



SBM bank

Ref No. SBM/SEC/NSE/2022-23/018

November 18, 2022

To,

The Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Sub: Notice of 9th Extra Ordinary General Meeting (“EGM”).

Dear Sir / Madam,

Pursuant to Regulation 50 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and other applicable provisions, please find enclosed herewith Notice convening the 9th Extra Ordinary General Meeting (“EGM”) at shorter notice.

The 9th EGM of the Bank will be held on Wednesday, November 23, 2022 at 11:30 a.m. (IST) at shorter notice at the Corporate Office of the Company at 306-A, The Capital, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

The Notice of the 9th EGM is also being uploaded on the website of the Bank at <https://www.sbmbank.co.in/aboutus/investor-corner.php>.

Pursuant to Regulation 50(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, this is to inform you that the EGM is held inter-alia to consider the following business:

- To consider and approve the remuneration payable to Mr. Sidharth Rath (DIN: 00682901), Managing Director & CEO of the Bank.
- To approve issuance of debt securities on private placement basis

You are requested to kindly take the above on record.

This is for your information and appropriate dissemination.

Thanking You,

Yours faithfully,
For **SBM Bank (India) Limited**

Hitesh Gundigara
Company Secretary

Encl.: As above

NOTICE

NOTICE is hereby given that the Ninth Extra-Ordinary General Meeting of the members of SBM Bank (India) Limited (the “Bank”) will be held on Wednesday, November 23, 2022 at 11:30 am. (IST) at a Shorter Notice at 306-A, The Capital, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051 to transact the following Special business:

SPECIAL BUSINESS:

- 1) To consider and approve the remuneration payable to Mr. Sidharth Rath (DIN: 00682901), Managing Director & CEO of the Bank**

To consider and thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the relevant provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act and Section 35B and other applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”), in this regard, from time to time and such other approvals, permissions and sanctions of such authorities and/or agencies as obtained in this regard and in accordance with the provisions of the Articles of Association of the Bank, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Bank, approval of the Members be and is hereby accorded for the payment of variable pay to Mr. Sidharth Rath, Managing Director & CEO for the performance calendar year 2021 of INR 1,25,00,000/- and payment of remuneration by way of salary, allowances and perquisites to Mr. Sidharth Rath (DIN: 00682901) as the Managing Director & CEO of the Bank with effect from January 1, 2022, detailed as under:

Particulars	Compensation details p. a. (INR)
Basic Pay	1,14,00,000
House Rent Allowance	57,00,000
Medical Reimbursement	15,000
Special Allowance	76,63,100
Total Fixed Compensation	2,47,78,100
Perquisites	
Free use of Bank’s car for (i) Official purpose	Yes
(ii) Private purpose on compensating the bank the suitable amount	Yes
Retiral benefits	

Provident Fund (PF) (Banks contribution) As per PF Act	13,68,000
Gratuity as per Gratuity Act	Gratuity as may be in force from time to time
Medical benefits	Medical Insurance for self and dependents as per Bank's
Other benefits	Group Term Life Insurance, Group Personal Accident insurance Club Membership
Leave travel allowance	11,87,500
National Pension Scheme (NPS)	11,40,000
Meal Allowance	26,400
Total Fixed Pay (including Perquisites)	28,500,000

RESOLVED FURTHER THAT any Director and / or Company Secretary of the Bank be and are hereby authorized to do all such actions, deeds and things as may be required including the filing of necessary e-forms / documents / applications etc. with the Registrar of the Companies and / or any other regulatory authorities and to do all such acts, deeds, matters and things as may be required thereto in order to give effect to the above resolution.”

2) To approve issuance of debt securities on private placement basis

To consider and thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder; the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Banking Regulation Act, 1949 and the rules, circulars, directions and guidelines issued by the Reserve Bank of India (“RBI”) and/or the Securities and Exchange Board of India in this regard, from time to time; all other relevant provisions of applicable law(s) (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force); the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as “the Board” and which term shall be deemed to include any Committee or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013) for borrowing/raising funds denominated in Indian rupees or any other permitted foreign currency by issuance of debt securities including but not limited to long term bonds, green bonds, non-convertible debentures, perpetual debt instruments, notes and Tier II Capital Bonds or such other debt securities, in domestic and/or overseas market as may be permitted under RBI guidelines from time to time, and/or for making offers and/or invitations thereof and/or issue(s)/issuances and/or allotment of securities thereof, on private placement basis, for a period of one year from the date of passing of this resolution, in one or more tranches and/or series and under one or more shelf disclosure documents and/or one or more letters of offer and on such terms and conditions for each series /

tranches, including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board, as per the structure and within the limits permitted by the RBI of an amount not exceeding Rs. 125 Crores, within the overall borrowing limits of the Bank.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, things, matters, as may be necessary and expedient and to delegate all or any of its powers conferred herein to any Committee or any director(s) or officer(s) of the Bank for giving effect to this resolution."

**By Order of the Board of Directors
SBM Bank (India) Limited**

**Place: Mumbai
Date: November 7, 2022**


**Hitesh Gundigara
Company Secretary
(ACS: 28246)**

Registered Office:
101, Raheja Centre,
Free Press Journal Marg,
Nariman Point, Mumbai – 400 021
CIN: U65999MH2017FLC293229

Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning Item above is annexed hereto.
2. A MEMBER, AS ON THE DATE OF THE EXTRAORDINARY GENERAL MEETING, IS ENTITLED TO ATTEND AND VOTE AT THE MEETING AND IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. The instrument appointing a Proxy, to be effective, must be duly filled, stamped and signed and must reach the Bank's Registered Office not later than 48 hours before the commencement of the Meeting.

5. Corporate members are requested to send, to the registered office of the Bank, a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the general meeting.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Bank during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days, up to and including the date of the Extra Ordinary General meeting of the Bank.
7. Members are requested to accord their consent pursuant to section 101 of the Companies Act, 2013, for holding this Extraordinary General Meeting at a shorter notice. The form for providing the same is enclosed.

By Order of the Board of Directors

Place: Mumbai
Date: November 7, 2022

SBM Bank (India) Limited



Hitesh Gundigara
Company Secretary
(ACS: 28246)

Explanatory statement annexed to the Notice Pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

To consider and approve the remuneration payable to Mr. Sidharth Rath (DIN: 00682901), Managing Director & CEO of the Bank

RBI vide its letter dated August 30, 2021 had approved re-appointment of Mr. Sidharth Rath as the Managing Director & CEO of SBM Bank (India) Limited (the "Bank"). Further, RBI vide its letter January 10, 2022 has also conveyed its approval for the remuneration as under:

- (i) Adjustment in fixed pay to INR 2,50,00,000 p.a including perquisites for Mr. Sidharth Rath, MD&CEO, for the calendar year 2021.
- (ii) Target variable pay of INR 1,25,00,000 of Mr. Sidharth Rath, MD&CEO for performance year 2021. The actual variable pay will be approved by RBI after review of performance on completion of the review period

The Nomination and Remuneration Committee (the "Committee") at its Meeting held on February 17, 2022 and the Board of Directors at its meeting held on February 22, 2022 had reviewed and noted the RBI letter dated January 10, 2022 and recommended the payment of fixed pay and variable pay as detailed above. Accordingly, an Extra-Ordinary General Meeting was held on March 30, 2022 and approval of shareholders was sought for re-appointment of Mr. Siddharth Rath as the Managing Director & CEO of the Bank along with a fixed pay of INR 2,50,00,000 p.a. including perquisites payable to him for the calendar year 2021. The actual variable pay would be subject to the approval of RBI.

Further, the Committee also reviewed the performance of the Managing Director & CEO for the calendar year 2021 and recommended to the Board for 14% increment in the remuneration for the calendar year 2022 based on the performance rating assigned to Managing Director & CEO. However, the Committee noted that the same would be subject to approval from Reserve Bank of India (RBI) and shareholder's of the Bank.

RBI vide its letter dated October 14, 2022 approved the revision in remuneration as under:

- (i) Revision in fixed pay INR 2,85,00,000 including perquisites w.e.f. January 1, 2022
- (ii) Actual Variable pay of INR 1,25,00,000 for performance period 2021 (January to December)

For Variable pay for the year 2022 (January to December), RBI has advised the bank to submit actual variable pay after completion of performance year.

The Board at its meeting on November 7, 2022 took note of the approval received from RBI on October 14, 2022 and subsequently seek shareholder's approval to give effect to the said letter.

It is hereby confirmed that the Bank has not committed any default in payment of dues for a continuous period of 30 days to any bank or public financial institution or any secured creditor in the preceding financial year and in the current financial year.

Pursuant to Clause (iv) of Section II of Schedule V of the Companies Act, 2013, details are as under:

I.	General Information																	
(1)	Nature of Industry:	The Bank is engaged in providing Banking and Financial Services as a Banking Company governed by the Banking Regulation Act, 1949.																
(2)	Date or expected date of commencement of commercial production	Not Applicable																
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																
(4)	Financial Performance based on given indicators	(Amount in INR. '000)																
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>Year ended 31st March 2022</th> <th>Year ended 31st March 2021</th> <th>Year ended 31st March 2020</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>51,31,756</td> <td>31,52,492</td> <td>19,50,408</td> </tr> <tr> <td>Profit / (Loss)</td> <td>1,63,062</td> <td>1,86,544</td> <td>19,036</td> </tr> <tr> <td>Net worth</td> <td>69,20,828</td> <td>57,57,766</td> <td>55,71,322</td> </tr> </tbody> </table>	Particulars	Year ended 31 st March 2022	Year ended 31 st March 2021	Year ended 31 st March 2020	Total Income	51,31,756	31,52,492	19,50,408	Profit / (Loss)	1,63,062	1,86,544	19,036	Net worth	69,20,828	57,57,766	55,71,322
		Particulars	Year ended 31 st March 2022	Year ended 31 st March 2021	Year ended 31 st March 2020													
		Total Income	51,31,756	31,52,492	19,50,408													
		Profit / (Loss)	1,63,062	1,86,544	19,036													
Net worth	69,20,828	57,57,766	55,71,322															
(5)	Foreign Investments or collaborations, if any	Not Applicable. The Bank is the wholly owned subsidiary of SBM (Bank) Holdings Limited, Mauritius.																
II.	Information about the appointee																	

(1)	Background details:	<p>Mr. Sidharth Rath, aged 53 years, is a banker with over 30 years of experience in the financial sector and various verticals in the banking space. He has the experience of building robust business in the banking space with emphasis on reliability, customer centricity and observance of best practices. He has worked as Group Executive (Head Corporate, Transaction & International Banking) in Axis Bank. He had worked at various positions in Axis Bank i.e. Treasurer & President Transaction banking, President Corporate Banking, Financial Advisory, Head Capital Markets etc.</p> <p>He is a B. Com (Hons) graduate and Post graduate Diploma in Management, with majors in Finance & Marketing.</p>
(2)	Past Remuneration:	<p>The remuneration drawn by Mr. Sidharth Rath, Managing Director and CEO wef November 12, 2018 is INR 25.00 Mn per annum wef January 1, 2020 is INR 25.00 Mn per annum wef January 1, 2021 is INR 25.00 Mn per annum</p>
(3)	Recognition or awards:	<p>Before joining SBM Bank (India) Limited, Mr Rath was the Group Executive and Head of Corporate, Transaction and International Banking at Axis Bank. He has headed multiple businesses and product groups which include Client Coverage and Relationship for Corporates, Financial Institutions and Governments, Global Markets, Asset- Liability Management, Trade & Transaction Banking and Capital Markets. He played an instrumental role in setting up Corporate & Project Advisory Services, Capital Markets and the Investment Banking businesses for Axis Bank. He had been a member of various committees of SEBI, NSE Clearing Ltd. and others, in the past.</p>
(4)	Job Profile and his suitability	<p>As the Managing Director & CEO, Mr. Sidharth Rath is entrusted to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Further as mentioned above, Mr. Sidharth Rath is a banker with over 30 years of experience in the financial sector.</p>
(5)	Remuneration proposed	<p>INR 28.5 Mn (Total Fixed pay including perquisites) per annum for calendar year 2022 and variable pay of INR 1.25 MN for calendar year 2021</p>

(6)	Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering the responsibility shouldered by Mr. Rath of the enhanced business activities of the Bank, proposed remuneration is commensurate with the Industry Standards. As per the Market data, the mean works out to INR 30.6 Mn, whereas, the remuneration proposed (fixed) for Mr. Sidharth Rath, MD & CEO is INR 28.5 Mn per annum and the variable pay as approved by RBI.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any	None, Except for the remuneration drawn in the capacity of the MD & CEO of the Bank.
III.	Other Information	
(1)	Reasons of loss or inadequate profits	The Bank commenced its operation under Wholly Owned Subsidiary (WOS) model with effect from 1 st December 2018.
(2)	Steps taken or proposed to be taken for improvement	SBM Bank India, is the first bank in India to get a universal banking license from the Reserve Bank of India through the wholly owned subsidiary mode, Mr Sidharth Rath have set- up the business of the Bank along with the systems, processes, technology, infrastructure, and the core team to commence operations in the last three years. He is instrumental in building a diversified liability base, judiciously building an asset portfolio which is spread across various customer segments and sectors, positioning the Bank to offer niche and innovative, technology driven, value-added services to cater to a wide range of customers' banking requirements and carving out a finest financial institution.
(3)	Expected increase in productivity and profit in measurable terms	As against Net Profit of INR 19 Mn in FY 20, the Bank has booked a Net Profit of INR 186 Mn in FY 21 and INR 163 Mn in FY 22.

Certain additional Information about Mr. Sidharth Rath is as under:

Number of meetings of the Board attended during the year FY 2022-23 (upto November 7, 2022)	4 (Four)
Directorships held in other companies, firms, trusts, entities, etc	None
Memberships / chairmanships of committees of the Boards of other companies	None

Number of shares held in the Bank	NIL
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Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of the members is being sought by way of a Special Resolution.

None of the directors, except Mr. Sidharth Rath, MD & CEO, is interested in the resolution.

Item No. 2:

To approve issuance of debt securities on private placement basis

The Board of Directors of the Bank at its Meeting held on November 7, 2022 had approved the proposal of issuance of debt securities on private placement basis subject to the approval of the Members of the Bank. Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribes that a company can make private placement of securities subject to the condition that such subscription of securities has been previously approved by the shareholders of the company, by a special resolution, for each of the offers or invitations.

In view of the above, the approval of the Members is being sought to enable the Bank to borrow/raise funds, if deemed appropriate by the Bank, denominated in Indian rupees or any other permitted foreign currency by offering/issuance of long term bonds, non-convertible debentures, perpetual debt instruments and Tier II Capital Bonds or such other debt securities as may be permitted under RBI guidelines from time to time, on a private placement basis, for an amount not exceeding INR 125 crores.

The proposed issuance is within the overall borrowing limits of INR 2000 Crores approved by the Shareholders under Section 180(1)(c) of the Companies Act, 2013 at the Annual General Meeting held on July 21, 2022.

None of the directors and the Key Managerial Personnel of the Bank and their respective relatives are concerned or interested in the resolution.

**By Order of the Board of Directors
SBM Bank (India) Limited**

Place: Mumbai

Date: November 7, 2022



**Hitesh Gundigara
Company Secretary
(ACS: 28246)**

**Proxy Form
MGT-11**

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

**SBM Bank (India) Limited
CIN : U65999MH2017FLC293229**

Registered office: 101, Raheja Centre, 1st Floor, Free Press Journal Marg, Nariman Point, Mumbai -21

9th Extra Ordinary General Meeting on November 23, 2022 at 11:30 am (IST)

Name of the member (s)

Registered Address

E-mail Id

Folio No./ Client Id

DP ID

I/We, being the member (s) of the Shares of the above-named company, hereby appoint

Name : E-mail :

Address :

..... Signature : _____

Or failing him/her

Name : E-mail :

Address :

..... Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Extra Ordinary General Meeting of the Bank, to be held on _____ at _____ am (IST) at 306-A, The Capital, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 51 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution
Special Business
1. To consider and approve the remuneration payable to Mr. Sidharth Rath (DIN: 00682901), Managing Director & CEO of the Bank.
2. To approve issuance of Debt Securities on Private Placement Basis.

Signed this day of2022.

Affix revenue stamp of Rs. 1/-

.....
Signature of member

.....
Signature of proxy holder (s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Bank, not less than 48 hours before the commencement of the Meeting; It is optional to indicate your preference. 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.*



Attendance Slip

SBM Bank (India) Limited
CIN: U65999MH2017FLC293229

Registered office: 101, Raheja Centre, 1st Floor, Free Press Journal Marg, Nariman Point, Mumbai - 400 021

9th Extra Ordinary General Meeting dated November 23, 2022

Registered Folio no./ DPID no./Client ID no.

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Number of Shares held

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I certify that I am a member / proxy of the member of the Company.

I hereby record my presence at the 9th Extra Ordinary General Meeting of the Bank on _____,
_____ at _____ hours [IST] at **306-A, The Capital, G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 51**

.....

Name of the member/ proxy
(in BLOCK letters)

.....

Signature of member/ proxy

Note: Please fill up this attendance slip and hand it over at the meeting.