



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

नं. 32, 3^{री} मंजला, मेकर चेम्बर्स-III,
नरीमन पॉइंट, मुम्बई - 400 021.

नं. 32, 3^{री} मंजला, मेकर चेम्बर्स-III,
नरीमन पॉइंट, मुम्बई - 400 021.

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

CIN : U66020MH2007GOI176787

Tel. : (022) 4214 7100 | Fax : (022) 4214 7113

Date :

Ref. No. :

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Eleventh Annual General Meeting (AGM)** of the Members of SBI Pension Funds Private Limited at a shorter notice will be held on **Tuesday, 24th December, 2019 at 03.00 p.m.** at 19th Floor - Conference Room, Corporate Centre - State Bank Bhavan, Madame Cama Road, 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, 2019 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 2019-20.

SPECIAL BUSINESS:

Item No. 3

To appoint Shri Chintaman Mahadeo Dixit (DIN: 00524318) 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 of the Companies Act, 2013 and other applicable provisions read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 8 (3) (d) of the PFRDA (Pension Fund) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), Shri Chintaman Mahadeo Dixit (DIN: 00524318), 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 17th July, 2019 to 16th July, 2022 and the said Independent Director shall not be liable to retire by rotation;





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RESOLVED FURTHER THAT Managing Director & CEO, Chief Financial Officer & Operations Manager and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally 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."

Item No. 4

To re-appoint Shri Vijay Kumar Gupta (DIN: 00023101) 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 applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 8 (3) (d) of the PFRDA (Pension Fund) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vijay Kumar Gupta (DIN: 00023101), who was appointed as an Independent Director and who holds office as an Independent Director up to 24th December, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years, i.e. from 25th December, 2019 to 24th December, 2022;

RESOLVED FURTHER THAT Managing Director & CEO, Chief Financial Officer & Operations Manager and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

Item No. 5

To re-appoint Prof. Gitika Kapoor (DIN: 01815183) 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 applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 8 (3) (d) of the PFRDA (Pension Fund) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Prof. Gitika Kapoor (DIN: 01815183), who was appointed as an Independent Director





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and who holds office as an Independent Director up to 24th December, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years, i.e. from 25th December, 2019 to 24th December, 2022;

RESOLVED FURTHER THAT Managing Director & CEO, Chief Financial Officer & Operations Manager and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized 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: 24th December, 2019**




**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.





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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 Chintaman Mahadeo Dixit as an Additional Director (Non-Executive and Independent) w.e.f. 17th July, 2019. As per the provisions of Section 161 of the Companies Act, 2013, Shri Chintaman Mahadeo Dixit would be holding Office upto the date of this Annual General Meeting.

The proposal to appoint Shri Chintaman Mahadeo Dixit as an Independent Director for a period of three consecutive years i.e. 17th July, 2019 to 16th July, 2022 was placed before the 52nd Board Meeting for recommending to the Members of the Company.

The profile of Shri Chintaman Mahadeo Dixit is as under:

Shri Chintaman Mahadeo Dixit graduated in Commerce from University of Pune and became a qualified Chartered Accountant in 1976. A Fellow Member of the Institute of Chartered Accountants of India, he is a Senior Partner in M/s. G. D. Apte & Co., Chartered Accountants, Pune. He conceptualized and successfully implemented the first take-over of an Urban Co-operative Bank by a Public Sector Bank in the country. The Shree Suvarna Sahakari Bank Limited was taken over by Indian Overseas Bank by way of take-over of its assets and liabilities. His turnaround strategy report for Bank of Maharashtra and its strategic plan for 5 years suggesting short term and long term measures was fully accepted by the Bank and the Bank turned around after successful implementation of the same. He was engaged by Reserve Bank of India to investigate into Indian Bank and he submitted an unbiased and conclusive report, which was much appreciated. He is actively associated in the Statutory Central Audit of Public Sector Banks, Private Sector Banks and Private Foreign Banks (Indian Business) for last 38 years.

He is currently on the Board of M/s. SBI DFHI Limited, M/s. Bandhan Bank Limited, M/s. GDA Management Consulting Private Limited and Partner at G.D. Apte & Company and Catalyst Resolution Professionals LLP.

The Company has received declarations from Shri Chintaman Mahadeo Dixit 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.





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In the opinion of the Board, Shri Chintaman Mahadeo Dixit is a 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 Chintaman Mahadeo Dixit is Independent of the Management.

The appointment is made pursuant to the Pension Fund Regulatory & Development Authority (PFRDA) Regulations as the Company is required to appoint atleast 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 Chintaman Mahadeo Dixit to the extent of his appointment are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

Item No. 4

Shri Vijay Kumar Gupta (DIN: 00023101) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 24th December, 2019 ("first term").

The Board of Directors in its 52nd Meeting has recommended the re-appointment of Shri Vijay Kumar Gupta as an Independent Director of the Company for a second term of 3 (three) consecutive years, i.e. from 25th December, 2019 to 24th December, 2022.

The profile of Shri Vijay Kumar Gupta is as under:

Shri V K Gupta joined SBI as Probationary officer in 1972 and retired as Dy. Managing Director in 2007. During his distinguished career spanning 35 years, he handled various assignments in the areas of Domestic, International and Investment Banking as also in Treasury Operations; notable being Dy. Managing Director & Chief Credit Officer of the Bank, Managing Director & CEO, SBI DFHI as well as SBI Factors, Chief General Manager [Mid-Corporate Group] and Regional Head, SBI Capital Markets Ltd, New Delhi. Amongst his overseas assignments were President & CEO, SBI (California) and Los Angeles Agency as also Chief Credit Officer, Bank of Bhutan, Phuntsholing. Shri Gupta is a post-graduate in English Literature- Gold Medalist and First Class First- and was teaching in Delhi University before joining State Bank of India.





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He is currently on the Board of M/s. SBI Global Factors Limited, He also a Member of the Audit Committee of the Board, Risk Management Committee of the Board, Executive Committee of the Board, Nomination and Remuneration Committee of the Board and CSR Committee of the Board in M/s. SBI Global Factors Limited.

The Company has received declarations from Shri Vijay Kumar Gupta 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 Vijay Kumar Gupta is a 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 considers that, given his background and experience and contributions made by him during his tenure, the continued association of Shri Vijay Kumar Gupta would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri Vijay Kumar Gupta as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years on the Board of the Company. Shri Vijay Kumar Gupta is Independent of the Management.

The appointment is made pursuant to the Pension Fund Regulatory & Development Authority (PFRDA) Regulations as the Company is required to appoint atleast 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. 4 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives except Shri Vijay Kumar Gupta to the extent of his appointment are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

Item No. 5

Prof. Gitika Kapoor (DIN: 01815183) was appointed as an Independent Director of the Company and she holds office as an Independent Director of the Company up to 24th December, 2019 ("first term").





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The Board of Directors in its 52nd Meeting has recommended the re-appointment of Prof. Gitika Kapoor as an Independent Director of the Company for a second term of 3 (three) consecutive years, i.e. from 25th December, 2019 to 24th December, 2022.

The profile of Prof. Gitika Kapoor is as under:

Dr (Ms). Gitika Kapoor, a Doctor of Philosophy (Ph. D.) in Management, is currently working as Professor at R. A. Podar Institute of Management and Dean, Faculty of Management Studies, University of Rajasthan, and has 32 years of rich experience in academic, Institution Building, Administration, Consultancy and Training. She is a member of Editorial Board of the Nice Journal of Management, Ethics Committee-SMS Medical College, Committee for the evaluation of proposals to set up private Universities, Expert member of Bureau of Public Enterprise, Government of Rajasthan. She has been conferred with "Career Award for Young Teachers (1999-2000)" by AICTE.

The Company has received declarations from Prof. Gitika Kapoor stating that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and that she is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013 along with her consent to act as Director.

In the opinion of the Board, Prof. Gitika Kapoor is a 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 considers that, given her background and experience and contributions made by her during her tenure, the continued association of Prof. Gitika Kapoor would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Prof. Gitika Kapoor as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years on the Board of the Company. Prof. Gitika Kapoor is Independent of the Management.

The appointment is made pursuant to the Pension Fund Regulatory & Development Authority (PFRDA) guidelines as the Company is required to appoint atleast 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. 5 for the approval of the Members.





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None of the Directors and Key Managerial Personnel and their relatives except Prof. Gitika Kapoor to the extent of her appointment are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

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



Tejas Mehta

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

**Place: Mumbai
Date: 24th December, 2019**



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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 Eleventh Annual General Meeting of SBI Pension Funds Private Limited at a shorter notice on Tuesday, 24th December, 2019 at 03.00 p.m. at 19th Floor – Conference Room, Corporate Centre - State Bank Bhavan, Madame Cama Road, Nariman Point, Mumbai – 400 021.

Member/Proxy

Signature of the





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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 Eleventh Annual General Meeting of the Company at a shorter notice, to be held on Tuesday, 24th December, 2019 at 03.00 p.m. at 19th Floor – Conference Room, Corporate Centre - State Bank Bhavan, Madame Cama Road, 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, 2019 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 2019-20.			
SPECIAL BUSINESS				
3	To appoint Shri Chintaman Mahadeo Dixit (DIN: 00524318) as an Independent Director of the Company.			
4	To re-appoint Shri Vijay Kumar Gupta (DIN: 00023101) as an Independent Director of the Company.			
5	To re-appoint Prof. Gitika Kapoor (DIN: 01815183) as an Independent Director of the Company.			

Signed this _____ day of _____ 2019.

Affix a
Rs. 1/-
Revenue

Signature of Member :

Signature of 1st Proxyholder

Signature of 2nd Proxyholder

Signature of 3rd Proxyholder





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

नं. 32, 3^{रा} मजला, मेकर चेम्बर्स-III,
नरिमान पॉइंट, मुम्बई - 400 021.

नं. 32, 3^{री} मजिल, मेकर चेम्बर्स-III,
नरिमान पॉइंट, मुम्बई - 400 021.

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

CIN : U66020MH2007GOI176787

Tel. : (022) 4214 7100 | **Fax :** (022) 4214 7113

Date :

Ref. No. :

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. 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 'v' 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.

