



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.

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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 Fourteenth Annual General Meeting (AGM) of the Members of SBI Pension Funds Private Limited at a shorter notice will be held on Tuesday 23rd August, 2022 at 11.30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") 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, 2022 and the Reports of the Board of Directors and Auditors 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 of the Company 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 2022-23.

SPECIAL BUSINESS:

Item No. 3

To re-appoint Shri Chintaman Mahadev 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 a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable PFRDA (Pension Fund) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Chintaman Mahadev Dixit (DIN: 00524318) who holds office of an Independent Director till 16th July, 2022 be and is hereby re-appointed as an Independent Director of the Company, not liable





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to retire by rotation for a second term of 3 (Three) consecutive years, effective from 17th July, 2022 till 16th July, 2025;

Item No. 4

To re-appoint Shri Adayapalam Natarajan Appaiah (DIN: 03479896) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable Regulations of the PFRDA (Pension Fund) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Adayapalam Natarajan Appaiah (DIN: 03479896) who holds office of an Independent Director till 26th July, 2022 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term of 3 (Three) consecutive years, effective from. from 27th July, 2022 to 26th July, 2025;

By order of the Board
SBI Pension Funds Private Limited

Place: Mumbai
Date: August 5, 2022



Jyoti Kalloli
Company Secretary & Compliance Officer
ACS:20960

Registered Office:
Room No. 32, 3rd Floor, Maker Chambers III,
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NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 13th January, 2021, 23rd June, 2021 (collectively referred to as "MCA Circulars") permitted convening of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013 a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Corporate Members (i.e. other than individuals, etc.) intending to send their representatives to attend the AGM through VC/ OAVM on its behalf are requested to send a Certified True Copy of the Board or governing body Resolution/ Authorization etc. [scanned copy (PDF/JPG Format)] to the Company of their representative to attend and vote on their behalf in the AGM through VC/ OAVM. The said Resolution/ Authorization shall be sent to the Company Secretary & Compliance Officer of the Company by email through their registered email address to cs@sbipensionfunds.com with a copy marked to cfo@sbipensionfunds.com.
4. 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.
5. Members seeking any information with regards to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 13th August, 2022 through email on cs@sbipensionfunds.com mentioning the name, folio no./ client ID and DP ID, and the documents including the registers they wish to inspect. The same will be replied by the Company.





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6. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to Members on their email addresses registered with the Company. Members may note that the Notice will also be available on the Company's website www.sbipensionfunds.com.
7. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Instructions for joining the AGM through VC/ OAVM are as follows:
 - i) The Company has arranged the facility of Cisco Webex for the Members to attend the AGM through VC/ OAVM. The Company will send the link to the Members on their e-mail id registered with the Company and the email id provided by the Company of their authorized representatives. The steps to join the meeting with Cisco Webex application from your Computer, laptop/ Ipad are as follows:

How to join from Computer/ laptop/ I-pad/Mobile

You can join a Cisco Webex meeting from any device, even without having Cisco Webex Account. Detailed steps are as below:

1. Click on the meeting invite received from the organiser via email or other media.
 2. After clicking, you will be given two options- whether to join through app or through web itself.
 3. After you select the above option and proceed, you will be taken to the meeting screen where you can enter your Name and join the meeting. It is recommended to check your **audio and video before joining using the options available on the meeting screen**. Also, you can switch off the mic, if not required, to avoid echo.
- ii) The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
 - iii) Members who need assistance before or during the AGM, can contact Mehta, Company Secretary & Compliance Officer on cs@sbipensionfunds.com / +91-9833542491 or Mr. Venkata Ratnam Vakacharla, Chief Financial Officer & Operations Manager on cfo@sbipensionfunds.com/ +91-79930 11359 or Mr. Prateek Pal, Assistant Manager (Systems) on prateek.pal@sbi.co.in/ +91- 99872 76324.





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- iv) Members are encouraged to join the AGM through personal computers/ laptops for better user experience. Also, Members will be required to have stable internet/ broadband connection to avoid any disturbance during the meeting. Please note that Members joining the AGM through mobile devices, tablets or through personal computers/ laptops connected via mobile hotspot may experience audio/ video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate the aforesaid glitches.
- v) Members are allowed to express their views or ask questions concurrently during the AGM or can also send their questions in advance from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to cs@sbipensionfunds.com till 14th August, 2022 (upto 05:00 p.m. IST).
- vi) The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.





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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

At the Meeting of the Board of Directors (Board) held on July 14, 2022 the (Board) after taking into consideration the significant value added by Shri Chintaman Mahadev Dixit as a member of the Board, has recommended the re-appointment of Shri. Chitaman Mahadev Dixit as an Independent Director of the Company to hold office for a second term of 3 (Three) consecutive years, effective from 17th July, 2022 to 16th July, 2025 and who shall not be liable to retire by rotation;

Brief Profile :

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 was on the Board of M/s. Bandhan Bank Limited. He is currently on the board of 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 of Directors of the Company, Shri Chintaman Mahadeo Dixit is a person of high repute, integrity and has rich and varied experience who would guide the Company in its endeavours. His re-appointment as an Independent Director is made in line with the provisions of Pension Fund Regulatory & Development Authority (PFRDA) (Pension Fund) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Members are therefore, requested to grant their approval by way of a Special Resolution for the re-appointment of Shri Chitaman Mahadev Dixit as an Independent Director of the Company to hold office for a second term of 3 (Three) consecutive years, effective from 17th July, 2022 to 16th July, 2025 and who shall not be liable to retire by rotation;

Except Shri Chitaman Mahadev Dixit and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 3.

Your Directors recommend the Special Resolution set forth in Item No. 3 for your approval.

Item No. 4

At the Meeting of the Board of Directors held on July 14, 2022 the (Board) after taking into consideration the significant value added by Shri Adayapalam Natarajan Appaiah as a member of the Board, has recommended the re-appointment of Shri Adayapalam Natarajan Appaiah as an Independent Director of the Company to hold office for a second term of 3 (Three) consecutive years, effective from 27th July, 2022 to 26th July, 2025 and who shall not be liable to retire by rotation;

Brief profile :

Shri Adayapalam Natarajan Appaiah joined State Bank of India as a Probationary Officer in 1978 and retired from the Bank in October, 2017 as Chief General Manager, holding the post of Managing Director & CEO, SBI DFHI Limited. During his 39 years stint in the bank, he has worked in various areas of banking starting from Branch Banking to heading a Circle as Chief General Manager. He had held important assignments like Regional Manager, Personnel Manager, General Manager Network and Chief General Manager of a Circle in the General Banking / Advances area. He had extensively worked in Treasury in various assignment like Forex Dealer, Chief Dealer (Fx), Dy. General Manager (Forex), General





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Manager (Treasury). He had also worked in Frankfurt Branch of the bank for about 5 years as a Senior Dealer.

He is currently on the Board of M/s. Financial Bench Marks of India Private Limited , Mumbai and M/s. The Coastal Area Local Bank, Vijayawada. He is also working for the Society for Development of Economically Weaker Sections as Secretary.

He is also a Chairman of the Corporate Social Responsibility in The Coastal Area Local Bank, Member of Customer Service & Stakeholder Relationship Committee, IT & IT Strategy Committee, Nomination and Remuneration Committee, Risk Management Committee, Management Committee & Asset Liability Management Committee in The Coastal Area Local Bank.

The Company has received declarations from Shri Adalaya Natarajan Appaiah 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 of Directors of the Company, Shri Adalaya Natarajan Appaiah is a person of high repute, integrity and has rich and varied experience who would guide the Company in its endeavours. His re-appointment as an Independent Director is made in line with the provisions of Pension Fund Regulatory & Development Authority (PFRDA) (Pension Fund) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Members are therefore, requested to grant their approval by way of a Special Resolution for the re-appointment of Shri Adalaya Natarajan Appaiah as an Independent Director of the Company to hold office for a second term of 3 (Three) consecutive years, effective from 27th July, 2022 to 26th July, 2025 and who shall not be liable to retire by rotation;





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Except Shri Adalaya Natarajan Appaiah and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 4.

Your Directors recommend the Special Resolution set forth in Item No.4 for your approval.

By order of the Board
SBI Pension Funds Private Limited



Jyoti Kalloli
Company Secretary & Compliance Officer
ACS: 20960

Place: Mumbai
Date: August 5, 2022