nil  | Nil  |
| Memberships/ Chairmanships of committees of other companies  | Nil  | Nil  |
| Listed entities from which the person has resigned in the past three years   | Nil  | Nil  |
| Remuneration last drawn  | Sitting Fee is paid for attending Board and relevant Committee Meetings.   | As stated in the Explanatory Statement (Item 10).  |
| Number of meetings of the Board attended during the year i.e. FY2022-23  | 13   | N.A.   |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. | <p>As per the Nomination and Remuneration Policy following are the skills/expertise/competencies required in the context of the Company's business:</p> <ul style="list-style-type: none"> <li>• Industry Knowledge/Experience,</li> <li>• Technical Skills/Experience,</li> <li>• Governance Competencies.</li> </ul> <p>Shri. Shriniwas Yeshwant Joshi fulfills the above mentioned skills/expertise/competencies required in the context of the Company's business. For details, please refer to the Brief Resume, Expertise in specific functional areas and experience, etc., as mentioned above.</p> | <p>As per the Nomination and Remuneration Policy following are the skills/expertise/competencies required in the context of the Company's business:</p> <ul style="list-style-type: none"> <li>• Industry Knowledge/Experience,</li> <li>• Technical Skills/Experience,</li> <li>• Governance Competencies.</li> </ul> <p>Shri Abhijit Chakravorty fulfills the above mentioned skills/expertise/competencies required in the context of the Company's business. For details, please refer to the Brief Resume, Expertise in specific functional areas and experience, etc., as mentioned above.</p> |