

NOTICE

NOTICE is hereby given that the Twenty-second Annual General Meeting of the Members of the Company will be held **through Video Conferencing** on Tuesday, September 26, 2023 at 04:00 P.M at the Registered office of SBI Global Factors Limited, 06th Floor, The Metropolitan Building, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss for the Financial Year ended on 31st March, 2023 along with the Reports of the Auditors and the Directors thereon, and the Report of the Comptroller and Auditor General of India under Section 143(6)(b) of the Companies Act, 2013.**
2. **To appoint the Statutory Auditors for the Financial Year 2023-24, as directed by the Comptroller & Auditor General of India (C&AG), pursuant to Section 139 and other applicable provision(s) of the Companies Act, 2013, if any.**

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

"RESOLVED THAT in terms of Section 139, 142 and other applicable provisions of the Companies Act, 2013 if any, the Board of the Company be and is hereby authorised to take all steps necessary to give effect to the appointment of Statutory Auditors of the Company for Financial Year 2023-24 who shall be appointed by Comptroller and Auditor General of India, and to fix their remuneration, as per terms and conditions set out by Comptroller and Auditor General of India.

FURTHER RESOLVED THAT the Managing Director & CEO of the Company and / or the Company Secretary & Chief Compliance Officer be and is/are hereby authorised to take such necessary steps as may be required to give effect to the above resolution and to file requisite e-forms / returns with the Ministry of Corporate Affairs."

SPECIAL BUSINESS:

3. Appointment of Shri. Debangshu Munshi (DIN:10242136) as Nominee Director on the Board 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 the provisions of Sections 152 and other applicable sections of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force) and the applicable rules made there under, the appointment of Shri. Debangshu Munshi (DIN: 10242136) as Nominee Director on the Board of the Company by way of Nomination by State Bank of India in terms of Section 161 of Companies Act, 2013 and Article 88 of Articles of Association of the Company and not liable for retirement by rotation with effect from September 4, 2023 be and is hereby confirmed.”

FURTHER RESOLVED THAT the Managing Director & CEO and/ or the Company Secretary & Chief Compliance Officer be and is/ are hereby authorised to take such necessary steps as may be required to give effect to the above resolution and to file requisite e-forms / returns with the Ministry of Corporate Affairs and other regulators / authorities.”

4. Appointment of Shri. Sekar Karnam (DIN: 07400094) as Nominee Director on the Board 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 the provisions of Sections 152 and other applicable sections of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force) and the applicable rules made there under, the appointment of Shri. Sekar Karnam (DIN: 07400094) as Nominee Director on the Board of the Company by way of Nomination by State Bank of India in terms of Section 161 of Companies Act, 2013 and Article 88 of Articles of Association of the Company and not liable for retirement by rotation with effect from September 4, 2023 (who is eligible for remuneration for attending Board/ Board Level Committee Meetings) be and is hereby confirmed.”

“FURTHER RESOLVED THAT the Managing Director & CEO and/ or the Company Secretary & Chief Compliance Officer be and is/ are hereby authorised to take such necessary steps as may be required to give effect to the above resolution and to file requisite e-forms / returns with the Ministry of Corporate Affairs and other regulators / authorities.”

5. To consider and approve an Alteration in the Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), and any other law as may be applicable, consent of the Members of the Company be and is hereby accorded for the insertion of the following clause 87 (1) in the Articles of Association of the Company:

- 87 (1) Notwithstanding anything contained in these Articles, on occurrence of the events mentioned below, the Debenture Trustee(s) shall have a right but not an obligation, to nominate 1 (one) person as their nominee on the Board of the Company, in accordance with the applicable laws and subject to the agreement in that regard between Debenture Trustee(s) and the Company:
- i. two consecutive defaults in payment of interest to the debenture holders; or
 - ii. default in creation of security for debentures; or
 - iii. default in redemption of the debentures; or
 - iv. any other event as may be prescribed by Securities and Exchange Board of India.

The Board shall appoint such persons as directors of the Company as nominated by the Debenture Trustee(s), as nominee directors in accordance with the provisions of these articles.

The Nominee Director appointed under this clause shall not be liable to retire by rotation.

Debenture Trustee(s) as mentioned above may remove Nominee Director so appointed at any time and in case of cessation of office of such Nominee Director, by reasons of death or resignation or any other reasons whatsoever, nominate any other person to fill up the vacancy. Such nomination for appointment or withdrawal of nomination shall be made in writing to the Company.

RESOLVED FURTHER THAT the Chief Financial Officer or Company Secretary and Chief Compliance Officer of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

By the Order of the Board

**Sd/-
Neha Shenoy
Company Secretary and Chief Compliance Officer**

Place: Mumbai

Date: 04th September, 2023

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business under Item No. 3 to 5 set out in the Notice is annexed hereto.
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. The Register of Members and Share Transfer Books of the Company will remain closed from September 20, 2023 to September 26 2023 (both days inclusive).
5. The details as required under the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), in respect of the Director seeking appointment at this General Meeting as under Item Nos 3 & 4 of the Notice, is annexed hereto.
6. The attendance of the Members attending the Annual General Meeting through Video Conferencing (VC) will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The video conferencing facility allows two-way conferencing and members can pose questions concurrently during the Meeting. The video/audio experience will be dependent of the Internet bandwidth/connectivity for the user.
8. Annual General Meeting has been convened through Video Conferencing (VC) in compliance with applicable provisions of Companies Act, 2013 read with MCA Circular's.
9. All documents referred to in the accompanying Notice and the Explanatory Statement have been sent along with this Notice to the registered email addresses of the persons entitled to attend the Meeting and shall also be available electronically on request by sending an email to CS@sbiglobal.in.

AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No: 3

Appointment of Shri. Debangshu Munshi (DIN:10242136) as Nominee Director on the Board of the Company.

State Bank of India has, vide their letter Ref. No. A&S/NBS/LTJ/360 dated 09th August, 2023 advised the Company about the nomination of Shri. Debangshu Munshi (DIN:10242136) as Nominee Director of State Bank of India on the Board of SBI Global Factors Limited. The Nomination and Remuneration Committee and the Board in their meetings held on September 1, 2023 and September 4, 2023 respectively have considered and approved appointment of (DIN:10242136) as additional Director (Nominee Director) on the Board of the Company whose tenure is concluding on ensuing General Meeting.

The other details of Shri. Debangshu Munshi whose appointment is proposed at Item No.3 of the accompanying Notice, are as below:

Date of Birth (Age)	19/09/1965
Date of Appointment	04 th September, 2023
Qualifications	M.A
Experience in specific functional areas	Banking & Finance
Directorships held in other Companies (excluding foreign Companies)	(Nominee Director in following Companies: 1. SBI General Insurance Company Limited 2. SBI Cards and Payment Services Limited 3. SBI Payment Services Private Limited) 4. C-Edge Technologies Limited 5. SBI SG Global Securities Services Private Limited 6. SBICAP Securities Limited
Memberships/ Chairmanships of Committees of other Companies	N.A
Number of Shares held in the Company	NIL

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nominee Director of State Bank of India
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None of the Directors/ KMPs and their relatives are interested in the above mentioned resolution except Shri. Debangshu Munshi. .

Item No: 4

Appointment of Shri. Sekar Karnam (DIN: 07400094) as Nominee Director on the Board of the Company.

State Bank of India has, vide their letter Ref. No. A&S/NBS/LTJ/374 dated 09th August, 2023 advised the Company about the nomination of Shri. Sekar Karnam as Nominee Director of State Bank of India on the Board of SBI Global Factors Limited. The Nomination and Remuneration Committee and the Board in their meetings held on September 1, 2023 and September 4, 2023 respectively have considered and approved appointment of (DIN: 07400094) as additional Director (Nominee Director) on the Board of the Company whose tenure is concluding on ensuing General Meeting.

other details of Shri. Debangshu Munshi whose appointment is proposed at Item No.3 of the accompanying Notice, are as below:

Date of Birth (Age)	01/07/1960
Date of Appointment	04 th September, 2023
Qualifications	Bsc. (Ag) CAIIB
Experience in specific functional areas	Banking & Non Banking
Directorships held in other Companies (excluding foreign Companies)	1. Ugro Capital Limited 2. National Asset Reconstruction Company Limited 3. Incred Financial Services Limited 4. Incred Holdings Limited 5. Incred Prime Finance Limited
Memberships/ Chairmanships of Committees of other Companies	N.A
Number of Shares held in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nominee Director of State Bank of India

None of the Directors/ KMPs and their relatives are interested in the above mentioned resolution except Shri. Sekar Karnam .

Item No: 5

To consider and approve Alteration in the Articles of Association of the Company

Securities and Exchange Board of India vide its notification number SEBI/LAD- NRO/GN/2023/119 dated February 2, 2023 ("SEBI Notification"), amended the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulation"). Pursuant to the amendment(s), "If an issuer is a company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors."

Further, in case Articles of Association (AOA) of a issuer company whose debt securities are already listed on the date of SEBI Notification does not contain a provision for appointing a Nominee Director by Debenture Trustee then such issuer company should amend their AOA on or before September 30, 2023, to comply with the provisions of the SEBI NCS Regulations.

The Company has issued the debt securities under SEBI NCS Regulations and accordingly, the AOA of the Company should be amended to incorporate the said provisions with respect to appointment of Nominee Director by the Debenture Trustee in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

Pursuant to Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, It shall be the duty of every debenture trustee to appoint a nominee director on the Board of the company in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

Pursuant to section 14 of the Companies Act, 2013 alteration of Articles of Association of the Company requires approval of the members of the Company.

Accordingly, the Board of Directors of the Company vide its resolution dated 04th September, 2023, had inter alia, approved the insertion of a new clause 87(1) in the Articles of Association of the Company, subject to the approval of the member of the Company by way of special resolution.

The draft of the amended AOA of the Company is available for inspection by the members in accordance with the applicable provisions of the Companies Act, 2013.

Your Directors recommend the resolutions set out at Item no 5 for approval of the Members by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel, Promoter of the Company and their relatives thereof is in anyway concerned or interested financially or otherwise in the proposed resolution.

By the Order of the Board

**Sd/-
Neha Shenoy
Company Secretary and Chief Compliance Officer**

Place: Mumbai

Date: 04th September, 2023

Route Map and Prominent Landmark of Annual General Meeting Venue and Attendance Slip

In view of the circumstances due to COVID-19 pandemic prevailing in the country and other contagious diseases, Ministry of Corporate Affairs, Government of India ('MCA') vide its General Circular No. 02/2022 dated May 05, 2022, had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meeting (SS-2) dated April 15, 2020, the Company will hold the Annual General Meeting through Video Conferencing (VC), without the physical presence of the Members, at Board Room, SBI Global Factors Limited, 06th Floor, The Metropolitan Building, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. In view of the directions from MCA, the Meeting is being convened through VC and physical presence of the Members are not required at the venue and that the proceedings of the Annual General Meeting shall be deemed to made at this venue.