



एस बी आई पेंशन फंड्स प्रा. लि.
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SBI Pension Funds Pvt. Ltd.

नं. 32, 3रा मजला, मेकर चेम्बर्स-III,
नरीमन पॉइंट, मुम्बई - 400 021.

नं. 32, 3री मंजिल, मेकर चेम्बर्स-III,
नरीमन पॉइंट, मुम्बई - 400 021.

No. 32, 3rd Floor, Maker Chambers-III,
Nariman Point, Mumbai - 400 021.
www.sbipensionfunds.com

CIN : U66020MH2007GOI176787

Tel. : (022) 2202 2812 / 3887 | Fax : (022) 2202 0576

Date :

Ref. No. :

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Tenth Annual General Meeting (AGM)** of the Members of SBI Pension Funds Private Limited will be held on **Friday, 31st August, 2018 at 11.00 a.m.** at the Registered Office of the Company i.e. No. 32, 3rd Floor, Maker Chambers III, Nariman Point, Mumbai - 400 021. to transact the following business:

ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 together with the Directors' Report and Auditor's Report thereon along with comments received from the Comptroller and Auditor General of India.

Item No. 2

To authorize the Board of Directors to fix the remuneration of the Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139 (5) read with Section 142 of the Companies Act, 2013 for the financial year 2018-19.

SPECIAL BUSINESS:

Item No. 3

To appoint Shri Saurabh Chandra (DIN: 02726077) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 (1) of the Companies Act, 2013 and other applicable provisions read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), Shri Saurabh Chandra (DIN: 02726077), who was appointed as an Additional/ Independent Director of the Company and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold Office for a period of three years i.e. from 30th July, 2018 to 29th July, 2021 and the said Independent Director shall not be liable to retire by rotation;





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RESOLVED FURTHER THAT Managing Director & CEO and/or the Company Secretary & Compliance Officer of the Company be and is hereby authorized to file necessary forms in this regard with Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution."

**By order of the Board
SBI Pension Funds Private Limited**

**Place: Mumbai
Date: 30th July, 2018**



Tejas JM

**Tejas Mehta
(Company Secretary)
ACS: 42593**

Registered Office:

Room No. 32, 3rd Floor, Maker Chambers III,
Nariman Point, Mumbai - 400 021.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE MEMBER. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, STAMPED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE PROXY FORM IS ANNEXED WITH THIS NOTICE.



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CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY A CERTIFIED TRUE COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVES TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.

2. The Register of Directors and Key Managerial Personnel and their Shareholding shall be produced at the commencement of the Annual General Meeting and shall remain open and accessible during the continuance of the Meeting to any person having a right to attend the Meeting.
3. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
4. Relevant documents referred to in this Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days except Saturday, during business hours up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.
5. Pursuant to the Ordinance promulgated by the President of India on 21st June, 2007 for amendment in State Bank of India Act, the shareholding of Reserve Bank of India in State Bank of India (SBI) was transferred to the Central Government. Therefore, SBI has become a corporation owned and controlled by the Central Government. Consequently, in terms of Section 139 (5) of the Companies Act, 2013, all subsidiaries of SBI and all companies, whereby SBI holds along with other Government Companies more than 51% of the paid up capital, Section 139 (5) of the Companies Act, 2013 shall apply as if it were a Government Company. SBI holds 60% of the paid up capital in the Company. Accordingly, as per provisions of Section 139 read with Section 142 of the Companies Act, 2013, the auditors of the Company shall be appointed or re-appointed by the Comptroller and Auditor General of India and their remuneration is required to be fixed by the Company in the Annual General Meeting. The Members may authorize the Board to fix up an appropriate remuneration of Auditors for the financial year 2018-19.





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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

Item No. 3

The Board of Directors appointed Shri Saurabh Chandra as an Additional Director (Non-Executive and Independent) w.e.f. 30th July, 2018. As per the provisions of Section 161 of the Companies Act, 2013, Shri Saurabh Chandra would be holding Office upto the date of this Annual General Meeting.

The proposal to appoint Shri Saurabh Chandra as an Independent Director for a period of three consecutive years i.e. 30th July, 2018 to 29th July, 2021 was placed before the 47th Board Meeting for recommending to the Members of the Company.

The profile of Shri Saurabh Chandra is as under:

Shri. Saurabh Chandra, a Graduate in Electrical Engineering from the Indian Institute of Technology, Kanpur (First with Distinction), retired from the post of Secretary, Government of India, Ministry of Petroleum and Natural Gas. He is currently a Public Interest Director and Chairman of the Board of Directors of Multi Commodity Exchange of India Limited and an Independent Director on the Boards of IDBI Trusteeship Services (ITSL), Usha Breco Limited and Vacmet India Limited. Also on the Panel of Outside Experts in Technical Category of ONGC, Panel of Conciliators in GAIL for settlement of disputes, Member of the Technical Advisory Board of Intech Organics Ltd. and Member of the Advisory Board of CL Infotech Pvt. Ltd. He is working for promotion of employed disabled persons as a Member of the Advisory Board of the National Centre for Promotion of Employment of Disabled People (NCPEDP). He has vast experience in formulation and implementation of policies in multiple areas and sectors – oil and gas, industry & manufacturing, foreign direct investment, intellectual property and disinvestment including strategic sales.

The Company has received declarations from Shri Saurabh Chandra stating that he meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and that he is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013 along with his consent to act as Director.

In the opinion of the Board, Shri Saurabh Chandra is an person of integrity and possess relevant expertise and experience and fulfils the conditions specified in the Companies Act, 2013 for appointment as Independent Director. The Board consider that his association would be immense benefit to the Company. Shri Saurabh Chandra is Independent of the Management.





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The appointment is made pursuant to the Pension Fund Regulatory & Development Authority (PFRDA) guidelines as the Company is required to appoint 50 % of the Board as Independent Director and the appointment is not as per Companies Act, 2013, as it is a Private Company and the provisions of appointment of Independent Director is not applicable to the Company.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives except Shri Saurabh Chandra to the extent of his appointment are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

**By order of the Board
SBI Pension Funds Private Limited**

Tejas JM

**Tejas Mehta
(Company Secretary)
ACS: 42593**

Place: Mumbai

Date: 30th July, 2018





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SBI PENSION FUNDS PRIVATE LIMITED

CIN: U66020MH2007GOI176787

Room no. 32, 3rd Floor, Maker Chambers III, Nariman Point, Mumbai – 400 021

ATTENDANCE SLIP

Regd. Folio No./ DP ID - Client ID : _____
Name of the Member : _____
Name of the Proxy : _____
No. of Shares held : _____

I hereby record my presence at the Tenth Annual General Meeting of SBI Pension Funds Private Limited on Friday, 31st August, 2018 at 11.00 a.m. at its Registered Office i.e. Room no. 32, 3rd Floor, Maker Chambers III, Nariman Point, Mumbai – 400 021.

Signature of the Member/Proxy





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Form No. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U66020MH2007GOI176787

SBI PENSION FUNDS PRIVATE LIMITED

Room no. 32, 3rd Floor, Maker Chambers III, Nariman Point, Mumbai – 400 021.

Name of the Member(s)	:	
Registered Address	:	
E-mail ID	:	
Folio No./Client ID	:	
DP ID	:	

I/We, being the Member(s) of.....shares of SBI Pension Funds Private Limited, hereby appoint:

- (1) Name : _____
E-mail Id : _____
Address : _____
Signature : _____ or failing him/her
- (2) Name : _____
E-mail Id : _____
Address : _____
Signature : _____ or failing him/her
- (3) Name : _____
E-mail Id : _____
Address : _____
Signature : _____





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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Tenth Annual General Meeting of the Company, to be held on Friday, 31st August, 2018 at 11.00 a.m. at the Registered Office of the Company i.e. Room no. 32, 3rd Floor, Maker Chambers III, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Resol- ution Nos.	Resolutions	Vote (Optional see Note 4)		
		For	Against	Abstain
ORDINARY BUSINESS				
1	Adoption of the Audited Financial Statement of the Company for the financial year ended 31 st March, 2018 together with the Directors' Report and Auditors Report along with comments received from the Comptroller and Auditor General of India.			
2	To authorize the Board of Directors to fix the remuneration of the Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139 (5) read with Section 142 of the Companies Act, 2013 for the financial year 2018-19.			
SPECIAL BUSINESS				
3	To appoint Shri Saurabh Chandra (DIN: 02726077) as an Independent Director of the Company			

Signed this _____ day of _____ 2018.

Affix a
Re.1/-
Revenu

Signature of Member

Signature of 1st Proxyholder

Signature of 2nd Proxyholder

Signature of 3rd Proxyholder





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1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as a Proxy and such Proxy shall not act as a Proxy for any other Member.
3. This form of proxy in order to be effective, should be deposited at the Registered Office of the Company i.e. Room no. 32, 3rd Floor, Maker Chambers III, Nariman Point, Mumbai – 400 021, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.
4. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

