



# SBI Global Factors Ltd.

## NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (No. 1/ 2017-18) of the Members of the Company will be held on Thursday, March 15, 2018 at 04.00 p.m. at State Bank of India, State Bank Bhavan, Corporate Centre, 10<sup>th</sup> Floor, 'Kalinga' Meeting Room, Madame Cama Road, Nariman Point, Mumbai – 400 021 to transact the following business :

### SPECIAL BUSINESS

1. To consider and re-appoint Smt. Bharati Rao (Director Identification Number ('DIN') : 01892516) as an Independent Director of the Company for a further period of three years with effect from March 30, 2018

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rule(s) framed thereunder read with Schedule IV of the Companies Act, 2013 and the respective provisions of the Articles of Association of the Company, Smt. Bharati Rao (DIN : 01892516), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company (not liable to retire by rotation), for a period of three years with effect from March 30, 2018."

By the Order of the Board

A handwritten signature in black ink, appearing to read 'Amita Joshi'.

Amita Joshi

Company Secretary and Compliance Officer

Place : Mumbai

Dated : February 01, 2018

### Notes:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. The enclosed Proxy form, if intended to be used, should be returned duly filled, stamped and authenticated at the Registered Office of the Company not less than 48 hours before the scheduled time of the Meeting.
4. Shareholding Banks are requested to submit the Letters of Representation (with Name(s) and Designation(s) of the respective Authorised Representative(s)/ Official(s) of the Bank to be duly filled therein) for attending the Meeting, at the Registered Office of the Company, not less than 48 hours before the scheduled time of the Meeting.
5. Route-map to the Venue of the Meeting is provided at the end of the Notice.

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**SBI Global Factors Ltd.**

## A STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

## Item No. 1

Equity Shareholders of the Company, at their Extraordinary General Meeting held on March 30, 2015, *inter alia* considered and appointed Smt. Bharati Rao (Director Identification Number ('DIN') : 01892516) as an Independent Director of the Company for a period of three years from March 30, 2015.

Tenure of Smt. Rao expires as at the end of business on March 29, 2018.

State Bank of India has, vide its Letter Ref. A&S/BDP/3031, approved the re-appointment/ re-induction of Smt. Bharati Rao as an Independent Director under Sections 149(10) and 149(11) of the Companies Act, 2013 on the Board of Directors of the Company for a further period of 3 years with effect from March 30, 2018.

Schedule IV of the Companies Act, 2013 stipulates that the appointment of Independent Director(s) of the Company shall be approved at the meeting of the Shareholders.

Consequently, the Nomination and Remuneration Committee and the Board of Directors of the Company, at its Meetings held on February 01, 2018, *inter alia* considered, approved and recommended to Equity Shareholders of the Company, the re-appointment of Smt. Bharati Rao (DIN : 01892516) as an Independent Director of the Company for a further period of three years with effect from March 30, 2018.

Smt. Bharati Rao will not be liable to retire by rotation during this period.

Smt. Rao has submitted the declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Smt. Rao fulfills conditions specified in the Companies Act, 2013 and the Rules framed thereunder for the appointment as an Independent Director, and she is independent of the management.

Brief profile of Smt. Bharati Rao is given below :

Smt. Bharati Rao is M.A. (Economics). She has over 8 years of experience as a Director of SBI Global Factors Limited (formerly Global Trade Finance Limited).

Other details of Smt. Bharati Rao, have been given in an annexure attached.

Smt. Bharati Rao is concerned or interested in the Resolution of the accompanying Notice relating to her own appointment.

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Details of Smt. Bharati Rao seeking Re-appointment at the  
Extraordinary General Meeting

Particulars	Smt. Bharati Rao
Date of Birth	15/10/1948
Date of Appointment	30/03/2015
Qualifications	M.A. (Economics)
Experience in specific functional areas	Over 8 Years
Directorships held in other Companies (excluding foreign Companies)	1. SBI Capital Markets Limited (Director) 2. SBICAP Securities Limited (Director) 3. Neuland Laboratories Limited (Director) 4. Cholamandalam Investment and Finance Company Limited (Director) 5. Carborandum Universal Limited (Director) 6. Tata Teleservices Limited (Director) 7. Delphi-TVS Diesel Systems Limited (Director) 8. Wheels India Limited (Director) 9. Can Fin Homes Limited (Director)
Memberships/ Chairmanships of Committees of other Companies	Nil
Number of Shares held in the Company	Nil



## SBI Global Factors Limited

Registered office: 06<sup>th</sup> Floor, Metropolitan Building Bandra-Kurla Complex, Bandra (East),  
Mumbai- 400 051 T. Nos. : +91 22 30440300, +91 22 66946000 Fax Nos. : +91 22 66946098-99  
Email : [contact@sbiglobal.in](mailto:contact@sbiglobal.in) Website : [www.sbiglobal.com](http://www.sbiglobal.com) CIN: U65929MH2001PLC131203

### Proxy form

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

Name of the member (s): _____
Registered address: _____
E-mail Id: _____
Folio No/ Client Id: _____
DP ID: _____

I/We, being the member (s) of SBI Global Factors Limited holding .....shares of the above named company, hereby appoint

1. Name: .....  
Address: .....  
E-mail Id: .....

Signature:....., or failing him

2. Name: .....  
Address: .....  
E-mail Id: .....

Signature:....., or failing him

3. Name: .....  
Address: .....  
E-mail Id: .....

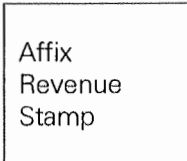
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on the Thursday, March 15, 2018 at 04.00 p.m. at State Bank of India, State Bank Bhavan, Corporate Centre, 10<sup>th</sup> Floor, 'Kalinga' Meeting Room, Madame Cama Road, Nariman Point, Mumbai - 400 021, and at any adjournment thereof in respect of such resolution as is indicated below :

Resolution No. :

1. To consider and re-appoint Smt. Bharati Rao (Director Identification Number ('DIN') : 01892516) as an Independent Director of the Company for a further period of three years with effect from March 30, 2018

Signed this ..... day of.....2018

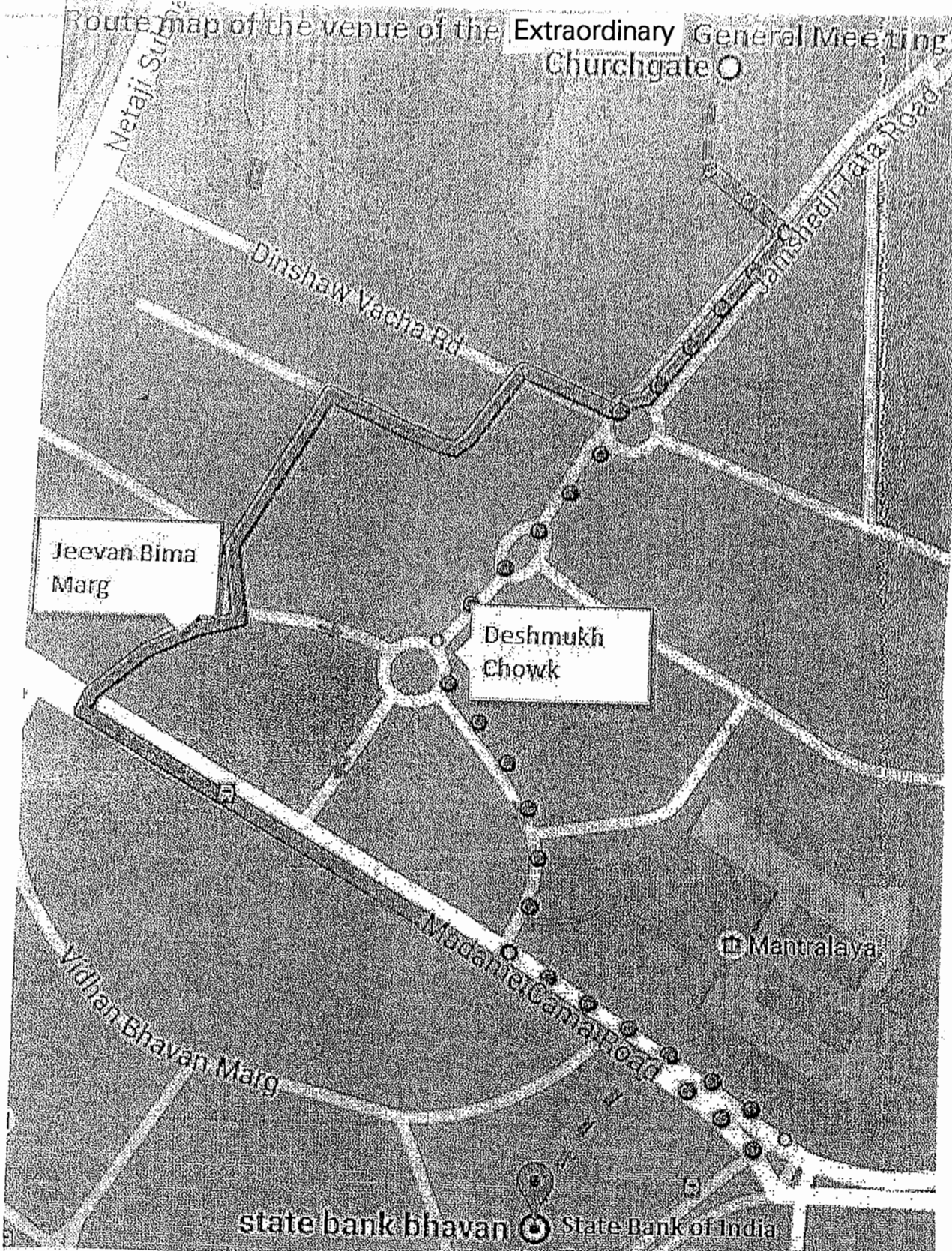


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Signature of Shareholder

(i) ..... (ii) ..... (iii) .....  
Signature of Proxy holder(s)

**Note:** 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

Route map of the venue of the Extraordinary General Meeting  
Churchgate



state bank bhavan State Bank of India  
Corporate Center, Madam Cama  
Road, Nariman Point,  
Mumbai - 400021

Landmark : Near Vidhan Bhavan