August 03, 2026

**The BSE Limited**
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

SCRIP CODE: **543066**

SECURITY: **Equity Shares/Debentures**

**The National Stock Exchange of India Limited**
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex.
Bandra (E), Mumbai - 400 051

SYMBOL: **SBICARD**

SECURITY: **Equity Shares**

Dear Sirs,

**Re: Notice of the 28th Annual General Meeting**

Please find enclosed herewith the Notice of the 28th Annual General Meeting scheduled to be held on Friday, August 31, 2026 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 (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.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For SBI Cards and Payment Services Limited**

PAYAL MITTAL CHHABRA
Digitally signed by PAYAL MITTAL CHHABRA
Date: 2026.08.03 21:56:39 +05'30'

**Payal Mittal Chhabra**
**Chief Compliance Officer & Company Secretary**
**Date & Time of event: - August 03, 2026 at around 09:39 PM**

Encl:.aa

**SBI Cards and Payment Services Ltd.**

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

Tel.: 18001801290
Email: customercare@sbicard.com
Website: sbicard.com

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

**SBI CARDS AND PAYMENT SERVICES LIMITED**
**CIN:** L65999DL1998PLC093849, **Website:** www.sbicard.com
**E-mail 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:** 2nd 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 28th Annual General Meeting ('AGM') of the Members of **SBI CARDS AND PAYMENT SERVICES LIMITED** ('SBICPSL' or 'the Company') will be held on **Monday, August 31, 2026 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, 2026, 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 2026 -27.

### 3. Confirmation of payment of the Interim Dividend for FY 2025-26

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, 2026, as declared by the Board of Directors.

## SPECIAL BUSINESS:

### 4. 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 28th 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/Cash management services/ Transaction Banking services/ Bank Charges/ Fee & Commission (ii) Banking facilities including fund-based credit limits for all forms of borrowings (loan transactions)/ Debentures and Non-fund based credit limits for Foreign Exchange/ Derivatives/ Bank Guarantee/ Interest Expense/ Finance Charges etc (iii) Investment Transactions including Fixed Deposits/ Purchase of bonds and G-Secs/T Bills etc and interest thereon (iv) Advertisement/Marketing/Sourcing of Cards/Sales Promotion /Collection (v) Payment of Royalty (vi) Corporate Card facility/Loans and Advances (vii) Contribution to other funds (viii) 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 28th 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 the thresholds as specified under Listing Regulations, 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."

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

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

Date: July 25, 2026
Place: Gurugram

## NOTES:

1. The Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 03/2025 dated September 22, 2025 read together with 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 applicable provisions of Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read together with 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 the 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. 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 e-mail 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 24, 2026 through e-mail on investor.relations@sbicard.com. Such questions shall be taken up during the meeting or replied by the Company suitably.

5. Pursuant to 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.

6. Pursuant to the abovementioned Circulars the Company will send the Integrated Annual Report for the financial year 2025-26 and Notice of the 28th AGM in electronic form only. The Notice of the 28th AGM and Integrated Annual Report for the financial year 2025-26 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).

7. 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 24, 2026 and who have registered their e-mail 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 & SEBI Circulars.

8. The remote e-voting period begins on Friday, August 28, 2026 at 10.00 A.M. (IST) and ends on Sunday, August 30, 2026 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., Monday, August 24, 2026, 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 cut-off date and any person who is not a member as on that date should treat this Notice for information purposes only.

9. 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 Annual 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.

10. 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.

11. 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 e-mail 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 24, 2026. 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 questions and/or the number of speakers as well as the speaking time depending upon the availability of time, to ensure smooth conduct of the AGM.

12. 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.

13. 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) and the website of NSDL (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.

14. Members wishing to claim unclaimed dividends and unclaimed shares are requested to correspond with the Registrar to an Issue and Share Transfer Agent (RTA) of the Company i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.) or the Company Secretary of the Company.

15. 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).

16. 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 Integrated Annual Report, Notices, Circulars, etc.

17. 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.

18. Members are requested to notify the change in address if any, with PIN Code immediately to the RTA i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.), C-101, Embassy 247, LBS Marg, Vikhroli West, Mumbai 400 083, Tel No: +91 810 811 6767, Website: www.in.mpms.mufg.com/.

19. 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, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

20. Pursuant to SEBI Master Circular HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, on processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account and Suspense Escrow Demat Account; 3) Renewal / Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission; and 8) Transposition, the Company shall issue securities only in dematerialised form. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.

21. Pursuant to SEBI Master Circular HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, 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. 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 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.

23. 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 MIIs related to securities market process education and awareness messages. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

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

The remote e-voting period begins on **Friday, August 28, 2026 at 10.00 A.M. (IST)** and ends on **Sunday, August 30, 2026 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. **Monday, August 24, 2026**, 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 Monday, August 24, 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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 e-mail 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**. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb /evoting/evotinglogin.jsp. 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 e-mail 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 or joining virtual meeting & voting during the meeting.<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 & voting during the meeting.<br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **“Register Online for IDeAS Portal”** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>4. 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 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 & voting during the meeting.<br>5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with **CDSL** | 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.<br>2. 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 & 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. |

| Type of shareholders | Login Method |
|---|---|
| | 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail 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 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 or joining virtual meeting & voting during the meeting. |

**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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |

**(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?**

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’/ 'Member’ section.

iii. 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 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.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.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.

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.

**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 Annual 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.com.

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 or contact NSDL or call on : 022 - 4886 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 e-mail to vkc.pcs@gmail.com with a copy marked to 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.

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 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 or call on 022 - 4886 7000 or send a request at evoting@nsdl.com or contact Ms. Pallavi Mhatre, Deputy Vice President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated e-mail address: evoting@nsdl.com or at telephone no. 022- 48867000.

## 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:

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 e-mail to 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. 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.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

## Process of Registration of E-mail address and other details:

### (i) For Temporary Registration:

Pursuant to relevant circulars the shareholders who have not registered their e-mail address and in consequence the notice could not be serviced may temporarily get their e-mail address registered with the Company’s Registrar to an Issue and Share Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.) through the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and follow the registration process as guided thereafter. Post successful registration of the e-mail, the shareholder would receive soft copy of the Notice of AGM and the Integrated Annual Report for the financial year 2025-26 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 Investor.helpdesk@in.mpms.mufg.com and for e-voting related queries you may write to NSDL at 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 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 to an Issue and Share Transfer Agents i.e. MUFG Intime India Private Limited (Formerly known as 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 e-mail 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 known as Link Intime India Private Limited).

## 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.

## 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.

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

### ITEM NO. 4

**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 the threshold prescribed under Schedule XII of the Listing Regulations, as reproduced hereunder:

| Consolidated Turnover of Listed Entity Threshold | | Threshold |
|---|---|---|
| (I) | Up to ₹20,000 Crore | 10% of the annual consolidated turnover of the listed entity |
| (II) | More than ₹20,000 Crore to upto ₹40,000 Crore | ₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore |
| (III) | More than ₹40,000 Crore | ₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, 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 Company. Pursuant to the aforesaid regulatory requirement, the threshold considered would be ₹2,000 Crore + 5% of the annual consolidated turnover of the Company above ₹20,000 Crore. The annual consolidated turnover of the Company for the financial year 2025 -26 is ₹ 20,707.62 crore and accordingly, the materiality threshold of the Company is ₹ 2,035.38 crore.

Further, SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and other circulars issued in this regard (collectively referred to as "SEBI Circulars") prescribes the minimum information provided to the Audit Committee and Shareholders for approval of Related Party Transactions as 'RPT Industry Standards' formulated by the Industry Standards Forum.

The Shareholders of the Company at the 27h Annual General Meeting held on August 29, 2025 , 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) from the date of the 27th Annual General Meeting and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months.

Since the approval as mentioned above is valid upto the date of the 28th annual general meeting of the Company 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 28th 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 and otherwise. In the financial year 2025-26, 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 2026-27 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 entering into and/or carrying out and/or continuing with the following arrangements and transactions with SBI:

(i) Banking services/Cash management services/ Transaction Banking services/ Bank Charges/ Fee & Commission

(ii) Banking facilities including fund-based credit limits for all forms of borrowings (loan transactions)/ Debentures and Non-fund based credit limits for Foreign Exchange/

Derivatives/ Bank Guarantee/ Interest Expense/ Finance Charges etc.

(iii) Investment Transactions including Fixed Deposits/ Purchase of bonds and G-Secs/T Bills etc and interest thereon.

(iv) Advertisement/Marketing/Sourcing of Cards/Sales Promotion /Collection

(v) Payment of Royalty

(vi) Corporate Card facility/Loans and Advances

(vii) Contribution to other funds

(viii) 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 Master circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and other circulars issued with respect to the Industry Standards on "Minimum information provided to the Audit Committee and Shareholders for approval of Related Party Transactions". As per the aforesaid circular, information in prescribed format is placed below:

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| **Part A: Minimum information of the proposed RPT** | | |
| **A (1). Basic details of the related party** | | |
| 1 | Name of the related party | State Bank of India ("SBI") |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | Banking |
| **A (2). Relationship and ownership of the related party** | | |
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Promoter and Holding Company<br><br>Nature of Interest- Financial |
| | Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | SBICPSL doesn't hold any shares in SBI. |
| | Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not Applicable |
| | Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) (As on March 31, 2026). | SBI holds 68.58% (direct) equity stake in the Company as on March 31, 2026.<br><br>SBI holds 68.92% (Indirect) equity stake in the Company (includes shareholding held by subsidiaries of SBI) |

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">A (3). Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (₹ in Crores)</th></tr>
<tr><td>(i)</td><td>Banking services/Cash management services/ Transaction Banking services</td><td rowspan="9">~22,295.46 (including Corporate Card limit of State Bank of India)</td></tr>
<tr><td>(ii)</td><td>Banking facilities including fund-based credit limits for all forms of borrowings (loan transactions)/Debentures and Non-fund based credit limits for Foreign Exchange/ Derivatives/Bank Guarantee, etc.</td></tr>
<tr><td>(iii)</td><td>Investment Transactions including Fixed Deposits/ Mutual Fund Investments/ Purchase of bonds and G-Secs/T Bills etc and interest thereon.</td></tr>
<tr><td>(iv)</td><td>Interest expense/Finance Charges/Bank Charges/Fee & Commission</td></tr>
<tr><td>(v)</td><td>Advertisement/Marketing/ Sourcing of Cards/Sales Promotion/Collection</td></tr>
<tr><td>(vi)</td><td>Payment of Royalty at the rate of 0.20% of Total Income or 2% of Profit after Tax, whichever is higher</td></tr>
<tr><td>(vii)</td><td>Corporate Card facility/Loans and Advances</td></tr>
<tr><td>(viii)</td><td>Contribution to other funds</td></tr>
<tr><td>(ix)</td><td>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.</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>₹ 22,082.81 Crores<br>(including Corporate Card limit of State Bank of India)</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Not Applicable</td></tr>
</table>

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| **A (4). Amount of the proposed transaction(s)** | | |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | The value of proposed transactions with SBI in the financial year 2026-27 is expected to be ~ ₹ 28,000 Crores.<br>The amount mentioned above includes limits ~ ₹ 27,135 Crores towards Borrowing/Debentures, Fixed Deposits and Corporate Card facility/ Loans & Advances as approved by the Audit Committee.<br>Actual value of the transactions will depend upon the business requirements.<br>Further, a variance of 10% in the value of proposed transactions with SBI be considered for the FY 2027-28. |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year. | The value of proposed transactions with SBI during the FY 2026-27 is 135.22% of the annual turnover of the Company for the FY 2025-26. |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction). | Not applicable.<br>SBICPSL doesn't have any subsidiary. |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | The value of proposed transactions with SBI during the FY 2026-27 is 3.95% of the annual consolidated turnover of the SBI for the FY 2025-26. |
| 6 | Financial performance of the related party for the immediately preceding financial year:<br>*Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.* | **Particulars** — **FY 2025-2026 (₹ In Crores)**<br>Turnover — 5,51,647.45<br>Profit After Tax — 80,032.01<br>Net worth — 4,72,894.50 |

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">A (5). Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>(i) Banking services/Cash management services/ Transaction Banking services/ Bank Charges/ Fee & Commission.<br>(ii) Banking facilities including fund-based credit limits for all forms of borrowings (loan transactions)/ Debentures and Non-fund based credit limits for Foreign Exchange/ Derivatives/ Bank Guarantee/ Interest Expense/ Finance Charges etc.<br>(iii) Investment Transactions including Fixed Deposits/ Purchase of bonds and G-Secs/T Bills etc and interest thereon.<br>(iv) Advertisement/Marketing/Sourcing of Cards/Sales Promotion /Collection<br>(v) Payment of Royalty<br>(vi) Corporate Card facility/Loans and Advances<br>(vii) Contribution to other funds<br>(viii) 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.</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2026-2027 (₹ in Crores)</th></tr>
<tr><td>1</td><td>Banking services/Cash management services/ Transaction Banking services/ Bank Charges/ Fee & Commission</td><td>325.95</td></tr>
<tr><td>2</td><td>a. Banking facilities including fund-based credit limits for all forms of borrowings (loan transactions)/and Non-fund based credit limits for Foreign Exchange/ Derivatives/ Bank Guarantee/ Interest Expense/ Finance Charges etc.<br>b. Participation in NCD’s</td><td>25,000.00<br>2,000.00</td></tr>
<tr><td>3</td><td>Investment Transactions including Fixed Deposits/ Purchase of bonds and G-Secs/T Bills etc and interest thereon.</td><td>120.00</td></tr>
<tr><td>4</td><td>Advertisement/Marketing/Sourcing of Cards/Sales Promotion /Collection</td><td>425.00</td></tr>
<tr><td>5</td><td>Payment of Royalty</td><td>100.00</td></tr>
<tr><td>6</td><td>Corporate Card facility/Loans and Advances</td><td>15.00</td></tr>
<tr><td>7</td><td>Contribution to other funds</td><td>4.00</td></tr>
<tr><td>8</td><td>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.</td><td>10.04</td></tr>
<tr><td></td><td>Total</td><td>~28,000</td></tr>
</table>
</td></tr>
</table>

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 3 | Tenure of the proposed transaction (tenure in number of years or months to 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 28th Annual General Meeting and upto the date of the next annual general meeting of the Company for a period not exceeding fifteen months. |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | ₹ 28,000 Crores (FY 2026-27) |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity. | 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. |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | SBI being promoter of the Company, shall be deemed to be interested in the proposed transactions.<br><br>None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise 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. |
| | a. Name of the director / KMP | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Not Applicable |
| 9 | Other information relevant for decision making. | Nil |
| **Part B: Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A,** | | |
| **B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances** | | |
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | Not Applicable |
| 2 | Basis of determination of price. | Not Applicable |
| 3 | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | Not Applicable |
| | a. Amount of Trade advance | |
| | b. Tenure | |
| | c. Whether same is self-liquidating? | |

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| **B (2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary** | | |
| 1 | Source of funds in connection with the proposed transaction.<br>*Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.* | The Company being a listed NBFC, the said disclosure is not applicable. |
| 2 | Where any financial indebtedness is incurred to give loan, inter corporate deposit or advance, specify the following:<br>*Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* | The Company being a listed NBFC, the said disclosure is not applicable. |
| | a. Nature of indebtedness | |
| | b. Total cost of borrowing | |
| | c. Tenure | |
| | d. Other details | |
| 3 | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.<br>*Note:*<br>*(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.*<br>*(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.* | The Company being a listed NBFC, the said disclosure is not applicable. |
| 4 | Proposed interest rate to be charged by listed entity or its subsidiary from the related party. | Interest @~ 45% p.a. is charged from the date of transaction in case of non-payment of dues or partial payment received from the Company or the Card member by the payment due date on the Corporate Credit Cards issued by the Company. |
| 5 | Maturity / due date | As per the standard terms & conditions. |
| 6 | Repayment schedule & terms | As per the standard terms & conditions. |
| 7 | Whether secured or unsecured? | Unsecured |
| 8 | If secured, the nature of security & security coverage ratio | Not Applicable |
| 9 | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction. | Credit Card usage |
| **B (3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary** | | |
| 1 | Source of funds in connection with the proposed transaction.<br>*Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* | The Company being a listed NBFC, the said disclosure is Not Applicable. |
| 2 | Where any financial indebtedness is incurred to make investment, specify the following:<br>*Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.* | The Company being a listed NBFC, the said disclosure is Not Applicable. |
| | a. Nature of indebtedness | |
| | b. Total cost of borrowing | |
| | c. Tenure | |
| | d. other details | |

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| 3 | Purpose for which funds shall be utilized by the investee company. | The Company will invest in Fixed Deposit for the following limited purpose:<br>(i) Issue of Bank Guarantee requirement/allied matters arising out of normal business operations.<br>(ii) Parking of excess short-term funds as per Board approved Investment Policy. |
| 4 | Material terms of the proposed transaction. | As per standard terms and condition of Bank rates issued from time to time. |
| **B (4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.** | | |
| 1 | (a) Rationale for giving guarantee, surety, indemnity or comfort letter. | Not Applicable |
| | (b) Whether it will create a legally binding obligation on listed entity? | Not Applicable |
| 2 | Material covenants of the proposed transaction including:<br>(i) commission, if any to be received by the listed entity or its subsidiary;<br>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked. | Not Applicable |
| 3 | The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.<br>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | Not Applicable |
| **B (5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary.** | | |
| 1 | Material covenants of the proposed transaction | In line with the existing mandatory and negative covenants mentioned in the sanction letter and offer document. |
| 2 | Interest rate (in terms of numerical value or base rate and applicable spread) | Debentures- As per offer document.<br>Working Capital facility- As mutually decided by the parties at the time of Disbursement. |
| 3 | Cost of borrowing<br>*Note: This shall include all costs associated with the borrowing.* | ~ 6.70% (Average Cost of Funds of the Company) |
| 4 | Maturity / due date | Debentures- As per offer document.<br>Working Capital facility- As mutually decided by the parties at the time of Disbursement. |
| 5 | Repayment schedule & terms | Debentures- As per offer document.<br>Working Capital facility- As per the terms and conditions specified under Working Capital Facility Agreement executed by the Company. |
| 6 | Whether secured or unsecured | Working Capital Facility – Secured<br>Debentures – Unsecured |
| 7 | If secured, the nature of security & security coverage ratio. | As per Joint deed of hypothecation. Security Coverage Ratio is 1.10. |
| 8 | The purpose for which the funds will be utilized by the listed entity / subsidiary. | Working Capital |

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">B (6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.</td></tr>
<tr><td>1</td><td>Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.</td><td>Not Applicable</td></tr>
<tr><td>2</td><td>Basis of determination of price.</td><td>Not Applicable</td></tr>
<tr><td>3</td><td>Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.</td><td>Not Applicable</td></tr>
<tr><td>4</td><td>Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:<br>(In INR)
<table>
<tr><th></th><th>FY 2025-2026</th><th>FY 2024-2025</th><th>FY 2023-2024</th></tr>
<tr><td>Turnover</td><td></td><td></td><td></td></tr>
<tr><td>Net worth</td><td></td><td></td><td></td></tr>
<tr><td>Net Profit</td><td></td><td></td><td></td></tr>
</table></td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.<br>a. Expected impact on turnover<br>b. Expected impact on net worth<br>c. Expected impact on net profits</td><td>Not Applicable</td></tr>
<tr><td colspan="3">B (7). Disclosure only in case of transactions relating to payment of royalty</td></tr>
<tr><td>1</td><td>Purpose for which royalty is proposed to be paid to the related party in the current financial year.<br>Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</td><td>Royalty Paid for use of logo</td></tr>
<tr><td></td><td>a. For use of brand name / trademark</td><td>100%</td></tr>
<tr><td></td><td>b. For transfer of technology know-how</td><td>Nil</td></tr>
<tr><td></td><td>c. For professional fee, corporate management fee or any other fee</td><td>Nil</td></tr>
<tr><td></td><td>d. Any other use (specify)</td><td>Nil</td></tr>
<tr><td>2</td><td>(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</td><td>Yes</td></tr>
<tr><td></td><td>(b) If No, furnish information below.<br>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:<br>• Minimum rate of royalty charged along with corresponding absolute amount<br>• Maximum rate of royalty charged along with corresponding absolute amount<br>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</td><td>Not Applicable</td></tr>
<tr><td>3</td><td>Sunset Clause for Royalty payment, if any.</td><td>-</td></tr>
</table>

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| **PART C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B.** | | |
| **C (1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary.** | | |
| 1. | Latest credit rating of the related party<br><br>*Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any* | AA / AAA+ (Stable) by CRISIL, ICRA, CARE and India Ratings |
| 2. | Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.<br><br>*Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* | Not Applicable |
| | In addition, state the following: | |
| | a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; | |
| | b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; | |
| | c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; | |
| | d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. | |
| | *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.* | |
| | FY 2025-2026 | |
| | FY 2024-2025 | |
| | FY 2023-2024 | |
| **C (2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary** | | |
| 1. | Latest credit rating of the related party<br><br>*Note:*<br>*a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.*<br><br>*b. This shall be applicable in case of investment in debt securities.* | Not Applicable since Company has not made any investment in debt securities. |
| 2. | Whether any regulatory approval is required. If yes, whether the same has been obtained. | Not Applicable |

| S. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| **C (3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.** | | |
| 1. | If guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party.<br>*Note:*<br>*a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.*<br>*b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* | Not Applicable |
| 2. | Details of solvency status and going concern status of the related party during the last three financial years: | Not Applicable |
| | FY 2025-2026 | |
| | FY 2024-2025 | |
| | FY 2023-2024 | |
| 3. | The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | Not Applicable |
| 4. | Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.<br>*Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* | Not Applicable |
| | In addition, state the following: | |
| | a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; | |
| | b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; | |
| | c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; | |
| | d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. | |
| | *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.* | |
| | FY 2025-2026 | |
| | FY 2024-2025 | |
| | FY 2023-2024 | |

| S. No. | Particulars of the information | | Information provided by the management |
|---|---|---|---|
| **C (4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary** | | | |
| 1. | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.<br>*Note: This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.* | | The Company being a listed NBFC, the said disclosure is not applicable. |
| | a. | Before transaction | |
| | b. | After transaction | |
| 2. | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.<br>*Note: This shall not be applicable to listed banks/NBFC/ insurance companies/ housing finance companies.* | | The Company being a listed NBFC, the said disclosure is not applicable. |
| | a. | Before transaction | |
| | b. | After transaction | |
| **C (5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.** | | | |
| 1. | Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months. | | Not Applicable |
| 2. | Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details. | | Not Applicable |
| 3. | Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary? | | Not Applicable |
| 4. | Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary? | | Not Applicable |
| 5. | Are there any other major non-financial reasons for going ahead with the proposed transaction? | | Not Applicable |
| **C (6). Disclosure only in case of transactions relating to payment of royalty** | | | |
| 1. | Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years | | |
| | FY 2025-2026 | | ₹ 43.33 Crores |
| | FY 2024-2025 | | ₹ 38.33 Crores |
| | FY 2023-2024 | | ₹ 48.16 Crores |
| 2. | Purpose for which royalty was paid to the related party during the last three financial years.<br>*Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.* | | Royalty paid for use of Logo |
| | a. | For use of brand name / trademark | 100% |
| | b. | For transfer of technology know-how | Nil |
| | c. | For professional fee, corporate management fee or any other fee | Nil |
| | d. | Any other use (specify) | Nil |

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>3.</td><td>Royalty paid in last 3 FYs as % of Net Profits of previous FYs</td><td></td></tr>
<tr><td></td><td>FY 2025-2026</td><td>2%</td></tr>
<tr><td></td><td>FY 2024-2025</td><td>2%</td></tr>
<tr><td></td><td>FY 2023-2024</td><td>2%</td></tr>
<tr><td>4.</td><td>Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.</td><td>No change in rate of the royalty<br>In comparison with previous year:
<table>
<tr><th>Year</th><th>Turnover</th><th>PAT</th></tr>
<tr><td>FY 2025-26</td><td>11.11%</td><td>13.06%</td></tr>
<tr><td>FY 2024-25</td><td>6.60%</td><td>(20.41)%</td></tr>
<tr><td>FY 2023-24</td><td>22.38%</td><td>6.62%</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:
<table>
<tr><th></th><th>Listed Entity / Subsidiary</th><th>Peer 1</th><th>Peer 2</th><th>Peer 3</th></tr>
<tr><td>Royalty payment over last 3 years</td><td>Aggregate amount</td><td>Aggregate amount</td><td>Aggregate amount</td><td>Aggregate amount</td></tr>
<tr><td>Royalty paid as a % of net profits over the last 3 years</td><td></td><td></td><td></td><td></td></tr>
<tr><td>Annual growth rate of Turnover over last 3 years</td><td></td><td></td><td></td><td></td></tr>
</table>
Explanation: In the case of the payment of, the criteria for comparison with Industry Peers shall be as follows:<br>
a. The Listed Entity will compare the royalty payment with a minimum of three suitable and relevant Industry Peers (i.e. apple to apple comparable Industry Peers), where feasible.<br>
b. In cases where fewer than three Industry Peers are available, the listed entity will disclose, that only one or two peers are available for comparison.<br>
c. If the listed entity is part of any sectoral index, the listed entity is to consider the other constituents of such sectoral index for the purpose of peer comparison which are in similar line of business.<br>
d. In case there are no Industry Peers, the Listed Entity shall state that no Industry Peers are available for comparison.</td><td>No Industry Peers are available for comparison</td></tr>
</table>

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. Pursuant to the regulatory requirement, the Audit Committee has reviewed the certificate(s) provided by the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company confirming that terms of the RPTs proposed to be entered into, are in the interest of the Company and are in ordinary course of business of the Company and on an arm's length basis.

No valuation/external party report is considered necessary having regard to nature of the related party transaction. Therefore, the Company has not provided web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.

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. 4 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 resolution(s). 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. 4. The Board of Directors at its meeting held on July 20, 2026 recommended the passing of the resolution(s) set-out under Item No. 4 of the Notice as an Ordinary 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: July 25, 2026
Place: Gurugram