

CA ROVER HOLDINGS

C/o Apex Fund & Corporate Services (Mauritius) Ltd,
Lot 15 A3, 1st Floor, Cybercity, Ebene 72201, Mauritius
▪ Tel: (230) 404 3900 ▪ Fax: (230) 454 6824

June 22, 2021

To,

**The Compliance Officer
SBI Cards and Payment
Services Limited**

Unit 401 & 402, 4th Floor,
Aggarwal Millennium
Tower E-1,2,3, Netaji
Subhash Place, Wazirpur,
New Delhi 110 034, India

The Managing Director
BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai, India 400 001

The Managing Director
**The National Stock Exchange
of India Limited**

Exchange Plaza, Plot no. C/1, G
Block,
Bandra Kurla Complex, Bandra
(East)
Mumbai, India 400 051

**Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover
Regulations")**

Dear Sir,

We, CA Rover Holdings (the "**Seller**") have sold 48,000,000 equity shares of the face value of Rs. 10 each ("**Equity Shares**") of SBI Cards and Payment Services Limited (the "**Target Company**"), representing 5.10% of the total issued and paid-up Equity Share capital of the Target Company, by way of one or more share sales on the screen-based trading of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**") (the "**Sale**").

As required under regulation 29(2) of the SEBI Takeover Regulations, we enclose with this letter, a disclosure of the change in our shareholding in the Target Company, pursuant to the Sale. The enclosed disclosure is in the relevant format notified by SEBI in respect of regulation 29(2) of the SEBI Takeover Regulations.

This letter is intended for the information and records of the Target Company and the Stock Exchanges.

Thanking You.

Yours sincerely,

For **CA Rover Holdings**

DocuSigned by:

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Authorised Signatory

Name: Adiilah Ibrahim Balladin
Address: Ebene Mauritius

Encl: a/a

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Disclosures under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	SBI Cards and Payment Services Limited		
Name(s) of the seller	CA Rover Holdings		
Whether the seller belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited and BSE Limited		
Details of the disposal as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the disposal under consideration, holding of :			
a) Shares carrying voting rights	109,173,488	11.60	11.60
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a + b + c + d)	109,173,488	11.60	11.60
Details of sale			
a) Shares carrying voting rights sold	48,000,000	5.10	5.10
b) VRs sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered /invoked/released by the acquirer	-	-	-
e) Total (a + b + c + d)	48,000,000	5.10	5.10

CA ROVER HOLDINGS

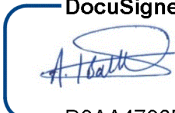
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After the sale, holding of:			
a) Shares carrying voting rights	61,173,488	6.50	6.50
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a + b + c + d)	61,173,488	6.50	6.50
Mode of sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Sale by way of one or more share sales on the screen-based trading of BSE Limited and National Stock Exchange of India Limited		
Date of sale of shares	June 18, 2021		
Equity share capital / total voting capital of the TC before the said sale*	Rs. 9,41,02,80,790		
Equity share capital/ total voting capital of the TC after the said sale*	Rs. 9,41,02,80,790		
Total diluted share/voting capital of the TC after the said sale**	Rs. 9,41,02,80,790		

(*) Total share capital/ voting capital is as per the latest filing done by the Target Company to the Stock Exchange i.e. the shareholding pattern filed by the Target Company for the quarter ended March 31, 2021 and disclosures for allotment of shares filed by the Company on Stock Exchanges in the months of April 2021 and May 2021.

(**) Diluted share/voting capital means the total number of shares in the Target Company assuming full conversion of the outstanding convertible securities/warrants into equity shares of the Target Company (excluding outstanding vested options under ESOP scheme).

For **CA Rover Holdings**

DocuSigned by:

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Authorised Signatory

Name: Adiilah Ibrahim Balladin
Address: Ebene, Mauritius

Date: June 22, 2021