

April 9, 2021

The BSE Limited
Corporate Relationship Department.
P J. Towers, Dalal Street, Fort
Mumbai - 400 001

SCRIP CODE: **543066**

SECURITY: **Equity Shares/Debentures**

The National Stock Exchange of India Limited

Exchange Plaza, Bandra-Kurla Complex.
Bandra (E), Mumbai - 400 051

SYMBOL: **SBICARD**

SECURITY: **Equity Shares**

Dear Sirs,

Re: Results of Postal Ballot & Disclosure under Regulation 30, Schedule III, Part A, Para A (13) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. This is further to our Letter dated March 9, 2021 thereby submitting the Notice of Postal Ballot dated March 1, 2021 issued to the members of the Company for seeking approval for appointment of Shri Rama Mohan Rao Amara as Managing Director and CEO of the Company, by way of an Ordinary Resolution, through Postal Ballot:
2. We now enclose herewith voting results of the postal ballot on the said Resolution. The Resolutions of the said postal ballot as mentioned in the Notice dated March 1, 2021, are deemed to have been passed on last day of voting i.e. April 8, 2021.
3. We have to further inform you that Mr. Vineet K Chaudhary (Certificate of Practice no. 4548) Managing Partner of M/s VKC & Associates, Company Secretaries, has submitted his report dated April 9, 2021 on the aforesaid Postal Ballot. A copy of the said Report is also enclosed herewith.
4. This intimation shall also be deemed to be a disclosure of the proceedings under Regulation 30 read with Para A (13) of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The voting results and the scrutinizer's report are also being uploaded on the website of the Company i.e. www.sbicard.com and on the website of the e-voting agency (Central Depository Services (India) Limited) i.e. www.evotingindia.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,

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


Payal Mittal Chhabra
Company Secretary & Compliance Officer



Enclosed: As above

SBI Cards and Payment Services Ltd.
(Formerly known as SBI Cards and Payment Services Pvt. Ltd.)

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

Tel.: 0124-4589803
Email: customercare@sbicard.com
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 Ltd

| Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | |
|---|----------------|
| Date of Declaration of Voting Result of Postal Ballot | April 9, 2021 |
| Total number of shareholders on record date (cut-off date: 5.3.2021) | 1034728 |
| No. of shareholders present in the meeting either in person or through proxy: | Not Applicable |
| Promoters and Promoter Group: | |
| Public: | |
| No. of Shareholders attended the meeting through Video Conferencing | Not Applicable |
| Promoters and Promoter Group: | |
| Public: | |

Agenda- wise disclosure

| Resolution Required : (Ordinary) | | | 1 - Appointment of Shri Rama Mohan Rao Amara as Managing Director and CEO of the Company | | | | | |
|---|----------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | YES | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]=[2]/[1]*100 | [4] | [5] | [6]=[4]/[2]*100 | [7]=[5]/[2]*100 |
| Promoter and Promoter Group | E-Voting | 652731777 | 652633988 | 99.9850 | 652633988 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 652633988 | 99.9850 | 652633988 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 100493713 | 67620124 | 67.2879 | 67545324 | 74800 | 99.8894 | 0.1106 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 67620124 | 67.2879 | 67545324 | 74800 | 99.8894 | 0.1106 |
| Public Non Institutions | E-Voting | 187299966 | 149565545 | 79.8535 | 149563441 | 2104 | 99.9986 | 0.0014 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 149565545 | 79.8535 | 149563441 | 2104 | 99.9986 | 0.0014 |
| Total | | 940525456 | 869819657 | 92.4823 | 869742753 | 76904 | 99.9912 | 0.0088 |

SBI Cards and Payment Services Ltd.

Authorised Signatory



SCRUTINIZER'S REPORT

To
The Chairman,
SBI Cards and Payment Services Limited
(Formerly known as SBI Cards and Payment Services Private Limited)
CIN: L65999DL1998PLC093849
Registered Office: Unit 401 & 402, 4th Floor,
Aggarwal Millennium Tower E 1,2,3
Netaji Subhash Place, Wazirpur,
New Delhi-110034, India

**SCRUTINIZER'S REPORT ON THE POSTAL BALLOT PROCESS CONDUCTED
THROUGH REMOTE E-VOTING**

Dear Sir,

I, Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary and a whole-time Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors of **SBI CARDS AND PAYMENT SERVICES LIMITED** for scrutinizing postal ballot process which was conducted through electronic means only, in respect of the resolution contained in the Notice dated March 1, 2021, in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed with respect to the provisions of Section 110 & 108 of the Companies Act, 2013 ('the Act') read with Rule 22 & 20 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Ministry of Corporate Affairs ("MCA") General Circular No.14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020 and Circular No.39/2020 dated 31st December 2020 (collectively referred to as "**MCA Circulars**") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended on the resolution as set-out in the notice of Postal Ballot.

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circulars or any other provisions, as applicable for conducting postal ballot of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Regd. Office

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New Delhi - 110049, India
+91 11 49121644,45, +91 9999233556
pcs@vkcindia.com, www.vkcindia.com



2. The Company has availed the services of Central Depository Services (India) Limited (CDSL) for providing e-voting facility to enable the members to cast their votes electronically, using remote e-voting system, on the item of business transacted through Postal Ballot.
3. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolution stated in the Notice of Postal Ballot.
4. The Members of the Company holding equity shares either in physical form or in dematerialized form, as on the "cut-off date" i.e. Friday, March 5, 2021 were entitled to cast their vote electronically through remote e- voting facility on the proposed resolution as set out in the Notice of Postal Ballot dated March 1, 2021.
5. The remote e-voting period commenced from **Wednesday, March 10, 2021 at 10:00 A.M. (IST)** and ended on **Thursday, April 8, 2021 at 05:00 P.M. (IST)** on the designated website <https://www.evotingindia.com/> of Central Depository Services Limited (CDSL).
6. Pursuant to the provisions of the Companies Act, 2013 and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, March 5, 2021 and whose e-mail IDs were registered with the Company/RTA /Depositories Participant(s) through electronic means only and has not dispatched physical notices and Postal Ballot Forms to any member. Therefore, neither the Company nor I have received any Postal Ballot(s).
7. Pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration Rules) 2014, the Company on March 10, 2021 had published the public notice by way of an advertisement in all editions of "The Times of India" (in English) and "Navbharat Times" (in Hindi), newspapers having wide circulation. Further, through the same Public advertisement, the Company had also requested the members to register their e-mail id with the RTA or Depositories Participant(s).
8. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated website.
9. After completion of e voting, votes casted by the members, were unblocked in the presence of two witnesses, Ms. Shweta Chadha & Mr. Mohit K Dixit who are not in the employment of the Company.
10. The remote e-voting report downloaded from the website of CDSL have been kept separately for the purpose of postal ballot.



11. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Link Intime India Private Limited, the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
12. The electronic data and all other relevant papers related to the Postal Ballot Process are under my safe custody and will be handed over to the Company Secretary for preservation once the Chairman consider, approve and sign the Postal Ballot Minutes.
13. After ascertaining the votes casted by remote e-voting, I hereby submit the result as under:

Resolution 01: Ordinary Resolution

Appointment of Shri Rama Mohan Rao Amara as Managing Director and CEO of the Company

| Mode | Total Valid Votes | | Votes in Favour | | | Votes Against | | |
|-------------------|-------------------|--------------------|-----------------|--------------------|--------------|---------------|---------------|-------------|
| | Voters | No. of Votes | Voters | No. of Votes | % | Voters | No. of Votes | % |
| E-voting Facility | 1,713 | 869,819,657 | 1,627 | 869,742,753 | 99.99 | 86 | 76,904 | 0.01 |
| TOTAL | 1,713 | 869,819,657 | 1,627 | 869,742,753 | 99.99 | 86 | 76,904 | 0.01 |

14. Based on the above remote e-voting, I confirm that the resolution has been carried on with the requisite majority, accordingly I request to the Chairman of the Company or other person authorized by him, to announce the voting result of Postal Ballot.

FOR VKC & ASSOCIATES
(Company Secretaries)

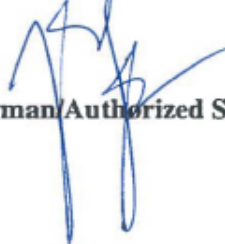


CS Vineet K Chaudhary
Scrutinizer
Membership No: - F5327
C.P. No: - 4548
UDIN: F005327C000031551



Countersigned by

Chairman/Authorized Signatory



Date: 09.04.2021
Place: New Delhi