

**June 23, 2021**

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

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

SCRIP CODE: **543066**

SYMBOL: **SBICARD**

Dear Sir/ Madam,


**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8 February 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2021 issued by Dr. S Chandrasekaran, Senior Partner, Chandrasekaran Associates.

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**

**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](mailto:customercare@sbicard.com)  
Website: [sbicard.com](http://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

## SECRETARIAL COMPLIANCE REPORT

To,  
The Members  
**SBI CARDS AND PAYMENT SERVICES LIMITED**  
(Formerly known as SBI Cards and Payment Services Private Limited)  
Unit 401 & 402, 4th Floor Aggarwal Millennium  
Tower E 1,2,3, Netaji Subhash Place,  
Wazirpur New Delhi-110034

We M/s. Chandrasekaran Associates have examined:

- (a) All the documents and records made available to us and explanation provided by SBI cards and Payment Services Limited (Formerly known as SBI Cards and Payment Services Private Limited ) ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended on 31<sup>st</sup> March, 2021 ("Review Period") in respect of compliance with the provisions of

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the period under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Signature Valid

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Date: 2021.06.11 16:00:59 IST  
Reason: DIGITALLY SIGNED  
Location: NEW DELHI

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable during the period under review.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<b>S.No</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors with regard to the Company / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observation s/ remarks of the Practicing Company Secretary, if any.</b>
Nil				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

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 Date: 2021.06.11 16:00:59 IST  
 Reason: DIGITALLY SIGNED  
 Location: NEW DELHI



Sr. No.	Observations of the Practicing Company Secretary in the previous financial year(s)	Observations made in the secretarial compliance report(s)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	March 31,2019	N.A	N.A	N.A
2.	March 31,2020	N.A	N.A	N.A

- (e) The Company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.

For Chandrasekaran Associates  
Company Secretaries

CHANDRASEKARAN  
SETHURAMAN

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SETHURAMAN  
Date: 2021.06.11 16:11:13 +05'30'

Dr. S Chandrasekaran  
Senior Partner  
Membership No. F1644  
Certificate of Practice No. 715  
UDIN: F001644C000448310

Date: June 11, 2021

Place: Delhi

Note:

- (i) Due to restricted movement amid COVID-19 pandemic, we conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are the true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2021 pertaining to Financial Year 2020-21.

**Signature valid**

Digitally signed by CHANDRASEKARAN SETHURAI  
Date: 2021.06.11 16:09:59 IST  
Reason: DIGITALLY SIGNED  
Location: NEW DELHI

