

March 4, 2022

**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**

SECURITY: **Equity Shares/Debentures**

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 February 1, 2022 thereby submitting the Notice of Postal Ballot dated January 24, 2022 issued to the members of the Company for seeking approval of the Members of the Company by way of Special Resolution for:
  - i. Re-appointment of Dr. Tejendra Mohan Bhasin (DIN: 03091429) as an Independent Director of the Company.
  - ii. Re-appointment of Mr. Rajendra Kumar Saraf (DIN: 02730755) as an Independent Director of the Company
2. We now enclose herewith voting results of the postal ballot on the said Resolutions. The Resolutions of the said postal ballot as mentioned in the Notice dated January 24, 2022, are deemed to have been passed on last day of voting i.e. March 3, 2022.
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 March 4, 2022 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](http://www.sbicard.com) and on the website of the e-voting agency (Central Depository Services (India) Limited) i.e. [www.evotingindia.com](http://www.evotingindia.com).

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For SBI Cards and Payment Services 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, Gurgaon - 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

## SBI Cards and Payment Services Ltd

### Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Date of Declaration of Voting Result of Postal Ballot</b>	March 4, 2022
<b>Total number of shareholders on record date (cut-off date: 28.01.2022)</b>	1184449
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
Promoters and Promoter Group:	
Public:	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not Applicable
Promoters and Promoter Group:	
Public:	

#### Agenda- wise disclosure

<b>Resolution Required : (Special)</b>		<b>1 - Re-appointment of Dr. Tejendra Mohan Bhasin (DIN: 03091429) as an Independent Director of the Company</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	655217161	652633992	99.6058	652633992	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
	<b>Total</b>		<b>652633992</b>	<b>99.6058</b>	<b>652633992</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	207633415	149283143	71.8975	140994083	8289060	94.4474	5.5526
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>149283143</b>	<b>71.8975</b>	<b>140994083</b>	<b>8289060</b>	<b>94.4474</b>	<b>5.5526</b>
Public Non Institutions	E-Voting	80262463	30376849	37.8469	30363102	13747	99.9547	0.0453
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30376849</b>	<b>37.8469</b>	<b>30363102</b>	<b>13747</b>	<b>99.9547</b>	<b>0.0453</b>
<b>Total</b>		<b>943113039</b>	<b>832293984</b>	<b>88.2497</b>	<b>823991177</b>	<b>8302807</b>	<b>99.0024</b>	<b>0.9976</b>




## SBI Cards and Payment Services Ltd

Resolution Required : (Special)

2 - Re-appointment of Mr. Rajendra Kumar Saraf (DIN: 02730755) as an Independent Director of the Company

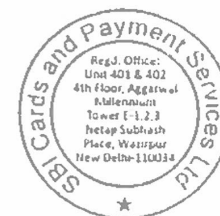
Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
		shares held	polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	655217161	652633992	99.6058	652633992	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
	<b>Total</b>		<b>652633992</b>	<b>99.6058</b>	<b>652633992</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	207633415	149462400	71.9838	147698941	1763459	98.8201	1.1799
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>149462400</b>	<b>71.9838</b>	<b>147698941</b>	<b>1763459</b>	<b>98.8201</b>	<b>1.1799</b>
Public Non Institutions	E-Voting	80262463	30376781	37.8468	29541317	835464	97.2497	2.7503
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>30376781</b>	<b>37.8468</b>	<b>29541317</b>	<b>835464</b>	<b>97.2497</b>	<b>2.7503</b>
<b>Total</b>		<b>943113039</b>	<b>832473173</b>	<b>88.2687</b>	<b>829874250</b>	<b>2598923</b>	<b>99.6878</b>	<b>0.3122</b>

**SBI Cards and Payment Services Ltd.**

**Authorized Signatory**



SCRUTINIZER'S REPORT

To  
The Chairman,  
**SBI CARDS AND PAYMENT SERVICES 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 POSTAL BALLOT PROCESS CONDUCTED  
THROUGH REMOTE E-VOTING

Dear Sir,

I, Vineet K Chaudhary, Managing Partner of M/s VKC & Associates, Company Secretary in whole time practice (Holding Membership No:F5327) was appointed as Scrutinizer by the Board of Directors of **SBI CARDS AND PAYMENT SERVICES LIMITED** for scrutinizing the postal ballot process which was conducted through electronic means only in respect of the resolutions contained in the Notice dated January 24, 2022 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, Circular no. 22/2020 dated June 15, 2020, Circular no. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (collectively referred to as "MCA Circulars") and Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, on the resolutions as set-out in the notice of Postal Ballot.



**Regd. Office**

D-38, LGF (L/S), South Extension Part - II  
New Delhi - 110049, India  
+91 11 49121644,45, +91 9999233556  
pcs@vkcindia.com, www.vkcindia.com

### **SERVICE PROVIDER**

The Company has availed the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system on special business(es) sought to be transacted through Postal Ballot.

### **MANAGEMENT'S RESPONSIBILITY**

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 Obligations and Disclosure Requirements) Regulations, 2015, MCA 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.

### **SCRUTINIZER'S RESPONSIBILITY**

My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of Postal Ballot, based on the reports generated from the e-voting system provided by the CDSL.

### **CUT OFF DATE**

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, January 28, 2022 were entitled to cast their votes electronically through remote e-voting on the resolution as set out in the Notice of Postal Ballot dated January 24, 2022.

### **REMOTE E-VOTING PROCESS**

The remote e-voting period commenced from Wednesday, February 2, 2022 at 10:00 A.M. (IST) and ended on Thursday, March 3, 2022 at 5:00 P.M. (IST) on the designated website <https://www.evotingindia.com/> of CDSL.



### **NOTICE IN ELECTRONIC MODE**

Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) to its Members/Beneficiaries 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, January 28, 2022 and whose e-mail IDs were registered with the Company/RTA or Depositories/Depository Participant through electronic means only and has not dispatched physical copies of Postal Ballot notices, Postal Ballot Forms etc. to any member.

### **NEWSPAPER ADVERTISEMENT**

Pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration Rules) 2014, the Company on February 02, 2022 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 notice, the Company had also requested the members to register their e-mail id with the RTA or Depositories Participant(s).

### **E-VOTING**

1. 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.
2. 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.
3. The remote e-voting report downloaded from the website of CDSL have been kept separately for the purpose of postal ballot.
4. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with us.
5. After ascertaining the votes casted by remote e-voting, I hereby submit the result as under:



**SPECIAL RESOLUTIONS**

**Resolution No. 1: Re-appointment of Dr. Tejendra Mohan Bhasin (DIN: 03091429) as an Independent Director of the Company**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
Postal Ballot (Remote e-voting)	3,361	832,293,984	2,985	823,991,177	99	376	8,302,807	1

**Resolution No. 2: Re-appointment of Mr. Rajendra Kumar Saraf (DIN: 02730755) as an Independent Director of the Company**

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
Postal Ballot (Remote e-voting)	3,358	832,473,173	3,010	829,874,250	99.69	348	2,598,923	0.31



### HANDOVER OF THE RELATED DOCUMENTS

The Electronic data and other relevant documents/registers/papers and records are under my safe custody and will be handed over to the Company Secretary for the safe custody once the Chairman consider, approve and sign the Postal Ballot Minutes.

### ANNOUNCEMENT OF RESULTS

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

### RESTRICTION OF USE

This report has been issued at the request of the Company for submission to stock exchange(s), and placing on the website of the Company and CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

**Thanking You**



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



**Managing Partner**  
**VKC & Associates**  
*(Company Secretaries)*  
ICSI Unique Code: P2018DE077000  
UDIN: F005327C002793145

**Date: 04.03.2022**  
**Place: Delhi**

  
\_\_\_\_\_  
Countersigned by ~~Chairman~~/Authorized Person