



## SBI CARDS AND PAYMENT SERVICES LIMITED

(formerly known as SBI Cards and Payment Services Private Limited)

CIN: U65999DL1998PLC093849, Website: www.sbicard.com Email ID: investor.relations@sbicard.com

**Registered Office:** Unit 401 & 402, 4th 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 22<sup>nd</sup> Annual General Meeting (AGM) of the Members of **SBI CARDS AND PAYMENT SERVICES LIMITED** (formerly known as SBI Cards and Payment Services Private Limited) ("SBICPSL" or "the Company") will be held on Monday, September 28, 2020, at 11:00 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, 2020, 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. Confirmation of payment of the Interim Dividend for FY 2019-20

To confirm the payment of Interim Dividend of ₹ 1 (i.e. 10%) per equity share of ₹ 10 each, for the Financial Year ended March 31, 2020, as declared by the Board of Directors.

#### 3. Fixing of Auditors Remuneration

To authorize the Board of Directors to fix the remuneration/fees of the Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India (CAG), for the financial year 2020-21.

#### 4. Appointment of Director retiring by rotation

To appoint a Director in place of Mr. Sunil Kaul (DIN: 05102910), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business:

#### 5. To consider and approve Article 33(ii) (b) and (c) and Article 37(ii) (b) of the Articles of Association

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

**"RESOLVED THAT** pursuant to Articles of Association of the Company and applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to approve Article 33(ii) (b) and (c) and Article 37(ii) (b) of the Articles of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be considered necessary, proper and/or expedient to give effect to this resolution."

#### 6. Appointment of Shri Ashwini Kumar Tewari as Managing Director and CEO 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 all 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-enactments thereof, for the time being in force), Section 35A and other applicable provisions of the SBI Act, Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee, communication received from SBI dated July 15, 2020, subject to all necessary approval(s) as may be required, the consent of the members of Company be and is hereby accorded for the appointment of Shri Ashwini Kumar Tewari (DIN No. 08797991) as the Managing Director and Chief Executive Officer (CEO) of the Company for a period commencing from August 1, 2020 till July 31, 2022 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**  
(Formerly Known as SBI Cards and Payment Services Private Limited)

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

Date: August 21, 2020  
Place: Gurugram

## NOTES:

1. In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 20/2020 dated 5th May, 2020 read together with General Circular Nos. 14/2020 & 17/2020 dated 8th April, 2020 and 13th April, 2020, respectively, (collectively referred to as "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, 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 Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & 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 Directors seeking appointment/re-appointment at the AGM, is also annexed to the Notice.
  5. All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2020. Members seeking to inspect such documents can send an email to [investor.relations@sbicard.com](mailto: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 Statutory Auditors pursuant to Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014, 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 September 21, 2020 through email on [investor.relations@sbicard.com](mailto: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 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 2019-20 and AGM notice in electronic form only. The Notice of AGM and Annual report for the financial year 2019-20 are 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 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. BSE Ltd. ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)).
  8. The Notice is being sent to all the Members/Beneficiaries electronically, whose names appear on the Register of Members/Record of Depositories as on Friday, August 28, 2020 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars.
  9. The remote e-voting period begins on Friday, September 25, 2020 at 09:00 A.M. (IST) and ends on Sunday, September 27, 2020 at 5:00 P.M.(IST). 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., Monday, September 21, 2020, 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 casted 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 the cut off 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 10:30 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 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 September 21, 2020. 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, 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.
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 in writing, who shall countersign the same and declare results (consolidated) within 48 hours from the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the the website of the Company ([www.sbicard.com](http://www.sbicard.com)) and the website of NSDL ([www.nSDL.com](http://www.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 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. The details of unclaimed dividend amounts lying with the Company to be uploaded on the website of the Company i.e. [www.sbicard.com](http://www.sbicard.com).
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 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, Company details covering name of the Company and branch details, Company 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.
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
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 Company account maintained in India with complete name, branch account type, account number and address of Company with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

**Instructions for E-voting are as under:**

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

**Details on Step 1 is mentioned below:**

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

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

- iii. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail 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.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.
  - 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.
- ix. After you click on the “Login” button, Home page of e-Voting will open.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- ix. 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).

#### 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.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the toll free no.: 1800-222-990.

#### Details on Step 2 is given below:

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

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select “EVEN 114009” of the company to cast your vote.
- iv. Now you are ready for Voting as the Voting page opens.
- v. 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.

#### General Guidelines for shareholders

- i. 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.nsd.com](http://www.evoting.nsd.com) to reset the password.
- ii. 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.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or

SoniS@nsdl.co.in or at telephone nos.:- +91 (22) 24994545, +91 (22) 24994559, 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 & registration of e-mail ids for e-voting for the resolutions set out in this notice:**

**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. by clicking 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 get soft copy of the Notice of AGM and the Annual Report for the financial year 2019-20 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) & e-voting related queries you may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**ii) For Permanent Registration for Demat shareholders:**

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.

**iii) Registration of Company Details:**

Please Contact your Depository Participant (DP) and register your email address and Company account details in your demat account, as per the process advised by your DP.

**Instructions for Members for Attending the AGM through VC/OAVM are as under:**

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting

system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

- 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, who will be present in the AGM through VC/OAVM facility and have not casted 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. 5

Your Company had adopted new set of Articles of Association (“AOA”) vide special resolution dated November 23, 2019. The AOA was amended to reflect the requirements of stock exchanges where Company intends to list its Equity Shares and requirements of the Companies Act, 2013 and to align the same with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

These Articles of Association of the Company comprised of two parts, Part A and Part B. Further, it was stated that with effect from the commencement of listing and trading of the Company’s equity shares on any recognized stock exchange(s) in India, Part B shall automatically terminate, be deleted and cease to have any force and or effect, and be deemed to be removed from the Articles of Association and simultaneously, Part A shall come into immediate force and effect, without requiring any further corporate or other action by the Company or its shareholders. The equity shares of the Company were listed on the BSE Limited and National Stock Exchange of India Limited w.e.f. March 16, 2020.

In accordance with the amended Articles of Association of the Company, approval of the shareholders of the Company through a special resolution in the First General Meeting of the Company post the date on which the Equity Shares of the Company are listed on the Stock Exchange is required on Article 33(ii)(b) and (C) and Article 37 (ii) (b) of the Articles of Association.

The extracts of the Article 33 (ii) (b) & (c) and Article 37 (ii) (b) are reproduced below:

**33 (ii)** (b) Subject to the provisions of these Articles, applicable law and the approval of the shareholders of the Company through a special resolution in the first general meeting of the Company post the date on which the Equity Shares of the Company are listed on the Stock Exchanges, Investor Shareholder shall have the right to nominate 1 (one) Director on the Board of the Company (“Investor Shareholder Directors”) so long as shareholding of the Investor Shareholder in the Company is 10% (ten per cent) or more. In case, where the shareholding of the Investor Shareholder falls below 10% (ten per cent), then the Investor Shareholder shall immediately (on or before 10 calendar days) offer to the Board to withdraw the nomination of its director, whose decision shall be binding on the concerned director. For the purpose of this Article, Investor Shareholder means a shareholder, other than the Promoter Shareholder, of the Company who owns shares in the Company prior to IPO.

(c) Subject to the provisions of these Articles, applicable law including State Bank of India Act, 1955 and the approval of the shareholders of the Company through a special resolution in the first general meeting of the Company post the date on which the Equity Shares of the Company are listed on the Stock Exchanges, SBI shall have the right to nominate the Chairman as well as the Managing Director and CEO (by whatever name called) of the Company.

**37 (ii)** (b) Subject to these Articles, necessary approvals including the approval of the shareholders of the Company through a special resolution in the first general meeting of the Company post the date on which the Equity Shares of the Company are listed on the Stock Exchanges and applicable law, the State Bank of India shall have the right to nominate the Chief Financial Officer (“CFO”) of the Company.

Your Directors recommend the resolutions set out at Item no. 5 for approval of the Members by way of Special Resolution.

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/Investor Shareholder, if any and their shareholding in SBI/Investor Shareholder, if any. SBI shall be deemed to be interested to the extent of its shareholding in the company.

The Articles of Association will be made for inspection as stated in the notes to this notice.

### Item No. 6

The State Bank of India, Corporate Centre, Mumbai vide its communication dated July 15, 2020 nominated Shri Ashwini Kumar Tewari as SBI Nominee for appointment as Nominee Director, Managing Director & Chief Executive Officer of the Company.

Based on the recommendation of the Nomination and Remuneration Committee of the Company at its meeting held on the July 15, 2020, the Board of Directors of the Company had approved the appointment of Shri Ashwini Kumar Tewari as the Managing Director and CEO of the Company for a period of 2 (two) years with effect from August 1, 2020 till July 31, 2022, on such terms and conditions including remuneration, as recommended by Nomination & Remuneration Committee of the Company, subject to the approval of the shareholders of the Company and all necessary approvals as may be required under applicable provisions of various laws including Section 196 read with Schedule V of the Companies Act, 2013

Shri Ashwini Kumar Tewari 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 proposed to be paid to Shri Ashwini Kumar Tewari for the FY 2020-21 and thereafter, shall be in accordance with SBI Rules, as Shri Ashwini Kumar Tewari is an officer of SBI on deputation to the Company and Nomination and Remuneration Policy of the Company and within the limits stated below:

- i) Managing Director & CEO 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 & CEO 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) MD & CEO is not liable to retire by rotation;
- v) Remuneration shall be as per Nomination and Remuneration Policy of the Company and other processes, procedures and policies of the Company;
- vi) Remuneration for FY 2020-21 shall be as follows:

Particulars	Amount (in lakhs)
Basic	₹ 12.27
Allowances / Perquisites*	₹ 22.42
Retiral benefits	₹ 4.05

\*excluding perquisites such as furnished house, vehicle etc. provided by the Company including medical benefit.

Wage revision, if any will 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.

MD & CEO is eligible for furnished house accommodation as approved by the Board from time to time.

The remuneration and benefits stated above shall be within the limits specified under Section 197 and Schedule V of the Companies Act, 2013.

Your Directors recommend the resolutions set out at Item no. 6 for approval of the Members by way of Ordinary Resolutions.

None of the Directors, manager, key Managerial Personnel and their relatives except Shri Ashwini Kumar Tewari and his relatives are concerned or interested in the proposed resolution. SBI is interested in this resolution as Shri Ashwini Kumar Tewari is nominated by SBI.

**By Order of the Board of Directors  
For SBI Cards and Payment Services Limited**  
(Formerly Known as SBI Cards and Payment Services  
Private Limited)

Date: August 21, 2020  
Place: Gurugram

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



## Details of Director seeking appointment and re-appointment at the Annual General Meeting to be held on September 28, 2020.

[Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosures Requirements Regulations 2015) with regards to Directors seeking appointment / re-appointment]

Particulars	Shri Ashwini Kumar Tewari	Shri Sunil Kaul
Date of Birth	29-12-1967	25-03-1960
Age	52 Years	60 Years
Date of first appointment on the Board	01-08-2020	15-12-2017
Qualification	Bachelor's degree in engineering (electrical and electronics) and a Certified Associate of Indian Institute of Bankers (CAIIB), Certified Financial Planner (CFP) and has done a Certificate Course in Management from XLRI.	B. tech (Indian Institute of Technology, Mumbai) Post Graduate Program in Business Management (IIM Bangalore).
Brief resume	<p>Mr. Tewari took the helm at SBI Card on 1 August 2020. Based in Gurgaon, Mr. Tewari manages all facets of SBI Card's business. He has been a part of State Bank of India, India's oldest and largest banking group, for almost three decades now and has handled several assignments for the bank, across various locations in India and abroad. In his previous role, Mr. Tewari was the Country Head of the US Operations of State Bank of India since April 2017, which included its offices in New York, Chicago, Los Angeles, Washington DC and Sao Paulo (Brazil). Prior to that he was the Regional Head and General Manager, East Asia, for SBI. Based in Hong Kong, he oversaw the business development and control of State Bank of India, in Hong Kong, China, Japan, Korea and the neighboring region.</p> <p>Over the years, he held other leadership positions at State Bank of India, including, the Deputy General Manager, (Operations &amp; Information Systems), International Banking Group, Mumbai, Head of SBI's Cash Management, Regional Manager, Branch Head, among others. He also served on the board of International Institute of Bankers, New York, and the board of University of Washington Global Bankers Program.</p>	<p>Shri Sunil Kaul is a non-executive Nominee Director of Investor Shareholders on our Board. He holds a bachelor's degree in technology in electrical engineering from the Indian Institute of Technology, Bombay and a postgraduate diploma in management from the Indian Institute of Management, Bangalore.</p> <p>During the course of his degree, he was awarded by the Chairman, Indian Institute of Management Bangalore Society's gold medal for 'Scholastic Merit', the Hindustan Petroleum Corporation Limited medal and cash prize for 'Best Performance in Financial Management', and the Glaxo Marketing Scholar gold medal and cash prize for 'Best Performance in Marketing'.</p> <p>Prior to joining the Carlyle group in 2008, he was the president of Citibank Japan Limited and was concurrently the chairman of CitiCards Japan KK and Citi Financials Japan KK.</p> <p>He was the head of retail banking in Asia and the head of international personal banking in New York for Citi. Further, he was the global transaction services head for Citibank N.A. Japan. Presently, he is also the managing director and head of the financial services industry of Carlyle Asia Partners and concurrently heads the south-east Asia business of the Carlyle group. He has, in the past, held non-executive director positions on the boards of Ta Chong Bank in Taiwan and Diamond Bank in Nigeria.</p>
Expertise in specific functional areas and experience	He has 30 years rich and varied experience in India and overseas in the fields of retail banking, credit and international banking	He has 34 years of experience in the fields of private equity, corporate and consumer banking.
Terms and conditions of appointment or re-appointment	Given under Explanatory Statement (Item No.6)	As per Companies Act, 2013 and SEBI (LODR) Regulations, 2015

<b>Particulars</b>	<b>Shri Ashwini Kumar Tewari</b>	<b>Shri Sunil Kaul</b>
No. of equity share held	40	Nil
Relationship with Directors, Managers & KMP	Nil	Nil
Directorships held in other companies (including Listed Companies)	Nil	<ul style="list-style-type: none"> <li>• PNB Housing Finance Limited</li> <li>• Carlyle Singapore Investments Advisors Pte Ltd Singapore</li> </ul>
Memberships/ Chairmanships of committees of other companies	Nil	<p><b>PNB Housing Finance Limited</b></p> <ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee, Member</li> <li>2. Risk Management Committee, Member</li> <li>3. Stakeholder Relationship Committee, Member</li> </ol>

For other details such as number of meetings of the board attended during the year in respect of above directors, please refer to the corporate Governance Report which is a part of the Annual Report.