



## SBM Bank (India) Ltd.

### Notice

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**NOTICE** is hereby given that third annual general meeting of the members of SBM Bank (India) Limited (the "**Company**") will be held on Monday 27<sup>th</sup> July 2020 at 11a.m. (IST) at 101 Raheja Centre, 1<sup>st</sup> Floor, Free Press Journal Marg, Nariman Point, Mumbai - 400021 to transact the following business:

**ORDINARY BUSINESS:**

- 1 To consider and adopt the audited financial statement of the Company for financial year ended on March 31<sup>st</sup>, 2020 together with Report of the Board of Directors' and Auditors' thereon.
- 2 To appoint Statutory Auditors of the Bank and fix their remuneration.
- 3 To appoint a director in place of Mr. Andrew Bainbridge(DIN-08143450)who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

- 4 To take note of appointment of Mr. Andrew Bainbridge as Part-Time Chairman subject to RBI Approval.

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

"**RESOLVED THAT** the appointment of Mr. Andrew Philip Bainbridge (DIN - 08143450) as the Part-time Chairman of the bank, as approved by the Nomination and Remuneration Committee and the Board, pursuant to the applicable provisions of the Companies Act, 2013, and applicable provisions of Banking Regulation Act, 1949 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in the force in the Acts)subject to the approval by the RBI, and which will run concurrent to the period of his directorship in the Board, i.e. till 28th February 2022,with effect from the date as approved by RBI, on remuneration by way of sitting fees for attending meetings of the Board or Committee thereof, on the terms and conditions as approved by RBI, be and is hereby noted."

**By Order of the Board of Directors**

**SBM Bank (India) Limited**

**Sd/-**

**Company Secretary**

Date – 29<sup>th</sup> June 2020

Place – Mumbai

**Registered Office:**

101, Raheja Centre,

Free Press Journal Marg,

Nariman Point, Mumbai – 400 021

CIN: U65999MH2017FLC293229

## Notes

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The statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning Item above is annexed hereto.

A MEMBER, AS ON THE DATE OF THE ANNUAL 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.

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.

At the ensuing Annual General Meeting Mr. Andrew Bainbridge(DIN-08143450) retires by rotation and being eligible,offers himself for re-appointment.

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.

Corporate members are requested to send, to the registered office of the Company, 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.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company 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 annual general meeting of the Company.

**By Order of the Board of Directors**

**SBM Bank (India) Limited**

**Sd/-**

**Company Secretary**

Date – 29<sup>th</sup> June 2020

Place – Mumbai

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

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## Item No. 4:

The members are informed that as per extant Banking Regulation and the RBI WOS Framework, bank is required to appoint a Part-time Chairman (Non-executive) on the Board of the Bank.

Mr. Azim Currimjee, who was the Part Time Chairman of the Bank, resigned with effect from 12<sup>th</sup> March 2020.

To comply with the provisions of Banking Regulation Act, 1949 and WOS framework, the Holding Company, SBM Holdings Ltd., in its meeting held on 18<sup>th</sup> May 2020, has nominated Mr. Andrew Philip Bainbridge, (DIN:08143450) a Non-executive Director, to be designated as the Part Time Chairman of the Bank and his appointment as Part Time Chairman will run concurrent to the period of his directorship in the Board of SBM Bank (India) Ltd. i.e till 28<sup>th</sup> February 2022. Mr. Bainbridge was appointed as a Non-Executive Director on 1<sup>st</sup> March 2019 for the period of 3 years.

In this regard, as recommended by the Nomination and Remuneration Committee, the Board approved the appointment of Mr. Andrew Philip Bainbridge (DIN:08143450) as "Part-time Chairman" after considering the Fit & Proper, in its meeting dated 6<sup>th</sup> June 2020, subject to approval of RBI, on remuneration by way of sittings fees for attending the Board and Committee meetings. His appointment as Part Time Chairman will run concurrent to the period of his directorship in the Board of SBM Bank (India) Ltd. i.e till 28<sup>th</sup> February 2022.

The members are informed that prior approval of RBI shall be taken by making an application under Section 35B read with 10B (1A) (i) of the Banking Regulation Act, 1949.



# 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]

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

**Registered office:**

101, Raheja Centre, 1<sup>st</sup> Floor, Free Press Journal Marg, Nariman Point, Mumbai – 400 021.

**3<sup>rd</sup> Annual General Meeting dated 27<sup>th</sup> July 2020.**

<b>Name of the member(s)</b>	<input type="text"/>
<b>Registered Address</b>	<input type="text"/> <input type="text"/>
<b>E-mail Id</b>	<input type="text"/>
<b>Folio No./Client Id</b>	<input type="text"/>
<b>DP ID</b>	<input type="text"/>

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** \_\_\_\_\_

# Proxy Form: MGT-11 (part 2)

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

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 3<sup>rd</sup> Annual General Meeting of the Company, to be held on 27<sup>th</sup> July 2020 at 11 am (IST) at 101, Raheja Centre, 1<sup>st</sup> Floor, Free Press Journal Marg, Nariman Point, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

## Resolution: Ordinary Business

- 1 To consider and adopt the audited financial statement of the Company for financial year ended on March 31<sup>st</sup>, 2020 together with Report of the Board of Directors' and Auditors' thereon;
- 2 To appoint Statutory auditors of the Bank and fix their remuneration.
- 3 To appoint a director in place of Mr. Andrew Bainbridge (DIN-08143450) who retires by rotation and being eligible, offers himself for re-appointment.

## Resolution: Special Business

- 4 To take note of appointment of Mr. Andrew Bainbridge as Part-Time Chairman subject to RBI Approval.

Signed this ..... day of ..... 2020

\_\_\_\_\_  
Signature of member

\_\_\_\_\_  
Signature of proxy holder(s)

Affix  
revenue stamp  
of ₹1/-

### Notes:

This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, 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

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

**Registered office:**

101, Raheja Centre, 1<sup>st</sup> Floor, Free Press Journal Marg, Nariman Point, Mumbai – 400 021.

**3<sup>rd</sup> Annual General Meeting dated 27<sup>th</sup> July 2020.**

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 3<sup>rd</sup> Annual General Meeting of the Company on \_\_\_\_\_, \_\_\_\_\_ at \_\_\_\_\_ hours [IST] **101, Raheja Centre, 1<sup>st</sup> Floor, Free Press Journal Marg, Nariman Point, Mumbai - 400 021.**

\_\_\_\_\_  
**Name of the member /proxy**  
**(in BLOCK letters)**

\_\_\_\_\_  
**Signature of the member /proxy**

**Note:**

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

# Addendum to the notice of Third annual general meeting

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This is an addendum to the Notice of third annual general meeting of the members of SBM Bank (India) Limited (the "Company") to be held on Monday 27<sup>th</sup> July 2020 at 11 a.m. (IST) at 101 Raheja Centre, 1<sup>st</sup> Floor, Free Press Journal Marg, Nariman Point, Mumbai - 400021 to transact the following Special Business:

**To appoint Mr. Abdul Sattar Adam Ali Mamode Hajee Abdoula (DIN: 01724586) as (Non-Executive) Director of the Company.**

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

**"RESOLVED THAT** pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with applicable provisions of the Banking Regulation Act, 1949 and relevant RBI circulars, notifications etc issued from time to time and basis the recommendation of NRC and Board, Mr. Abdul Sattar Adam Ali Mamode Hajee Abdoula (DIN: 01724586), who was appointed as an additional (Non-executive) director of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorized to implement the decision of the shareholders of the Bank and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard."



## Notes

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- 1 The statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business as proposed above to be transacted at the third Annual General Meeting is annexed hereto.
- 2 A brief resume of a Director as mentioned above is annexed hereto.
- 3 All the notes and processes set out for and applicable for the ensuing Third Annual General Meeting shall mutatis-mutandis apply to the resolution proposed in this Addendum to the Notice of AGM.

**By Order of the Board of Directors**  
**SBM Bank (India) Limited**  
Sd/-  
**Company Secretary**

Date - 16<sup>th</sup> July 2020  
Place - Mumbai





## **Explanatory statement - pursuant to Section 102 of the companies act, 2013**

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The Members are informed that Mr. Abdul Sattar Adam Ali Mamode Hajee Abdoula was appointed as Additional Non-executive director by the Board on 9<sup>th</sup> July 2020 and pursuant to Section 161 of the Act, his appointment is subject to shareholders' approval.

Since, presence of the aforementioned Director, who is also SBM Group Chairman, is desirable on the Board and would be beneficial and in the interest of the Bank, it is therefore required to recommend the above resolution for adoption by the members.

A brief profile of the Director is enclosed herewith.



# Curriculum Vitae

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Surname : Hajee Abdoula  
Forename : Sattar

Address : 2 Remy Ollier Avenue, Phoenix

Telephone : 698 4567 (home)  
: 467 3001 (Office)  
: 5 258 0977 (Mobile)

Date of Birth : 11<sup>th</sup> June 1959  
Marital status : Married

## **Profile and Work Experience**

Mr. Sattar Hajee Abdoula is the CEO of a leading accounting firm in Mauritius. He has over 35 years of professional experience and acts as advisor to many large corporates. He specialises in transaction services and has led large transactions in various sectors, both locally and internationally. Sattar has been also involved in high profile insolvency cases and is one of the leading insolvency practitioners in Mauritius.

Sattar has advised the Government of Ghana in determining the framework for the creation of the Ghana International Financial Services Centre.

Sattar is well known for being an innovative and strategic thinker and his extensive professional experience as well as broad international exposure will surely be of value to the Board.

## **Qualifications**

Mr. Hajee Abdoula is a Fellow of the Institute of Chartered Accountants in England and Wales (FCA, ICAEW). He is a member of the Mauritius Institute of Professional Accountants and INSOL International, an international association of restructuring and insolvency professionals.

## **Others**

He holds an Auditor's License from the Financial Reporting Council of Mauritius, an Insolvency Practitioner's License of Mauritius, and the ICAEW Insolvency and Practicing Licenses.

## **Membership of Board and Committees**

Sattar has also for many years been involved in the global business sector and has acted as Director on various boards of companies. He has also advised clients on structuring and tax matters.

Sattar has been a Non-Executive Director and Chairman of Audit Committee of a UK FTSE 100 company at the time of its listing on the UK stock exchange.