



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

1904, 19वा मजला, बी विंग, परीनी क्रेसेन्डो, जी ब्लॉक,
बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पूर्व), मुम्बई - 400 051.

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1904, 19th Floor, B Wing, Parinee Crescenzo, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
www.sbipensionfunds.com

CIN : U66020MH2007GOI176787

Tel. : (022) 4214 7121

Date :

Ref. No. :

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Fifteenth Annual General Meeting (AGM)** of the Members of SBI Pension Funds Private Limited will be held on **Friday, 22nd September, 2023 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, 2023 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 2023-24.

SPECIAL BUSINESS:

Item No. 3

Appointment of Shri Mohan Harshey (DIN: 00987969) 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 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 Mohan Harshey (DIN: 00987969), who was appointed as an Additional/ Independent Director of the Company and who holds office up to 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 19th January, 2023 to 19th January, 2026 and the said Independent Director shall not be liable to retire by rotation;



RESOLVED FURTHER THAT Managing Director & CEO, Chief Financial Officer 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.”

SPECIAL BUSINESS:

Item No. 4

Re-appointment of Shri Anthony Rodrigues (DIN: 09217788) as Managing Director & CEO 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 provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Shri Anthony Rodrigues as Managing Director & CEO of the Company for a period of 1 year & 19 days i.e. upto 31st July 2024, with effect from 12th July 2023 on State Bank of India usual terms and conditions including remuneration and such other terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

Place: Mumbai
Date: 30th August 2023



By order of the Board
SBI Pension Funds Private Limited

R. Manek

Raj Manek
(Company Secretary & Compliance Officer)
ACS: 49277

Registered Office:
1904, 19th Floor, Parinee Crescenzo,
G Block Bandra Kurla Complex, BKC Road,
Bandra Suburban, Mumbai - 400051

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 coo@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 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.
6. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 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 Microsoft Teams 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 Microsoft Teams application from your Computer, laptop/ Ipad are as follows:

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

You can join a Microsoft Teams meeting from any device, even without having Microsoft Teams 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 Mr. Raj Manek, Company Secretary & Compliance Officer on cs@sbipensionfunds.com / +91-97697 65383 or Shri. Srikanta Dash, DGM & Chief Operating Officer on coo@sbipensionfunds.com/ +91-94370 80424 or Mr. Prateek Pal, Deputy Manager (Systems) on systems@sbipensionfunds.com/ +91- 99872 76324.
- 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) 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.



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 Mohan Harshey (DIN: 00987969) as an Additional Director (Non-Executive and Independent) w.e.f. 19th January, 2023. As per the provisions of Section 161 of the Companies Act, 2013, Shri Mohan Harshey would be holding Office up to the date of this Annual General Meeting.

The proposal to appoint Shri Mohan Harshey as an Independent Director for a period of three consecutive years i.e. 19th January, 2023 to 19th January, 2026 was placed before the 71st Board Meeting for recommending to the Members of the Company.

The profile of Shri Mohan Harshey is as under:

Shri Mohan Harshey, a Bachelor of Science from Institute of Science, Nagpur, Master of Science (Physics) from Indian Institute of Technology (IIT), Bombay, CAIIB from Indian Institute of Banking and Cert. Course on Security Analysis, University of California, Los Angeles. He has a experience in various facets of private equity and banking over 41 years, spanning a wide range of industry and geographies. The range of his activity inter alia includes Private Equity, Treasury (Global Markets), Advisory, Finance, Investment and Compliance, Credit (Loaning) etc.

The Company has received declarations from Shri Mohan Harshey 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 Mohan Harshey 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 Mohan Harshey 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 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.



Additional Information as required under Secretarial Standard on General Meetings (SS-2) notified under Section 118 (10) of the Companies Act, 2013

Age	68 years
Qualifications	Bachelor of Science Master of Science (Physics) CAIIB Cert. Course on Security Analysis
Experience	Professional Experience of ~41 years
Terms and conditions of re-appointment	As detailed in the respective resolutions and explanatory statement
Details of remuneration sought to be paid	He will be paid Sitting Fees
Remuneration last drawn by such person, if applicable	As mentioned in the Directors Report
Date of first appointment on the Board	N.A.
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Number of Meetings of the Board attended during the year	1 (One) meeting attended during the year
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

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 Mohan Harshey to the extent of his appointment are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.



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

Item No. 4

Shri Anthony Rodrigues (DIN: 09217788) was appointed as Managing Director and CEO of the Company w.e.f. 12th July 2021 for period of 2 years or till further instructions, whichever is earlier nominated by State Bank of India, Holding Company on Bank's usual terms and conditions.

Shri Anthony Rodrigues is also designated as Principal officer of the Company pursuant to provisions of regulation 2(f) of the PFRDA (Pension Fund) Regulations, 2015 and Designated Director of the Company pursuant to rule 7 of the Prevention of Money Laundering (Maintenance of Records) Rules, 2005.

The State Bank of India, Holding Company has extended his tenure as Managing Director & CEO of the Company till 31st July 2024 or till further orders.

The Board at their meeting held on 30th June 2023 had re-appointed Shri Anthony Rodrigues (DIN: 09217788) as Managing Director & CEO of the Company, subject to approval of Shareholders in ensuing General Meeting till 31st July 2024 or till further orders on State Bank of India usual Terms & conditions including remuneration.

The profile of Shri Anthony Rodrigues is as under:

Shri Anthony Rodrigues is a commerce graduate and joined SBI as Probationary Officer in 1991. He is an Associate of Indian Institute of Banking & Finance. He has 30+ years of experience in all facets of banking including international banking, marketing, retail banking, credit, and branch administration. Prior to this, Shri Anthony Rodrigues was Deputy General Manager (Capital Planning & Compliance) at SBI Corporate Centre responsible for planning the capital requirements of SBI, computation of the Bank's Capital Adequacy Ratio and working with the OFSAA team to optimise various tools used in his area of work. Shri Anthony Rodrigues held following key assignments in State Bank of India.

- Chief Representative (DGM), SBISL, Sao Paulo, Brazil, In-charge of South America
- Regional Manager, Pune City, Mumbai.
- AVP International Trade, SBI, Frankfurt, Germany.
- Credit Analyst, Diamond Financing, SBI.

The Company has received declarations declaration under section 164 of the Companies Act, 2013 and consent to act as Director. He is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

Additional Information as required under Secretarial Standard on General Meetings (SS-2) notified under Section 118 (10) of the Companies Act, 2013



Age	59 years
Qualifications	Bachelor of Commerce
Experience	Professional Experience of 30+ years
Terms and conditions of re-appointment	As detailed in the respective resolutions and explanatory statement
Details of remuneration sought to be paid	As per State Bank of India usual terms & conditions including remuneration.
Remuneration last drawn by such person, if applicable	As mentioned in the Directors Report
Date of first appointment on the Board	N.A.
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
Number of Meetings of the Board attended during the year	7 (Seven) meeting attended during the year
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

The Board recommends the Ordinary Resolution set out in Item No. 4 for the approval of the Members.

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

Place: Mumbai
Date: 30.08.2023



By order of the Board
SBI Pension Funds Private Limited

Raj Manek

Raj Manek
(Company Secretary & Compliance Officer)
ACS: 49277