



## SBI CARDS AND PAYMENT SERVICES LIMITED

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## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]*

Notice is hereby given to the shareholders of **SBI CARDS AND PAYMENT SERVICES LIMITED** (the “**Company**”) that the resolution(s) appended below are proposed to be passed by the Shareholders through Postal Ballot (“**Postal Ballot**”) by way of remote e-voting (“**e-voting/remote e-voting**”), in accordance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “**Act**”) read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as “**the Rules**”) and other applicable laws and regulations including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India in this regard.

### 1. **Appointment of Smt. Anuradha Rao (DIN: 07597195) 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, 150(2), 152, 161, and other applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with the rules made thereunder and Schedule IV of the said Act, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the SEBI 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 the Articles of Association of the Company, Smt. Anuradha Rao (DIN: 07597195), who was appointed as an Additional Independent Director w.e.f. November 13, 2025 and who has submitted a declaration that she meets the criteria of independence as provided in the Act and the SEBI Listing Regulations, and is eligible for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three years with effect from November 13, 2025 to November 12, 2028 on such terms and conditions and remuneration as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the 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.”

### 2. **Appointment of Smt. Parvathy Vairava Sundaram (DIN: 07005574) 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, 150(2), 152, 161 and other applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with the rules made thereunder and Schedule IV of the said Act,

and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI 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 the Articles of Association of the Company, Smt. Parvathy Vairava Sundaram (DIN: 07005574), who was appointed as an Additional Independent Director w.e.f. December 09, 2025 and who has submitted a declaration that she meets the criteria of independence as provided in the Act and the SEBI Listing Regulations, and is eligible for appointment as an Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three years with effect from December 09, 2025 to December 08, 2028 on such terms and conditions and remuneration as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the 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  
Chief Compliance Officer and Company Secretary**

**Date: January 05, 2026**

**Place: Gurugram**

**NOTES:**

1. In terms of the Ministry of Corporate Affairs, Government of India (the “MCA”) General Circular No.14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5, 2022; General Circular No. 11/2022 dated December 28, 2022; General Circular No. 9/2023 dated September 25, 2023; General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 (the “**MCA Circulars**”), the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in accordance with the MCA Circulars.
2. Hence, in accordance with the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
3. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (‘Act’), Secretarial Standard on General Meetings (“SS-2”), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the SEBI Listing Regulations”), as applicable, setting out the material facts and reasons, in respect of items of this postal ballot notice, is annexed herewith.
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 the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of

the Director(s) seeking appointment, are 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 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will be available for inspection electronically as well, during the abovementioned period. Members seeking to inspect such documents shall send an email to investor.relations@sbicard.com mentioning their Name, Folio No./DP Id and Client ID and PAN.
6. 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, January 02, 2026 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 Circulars. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date and any person who is not a member as on that date should treat this Notice for information purposes only.
7. The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.sbicard.com](http://www.sbicard.com) and the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://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. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
8. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“ **the SEBI Listing Regulations**”), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “e-voting/remote e-voting”).
9. Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in this Notice dated January 05, 2026 is being taken through remote e-voting only. Please note that pursuant to the MCA Circular voting by members can only be through e-voting.
10. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
11. The voting period begins on Thursday, January 08, 2026 from 10.00 A.M. (IST) and ends on Friday, February 06, 2026 on 5:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, January 02, 2026 may cast their vote electronically.
12. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
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 Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer have communicated their willingness to be appointed for the said purpose.

14. The Scrutinizer will, after the conclusion of remote e-voting, scrutinize the votes cast through remote e-voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/E-voting at the Corporate Office of the Company within two working days from the conclusion of remote e-voting and the same, along with the consolidated Scrutinizer'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.
15. The Scrutinizer's decision on the validity of a E-voting will be final.
16. The Resolution(s) as mentioned in the notice shall be deemed to have been passed on Friday, February 06, 2026, being the last date for e-voting. The Company will also display the results of the Postal Ballot at its registered office and at the corporate office.
17. Members wishing to claim unclaimed dividends are requested to correspond with the Registrar to an Issue and Share Transfer Agent (RTA) of the Company i.e. MUG Intime India Private Limited (Formerly Link Intime India Private Limited) or the Company Secretary of the Company.
18. With a view to use 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.
19. The Securities and Exchange Board of India ("**SEBI**") 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.
20. 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.
21. Pursuant to SEBI circular dated March 16, 2023 read with SEBI Circulars dated September 26, 2023, November 17, 2023, December 27, 2023 and June 10, 2024, 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 for PAN/KYC update and also comply with the SEBI Circulars to the extant applicable.
22. 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).
23. SEBI had issued "Master Circular for Online Resolution of Disputes in the Indian Securities Market" (Updated as on December 28, 2023). The said circular is available on the website of the Company at [www.sbicard.com](http://www.sbicard.com).

24. SEBI has launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by MIs related to securities market process education and awareness messages. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

25. **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 to an Issue and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) through the link: [https://web.in.mpms.mufig.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufig.com/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 Postal Ballot and the procedure for e-voting along with the User ID and Password to enable e-voting from NSDL. In case of any queries relating to the registration of E-mail address, shareholder may write to [Investor.helpdesk@in.mpms.mufig.com](mailto:Investor.helpdesk@in.mpms.mufig.com) and for e-voting related queries you may write to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**(ii) For Permanent Registration:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their email 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 to an Issue and Share Transfer Agents i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) 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. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited).

**INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E- VOTING**

The remote e-voting period begins on **Thursday, January 08, 2026 from 10.00 A.M.(IST) and ends on Friday, February 06, 2026 on 5:00 P.M. (IST)**. During this period, the Members, whose names appear in the Register of Members /Beneficial Owners as on the record date (cut-off date) i.e. **Friday, January 02, 2026**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. 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 **Friday, January 02, 2026**.

**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 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 correctly 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 <b>NSDL</b> .	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 ‘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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.   </li> </ol>
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 &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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 &amp; 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 &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting</li> </ol>

	Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	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 21 09911

**(B) Login Method 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. 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***

5. 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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.**
6. 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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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, to the Scrutinizer by e-mail at [vkpc.pcs@gmail.com](mailto:vkpc.pcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

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.

2. 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.
3. 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 at 022 - 48867000 or send a request to Ms. Pallavi Mhatre, AVP, National Securities Depository Ltd., 3<sup>rd</sup> Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or at telephone no. 022- 48867000.

**Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and 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 DPID-CLID (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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

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

### **Item No. 1 Appointment of Smt. Anuradha Rao (DIN: 07597195) as an Independent Director of the Company**

The Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Smt. Anuradha Rao (DIN: 07597195), as an independent Director on the Board of the Company.

Thereafter, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, vide its resolution dated November 13, 2025 appointed Smt. Anuradha Rao as an Additional Independent Director on the Board of the Company with effect from November 13, 2025 for a term of 3 years i.e. from November 13, 2025 to November 12, 2028, subject to the approval of the shareholders of the Company.

Pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment/re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, 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 appointment of Smt. Anuradha Rao as an Independent Director on the Board of the Company. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, appointment of Smt. Anuradha Rao as an Independent Director requires approval of members of the Company by passing a special resolution.

The Company has received a notice in writing from Smt. Anuradha Rao proposing her candidature for appointment as an Independent Director on the Board of the Company.

Smt. Anuradha Rao has given a declaration to the Board that she meets the criteria of independence as provided in the Act and the SEBI Listing Regulations. Also, the Company has received other necessary disclosures and declarations from Smt. Anuradha Rao including the declaration that she is not debarred from holding the office of director pursuant to any SEBI Order. In the opinion of the Board, Smt. Anuradha Rao fulfils the conditions specified in the Act read with the Rules made thereunder and the SEBI Listing Regulations, for appointment as an Independent Director and she holds necessary qualifications, experience and expertise to serve as an Independent Director on the Board of the Company. Also, in the opinion of the Board, Smt. Anuradha Rao is an independent of the Management and her vast and diversified experience will immensely benefit the Company. Smt. Anuradha Rao fulfills the core skills/expertise/ capabilities required in the context of the Company's business and sector as mentioned in the Nomination and Remuneration Policy of the Company.

Draft Letter of appointment of Smt. Anuradha Rao setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Additional information in respect Smt. Anuradha Rao, 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.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, or for any other meetings as may be decided by the Board of Directors.

Your Directors recommend the resolution set out at Item no. 1 for approval of the Members by way of Special Resolution.

None of the Directors except Smt. Anuradha Rao and her 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. 2 Appointment of Smt. Parvathy Vairava Sundaram (DIN: 07005574) as an Independent Director of the Company**

The Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Smt. Parvathy Vairava Sundaram (DIN: 07005574), as an independent Director on the Board of the Company.

Thereafter, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, vide its resolution dated December 09, 2025 appointed Smt. Parvathy Vairava Sundaram as an Additional Independent Director on the Board of the Company with effect from December 09, 2025 for a term of 3 years i.e. from December 09, 2025 to December 08, 2028, subject to the approval of the shareholders of the Company.

Pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment/re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, 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 appointment of Smt. Parvathy Vairava Sundaram as an Independent Director on the Board of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Smt. Parvathy Vairava Sundaram as an Independent Director requires approval of members of the Company by passing a special resolution.

The Company has received a notice in writing from Smt. Parvathy Vairava Sundaram proposing her candidature for appointment as an Independent Director on the Board of the Company.

Smt. Parvathy Vairava Sundaram has given a declaration to the Board that she meets the criteria of independence as provided in the Act and the SEBI Listing Regulations. Also, the Company has received other necessary disclosures and declarations from Smt. Parvathy Vairava Sundaram including the declaration that she is not debarred from holding the office of director pursuant to any SEBI Order. In the opinion of the Board Smt. Parvathy Vairava Sundaram fulfils the conditions specified in the Act read with the Rules made thereunder and the SEBI Listing Regulations, for appointment as an Independent Director and she 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, Smt. Parvathy Vairava Sundaram is an independent of the Management and her vast and diversified experience will immensely benefit the Company. Smt. Parvathy Vairava Sundaram fulfills the core skills/expertise/ capabilities required in the context of the Company's business and sector as mentioned in the Nomination and Remuneration Policy of the Company.

Draft Letter of appointment of Smt. Parvathy Vairava Sundaram setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Additional information in respect Smt. Parvathy Vairava Sundaram, 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.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors.

Your Directors recommend the resolution set out at Item no. 2 for approval of the Members by way of Special Resolution.

None of the Directors except Smt. Parvathy Vairava Sundaram and her 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.

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

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

**Date: January 05, 2026  
Place: Gurugram**

**ANNEXURE – A – Details of Director(s) seeking 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)**

<b>Particulars</b>	<b>Smt. Anuradha Rao</b>	<b>Smt. Parvathy Vairava Sundaram</b>
Date of Birth	28/09/1959	24/11/1959
Age	66 Years	66 years
Date of first appointment on the Board	November 13, 2025	December 09, 2025
Qualifications	Certified Associate of the Indian Institute of Bankers, Master of Science (Physics) - University of Hyderabad	Master of Arts, CAIB
Brief Resume and Expertise in specific functional areas and experience	<p>Ms. Anuradha Rao brings with her nearly four decades of experience in the Banking and Financial Services sector. She previously held the position of Deputy Managing Director (Strategy and Digital Banking) at the State Bank of India, where she played a key role in driving the bank's growth and strategic initiatives. She also served as the Managing Director and Chief Executive Officer of SBI Funds Management Limited. In addition, she has held Directorships at the National Stock Exchange of India Limited and several Non-Banking Financial Companies (NBFCs). Ms. Rao holds a Bachelor's degree in Science from Osmania University and a Master's degree in Physics from the University of Hyderabad. She is also a Certified Associate of the Indian Institute of Bankers.</p>	<p>Smt. Parvathy Vairava Sundaram started her career as a commercial banker and after a two year stint moved over to Central Banking and worked in various capacities in almost all major departments of the Reserve Bank in over five centres. She also served as RBI's nominee in a few banks and international training institutions. She also served as Executive Director in the Reserve Bank of India and superannuated from the RBI in November 2019. Her assignments in the areas of central banking regulation and supervision included direct oversight of the Asset Quality Review undertaken by the RBI in 2015-17, migration of all banks to Risk Based Supervision (RBS), developing a Small Bank Variant Model for small foreign banks with focus on niche operations, improving processes and skills for supervision, ensuring periodic improvements in the RBS model to capture regulatory and systemic changes and overseeing the framing, fine-tuning and finalisation of the revised PCA guidelines for banks. She was a member in the Internal Study Group of the RBI to Review the Working of the Marginal Cost of Funds based Lending Rate (MCLR) System and a member of the High Level Task Force constituted by RBI for evaluating the need for establishing a Public Credit Registry in India. She is currently a member of the Standing External Advisory Committee for licencing of banks.</p>

Terms and conditions of 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 pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Draft Letter of Appointment.
Shareholding	Nil	Nil
Relationship with Directors, Managers & KMP	Nil	Nil
Directorships held in other companies (including Listed Companies)	1. Sundaram Finance Limited 2. Northern Arc Capital Limited	1. Indel Money Limited
Memberships/ Chairmanships of committees of other companies	<b>Northern Arc Capital Limited</b> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee - Member</li> <li>• Audit Committee -Member</li> <li>• Risk Management Committee – Member</li> <li>• IT Strategy Committee – Member</li> </ul> <b>Sundaram Finance Limited</b> <ul style="list-style-type: none"> <li>• IT Strategy Committee - Chairperson</li> </ul>	<b>Indel Money Limited</b> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee – Member</li> </ul>
Listed entities from which the person has resigned in the past three years	Nil	1. Bank of Baroda
Remuneration last drawn/ Remuneration sought to be paid	Sitting Fee shall be paid for attending Board and relevant Committee meeting.	Sitting Fee shall be paid for attending Board and relevant Committee meeting.
Number of meetings of the Board attended during the year i.e. FY 2025-26 (till the date of the Notice)	1	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As per the Nomination and Remuneration Policy following are the skills/expertise/competencies required in the context of the Company's business: <ul style="list-style-type: none"> <li>• Industry Knowledge/Experience,</li> <li>• Technical Skills/Experience,</li> <li>• Governance Competencies.</li> </ul> Smt. Anuradha Rao fulfills the abovementioned 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.	As per the Nomination and Remuneration Policy following are the skills/expertise/competencies required in the context of the Company's business: <ul style="list-style-type: none"> <li>• Industry Knowledge/Experience,</li> <li>• Technical Skills/Experience,</li> <li>• Governance Competencies.</li> </ul> Smt. Parvathy Vairava Sundaram fulfills the abovementioned 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.