

NOTICE

NOTICE is hereby given that Fifth Annual General Meeting of the members of SBM Bank (India) Limited (the "Company") will be held on Thursday, 21st July 2022 at 01:30 pm. (IST) at a Shorter Notice at 306-A, The Capital, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai- 400051 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, 2022 together with Report of the Board of Directors' and Auditors' thereon.
- 2) To appoint a director in place of Mr. Raoul Gufflet (DIN-09194722) who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To reappoint M/s K S Aiyar & Co., Chartered Accountants as Statutory Auditors and fix their remuneration and in this regard to consider and thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, provisions of the Banking Regulation Act, 1949 (including any statutory amendment(s), modification(s), variation or re-enactment(s) thereof for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), from time to time, approval of the Members of the Bank, be and is hereby accorded for the reappointment of M/s K S Aiyar & Co. Chartered Accountants (Firm Registration Number-100186W), as the Statutory Auditors of the Bank for the FY 2022 - 23, to hold office until the conclusion of the Sixth Annual General Meeting of the Bank, at an annual remuneration as mutually decided by the Board and auditor, for the purpose of audit of the Bank's accounts as per the terms and conditions of agreement between them from time to time.

RESOLVED FURTHER THAT the Board of Directors/ Managing Director & CEO, be and are hereby authorized to implement the decision of the shareholders of the Company 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."

SPECIAL BUSINESS:

- 4) **To approve Increase in the Borrowing Powers under Section 180(1) (c) of the Companies Act, 2013.**

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 180(1)(c) and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder and any other applicable laws (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force) and the relevant provisions of the Memorandum of Association and Articles of Association of the Bank, approval of the Members of the Bank be and is hereby accorded to the borrowings by the Bank, from time to time, of all money deemed by them to be requisite or proper for the purpose of carrying on the business of the Bank, provided however, that apart from deposits of money accepted from public in the ordinary course of its business, temporary loans repayable on demand or within six months from the date of the loan, if any, obtained from the Bank’s bankers, the total amount of such borrowings outstanding at any time shall not exceed INR 2000 crore (Rupees Two Thousand crore only) notwithstanding that the money to be borrowed together with the money already borrowed by the Bank will exceed the aggregate of its paid-up share capital, free reserves that is to say, reserves not set apart for any specific purpose.”

“RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

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



**Bhavana Shinde
Company Secretary**

Date : July 1, 2022

Place : Mumbai

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 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.
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. At the ensuing Annual General Meeting Mr. Raoul Gufflet (DIN-01724586) retires by rotation and being eligible, offers himself for re-appointment. The Information about Mr. Raoul Gufflet in terms of Secretarial Standards – 2 is annexed to the Notice.
5. 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.
6. 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.
7. 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.
8. 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
SBM Bank (India) Limited**



**Bhavana Shinde
Company Secretary**

Date : July 1, 2022
Place : Mumbai

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

Item No. 4:

The Shareholders of the Bank at the 4th Annual General Meeting had approved the borrowing limits of INR 1,000 crores under Section 180(1)(c) of the Companies Act, 2013.

To augment the present and future resource requirements of the Bank and the different constituents under borrowing that the Bank proposes to raise mainly from refinancing perspective and to explore the long term objective of meeting the entire PSL requirement through refinancing mode, approval of the Members is being sought for increase in borrowing limits from INR 1,000 crores (Rupees One thousand Crores) to INR 2,000 Crores (Rupees Two Thousand crores), for borrowings together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), by the Bank, from time to time, under Section 180(1)(c) of the Companies Act, 2013 and in accordance with the Articles of Association of the Bank.

The Board of Directors of the Bank at its Meeting held on 11th May 2022 has approved this proposal, subject to the approval of the Members of the Bank by way of Special Resolution, under Section 180(1)(c) of the Companies Act, 2013

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.



Information about Mr. Raoul Gufflet in terms of Secretarial Standards – 2

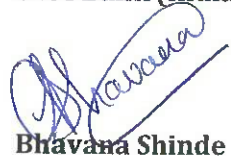
Mr. Raoul Gufflet, aged 53 years, started his career as a strategic consultant, restructuring and corporate advisory at PwC in France, East Europe and in Africa. He has been exposed to several studies with the World Bank and European Bank Reconstruction & Development on financial institutions in both developed and transitional economies. He also has a rich experience in the banking sector in Mauritius. He has spent the last 17 years developing a strong knowledge of corporate and investment banking at a renowned local bank. He has graduated as an economist from the University of Paris La Sorbonne.

Except for the Director whose reappointment retiring by rotation is being proposed in the resolution, none of the Directors, Key Managerial Personnel or their relatives is directly or indirectly concerned or interested in the resolution.

Certain additional Information about Mr. Raoul Gufflet in terms of Secretarial Standards – 2 is as under:

Date of first appointment on the Board	16 th June 2021
Number of meetings of the Board attended during the year	7
Directorships held in other companies, firms, trusts, entities, etc.	(a) SBM (Bank) Holdings Limited, Executive Director & CEO (b) SBM Bank (Mauritius) Limited, Non Executive Director (c) SBM Bank (Kenya) Limited, Non Executive Director (d) Banque SBM Madagascar, Non Executive Director
Memberships / chairmanships of committees of the Boards of other companies	None
Number of shares held in the Bank	NIL
Terms and conditions of appointment or re-appointment including remuneration	Mr. Raoul Gufflet is a Non Executive Director does not draw any remuneration / sitting fees from SBM Bank (India) Limited.

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



**Bhavana Shinde
Company Secretary**

Date : July 1, 2022

Place : Mumbai

**Consent by Members for Shorter Notice
(Pursuant to Section 101(1) of the Companies Act, 2013)**

To,
The Board of Directors
SBM Bank (India) Limited
101, Raheja Centre,
Free Press Journal Marg,
Nariman Point, Mumbai – 400 021

Dear Sirs,

I, _____ shareholder of SBM Bank (India) Limited hereby give my consent pursuant to Section 101(1) of the Companies Act, 2013 for transacting the business mentioned in the Notice of the 5th Annual General Meeting of the members to be held on Thursday, 21st July 2022 at a shorter notice.

For _____

Signature :

Name :

Designation :

Date:

Place:

**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 – 400 021

5th Annual General Meeting on 21st July 2022

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 5th Annual General Meeting of the Company, to be held on 21st July 2022 at 01:30 pm (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:

Resoluti on Number	Resolution
Ordinary business	
1.	To consider and adopt the audited financial statement of the Company for financial year ended on March 31, 2022 together with Report of the Board of Directors' and Auditors' thereon;

2.	To appoint a director in place of Mr. Raoul Gufflet (DIN-09194722) who retires by rotation and being eligible, offers himself for re-appointment.
3.	To appoint Statutory auditors of the Bank and fix their remuneration.
Special Business	
4.	To approve the increase in Borrowing Powers under Section 180(1) (c) of the Companies Act, 2013.

Signed this day of2022.

Affix revenue stamp of Rs. 1/-

.....
Signature of member

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

Notes:

1. *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

SBM Bank (India) Limited

CIN : U65999MH2017FLC293229

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

5th Annual General Meeting dated 21st July 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 5th Annual General Meeting of the Company on _____, _____
at _____ hours [IST] **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.