SBI FUNDS INTERNATIONAL (IFSC) LIMITED

NOTICE OF 1ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the First (1st) Annual General Meeting of the members of SBI Funds International (IFSC) Limited will be held through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') as scheduled below:

MEETING DAY : THURSDAY

DATE : SEPTEMBER 25, 2025

TIME : 12.00 NOON

The Agenda for the Meeting will be as under: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial year ended March 31, 2025, together with the Directors' Report and Auditors' Report thereon along with comments received from Comptroller and Auditor General of India.

2. To authorize the Board of Directors to fix the remuneration of the auditor, to be appointed by the Comptroller and Auditor General of India under Section 139(5) read with section 142 of the Companies Act, 2013 for financial year 2025-26.

SPECIAL BUSINESS:

3. **To appoint Mr. Krishnamurthy Vijayan (DIN: 00589406) as an Independent Director of the Company:**

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

   "***RESOLVED THAT*** pursuant to the provisions of section 152 & 161(1) and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the IFSCA (Fund Management) Regulations, 2025 and other applicable laws, and Articles of Association of the Company, Mr. Krishnamurthy Vijayan (DIN: 00589406), who was appointed as an Additional (Independent) Director of the Company with effect from May 30, 2024 by the Board of Directors pursuant to Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of three years w.e.f. May 30, 2024."

   "RESOLVED FURTHER THAT any of the Director(s) and/or the Chief Executive Officer and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and comply with all other requirements in this regard."

4. **To appoint Mr. Navdeep Singh Suri (DIN: 08775385) as an Independent Director of the Company:**

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

"***RESOLVED THAT*** pursuant to the provisions of section 152 & 161(1) and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the IFSCA (Fund Management) Regulations, 2025 and other applicable laws, and Articles of Association of the Company, Mr. Navdeep Singh Suri (DIN: 08775385), who was appointed as an Additional (Independent) Director of the Company with effect from May 30, 2024 by the Board of Directors pursuant to Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of three years w.e.f. May 30, 2024."

"RESOLVED FURTHER THAT any of the Director(s) and/or the Chief Executive Officer and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and comply with all other requirements in this regard."

5. **To appoint Mr. Nand Kishore (DIN: 10237736) as the Director of the Company:**

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

"***RESOLVED THAT*** pursuant to the provisions of section 152 & 161(1) and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the IFSCA (Fund Management) Regulations, 2025 and other applicable laws, and Articles of Association of the Company, Mr. Nand Kishore (DIN:10237736), who was appointed as an Additional (Associate) Director of the Company with effect from November 27, 2024 by the Board of Directors pursuant to Section 161 of the Act, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT any of the Director(s) and/or the Chief Executive Officer and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and comply with all other requirements in this regard."

BY THE ORDER OF THE BOARD
SBI FUNDS INTERNATIONAL (IFSC) LIMITED

Sd/-
SANTOSH SIDIRI
COMPANY SECRETARY
MEMBERSHIP NO.: A44988

Place : Mumbai
Date : September 02, 2025

Registered Office: Unit No. 209 Signature Building, 2nd Floor, Block No.13B, Gift City, Gandhi Nagar, Gandhinagar, Gujarat, India, 382355 | E-mail: secretarial@sbifundsgift.com | www.sbifunds.com | Contact: +91 (0)79-68320700 | CIN: U64990GJ2024PLC148409.

NOTES:

1. The Ministry of Corporate Affairs (MCA) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder followed by General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (AGM) through VC / OVAM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (‘Act’) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, and the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members is not available for this AGM and hence the Proxy Form is not annexed to this Notice.

3. Pursuant to Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting and for participation in the AGM through VC/OAVM Facility during the AGM. Corporate Members (i.e. other than individuals, etc.) intending to send their representatives to attend the AGM through VC/OAVM on its behalf are requested to send authorization / certified copy of the resolution of the Board, etc. to the Company of their representative(s) to attend and vote on their behalf in the AGM through VC/OAVM at the registered office of the Company / by email through its registered email address to secretarial@sbifundsgift.com

4. Since this AGM will be held through VC / OAVM, the attendance slip and the route map are not annexed.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Members seeking any information with regards to the accounts or any other matter to be placed at the AGM, are requested to write to the Company on or before September 11, 2025 through email on secretarial@sbifundsgift.com mentioning the name, folio no./client ID and DP ID, and the documents including registers they wish to inspect.

7. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of the business under Item No. 3, 4 and 5 as set out above is annexed hereto.

8. The Statutory Registers under Companies Act, 2013 shall be available for inspection during the continuance of the Meeting to any person having a right to attend the Meeting.

9. Pursuant to the Ordinance promulgated by the President of India on 21.06.2007 for amendment in State Bank of India Act, the shareholding of Reserve Bank of India in State Bank of India (SBI) was transferred to the Central Government. Therefore, SBI has become a corporation owned and controlled by the Central Government. Consequently, in terms of Section 139(5) of the Companies Act, 2013, all subsidiaries of SBI and all companies, where

SBI holds alongwith other Government Companies more than 51% of the paid-up capital, Section 139(5) of the Companies Act, 2013 shall apply as if it were a Government Company. SBI Funds International (IFSC) Limited is a Wholly Owned Subsidiary of SBI Funds Management Limited. SBI holds 61.91% of paid-up share capital of SBI Funds Management Limited y. Accordingly, as per provisions of the Section 139 read with Section 142 of the Companies Act, 2013, the Auditors of the Company shall be appointed or re-appointed by the Comptroller and Auditor General of India and their remuneration is required to be fixed by the Company in the Annual General Meeting. The Members may authorize the Board to fix up an appropriate remuneration of Auditors for the financial year 2025-26.

10. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

(i) Members will be able to attend the AGM through VC / OVAM on a Microsoft Teams Meeting, the details of which will be sent to the Members through email on the registered email id. Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the company, may get their email IDs registered with the Company by sending an email to secretarial@sbifundsgift.com (email Id), with the following credentials:

i. Name registered as per the records of the company
ii. Folio Number
iii. Email ID to be registered for attending the Meeting

(ii) Facility of joining the AGM through VC / OAVM shall open 15 minutes before and remain open for 15 minutes after the time scheduled for the commencement of the AGM.

(iii) The Members will be allowed to ask questions during the course of the Meeting. The queries can also be given in advance at secretarial@sbifundsgift.com mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to companysecretary@sbimf.com till September 11, 2025 (06:00 p.m. IST).

(iv) Members who need assistance before or during the AGM, can contact the following personnel:

- Mr. Santosh Sidiri
  Email id: secretarial@sbifundsgift.com

(v) The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.

(vi) In line with the aforesaid MCA circulars, the Notice calling the AGM is being sent only through electronic mode to the Members on their email addresses registered with the Company.

EXPLANATORY STATEMENT
[Pursuant to section 102 of the Companies Act 2013]

Item No. 3: To appoint Mr. Krishnamurthy Vijayan (DIN: 00589406) as an Independent Director of the Company:

Mr. Krishnamurthy Vijayan [Age - 63 years, Qualification – B.Com. and M.A. (Ravishankar University); Certificate from NCST on Software Technology was appointed as an Additional Director of the Company with effect from May 30, 2024, by the Board of Directors of the Company. In terms of the provisions of Section 161 (1) of the Companies Act, 2013, he holds office up to the date of First Annual General Meeting of the Company.

Mr. Krishnamurthy Vijayan is a veteran of the Investment industry, having worked in it since 1986 and headed various fund management organization between 2000 and 2021. His last appointment was as the founder CEO of Tamil Nadu Infrastructure Fund Management Corporation Ltd. (TNIFMC), promoted by the Government of Tamil Nadu. TNIFMC was set up to raise funds primarily from international institutional investors for funding the commercially viable infrastructure projects envisaged in the infrastructure masterplan of the State of Tamil Nadu (India). Mr. Vijayan has been a thought leader in the Indian Mutual Fund industry, raising from a probationary officer in UTI in 1986 to the CEO of JM Mutual Fund in 2000 by the age of 37. He later went on to be the Executive Chairman JP Morgan AMC and MD, IDBI AMC. With over 34 years' experience in the mutual fund industry, with over 20 years at the Chief Executive Level, he has been at the forefront of many changes in the industry and was Member AMFI Governing Board, FICCI Capital Market Committee and number of other industry bodies. Between 2011-2019 he served on the Board of SBI Mutual Fund Trustee Company Ltd. as independent director and Chaired the Board between 2015-2019. He has served as an independent director on the Board of Aptus Value Housing Finance India Ltd. (an NBFC in the affordable housing finance segment). He is also advisor to CAMS Ltd., the Cheran Group of Companies, IG3 Infrastructure Ltd. And Angel One Mutual Fund. He is also Chairman of the Industrial Advisory Council, MIDC of the State of Meghalaya. Mr. Vijayan is also active in charity work that support children's causes and two rural schools and an NGO working with tribal children in sports.

Mr. Krishnamurthy Vijayan is the Chairman of the Board of Directors of the Company. He is also the Chairman of the Audit Committee of the Board of Directors. He has attended all the Board Meetings during the financial year 2024-25 since his appointment. He is Chairman of the Audit Committee of the Board of the Company wherein he attended all the meetings held during the financial year 2024-25. He was paid sitting fees of Rs. 2.50 lakhs for attending the meetings of Board and Committee for the FY 2024-25. He does not hold any shares in the Company. He is not related with any other Directors of the Company.

Mr. Krishnamurthy Vijayan is currently serving as a Director on the Board of following Companies:

1. Aban Offshore Limited as an Independent Director
2. KKGE Investments Private Limited as a Director
3. Charioteer Advisors Private Limited as a Director
4. Kanyakumari Green Earth Foundation as a Director

The Directors recommend the resolution for approval of the Members as an Ordinary resolution.

Mr. Krishnamurthy Vijayan and his relatives are deemed to be concerned or interested in the resolution at item no. 3 relating to his appointment.

Item No. 4: To appoint Mr. Navdeep Singh Suri (DIN: 08775385) as an Independent Director of the Company:

Mr. Navdeep Singh Suri [Age - 66 years, Qualification – MSc. Hons Economics; Advanced diploma in Arabic and French] was appointed as an Additional Director of the Company with effect from May 30, 2024 by the Board of Directors of the Company. In terms of the provisions of Section 161 (1) of the Companies Act, 2013, he holds office upto the date of First Annual General Meeting of the Company.

Mr. Navdeep Suri is Distinguished Fellow at the Observer Research Foundation. He is on the Board of several reputed companies and an advisor to several prestigious international organizations. He is also Professor of Eminence at Guru Nanak Dev University in Amritsar.

Mr. Navdeep Suri completed a distinguished 36-year career in the Indian Foreign Service in 2019, having served in India's diplomatic missions in Cairo, Damascus, Washington, Dar es Salaam and London and as India's Consul General in Johannesburg. He was India's High Commissioner to Australia and Ambassador to Egypt and UAE and has been acknowledged for his role in promoting trade and investment links with these countries. In a rare gesture, the President of UAE conferred on him the Order of Zayed II, the country 's second-highest civilian award. His innovative use of social media in public diplomacy in 2010 also received extensive recognition and two prestigious awards.

Mr. Navdeep Suri has learnt Arabic, has a master's degree in economics and is a respected commentator on geopolitical and geoeconomics developments in the Middle East. He has also co-edited the ORF-Global Policy books 'A 2030 Vision for India's Economic Diplomacy,' 'I2U2: Pathways for a new minilateral' and 'IMEC: Towards a new discourse in global connectivity.'

He has attended all the Board Meetings during the financial year 2024-25 since his appointment. He is a member of the Audit Committee of the Board of the Company wherein he attended all the meetings held during the financial year 2024-25. He was paid sitting fees of Rs. 2.50 lakhs for attending the meetings of Board and Committee for the FY 2024-25. He does not hold any shares in the Company. He is not related to any other Directors of the Company.

Mr. Navdeep Suri is currently serving as a Director on the Board of following Companies:

1. Hindustan Infralog Private Limited as a Director
2. One Mobikwik Systems Limited as an Independent Director
3. Hindustan Ports Private Limited as an Independent Director
4. Zaak Epayment Services Private Limited as an Independent Director
5. TCI Sanmar (SAE based in Eqypt) as an Independent Director.

The Directors recommend the resolution for approval of the Members as an Ordinary resolution.

Mr. Navdeep Singh Suri and his relatives are deemed to be concerned or interested in the resolution at item no. 4 relating to his appointment.

Item No. 5: To appoint Mr. Nand Kishore (DIN: 10237736) as Director of the Company:

Mr. Nand Kishore (Age - 59 Years, Qualification: Bachelor of Arts and Certified Associate of Indian Institute of Bankers), was appointed as an Additional Director of the Company with effect from November 27, 2024, by the Board of Directors of the Company. In terms of the provisions of Section 161 (1) of the Companies Act, 2013, he holds office upto the date of First Annual General Meeting of the Company. He is an officer in the rank of Deputy Managing Director of State Bank of India (SBI) and is on deputation to SBI Funds Management Limited since November 06, 2024. He took charge as Managing Director & CEO of SBIFML w.e.f. November 23, 2024.

Mr. Kishore joined SBI as a Probationary Officer in 1990 and has varied experience of 35 years in major banking verticals such as Branch Banking, International Operations, Treasury Operations and Investment Banking, Corporate Banking, and Retail Operations of the Bank. Before his deputation to SBIFML, he was Deputy Managing Director (Global Markets) at SBI, Corporate Centre, Mumbai, where he was responsible for overseeing the bank 's entire treasury operations.

He has attended all the Board Meetings during the financial year 2024-25 since his appointment

Other key assignments held by Mr. Kishore during the last 10 years with SBI are as under:

- Chief General Manager, Bengaluru Circle (May 2021 to June 2023)
- General Manager & Branch Head, Corporate Accounts Group, BKC, Mumbai (June 2019 to May 2021)
- Deputy General Manager (Interest Rate Markets), Global Markets Corporate Centre, Mumbai (January 2017 to June 2019)
- Deputy General Manager & Chief Operating Officer, Corporate Accounts Group, New Delhi (September 2015 to January 2017)
- Assistant General Manager, Treasury Management Group IBG Corporate Centre, Mumbai (July 2012 to September 2015)

He is also Director on the Board of SBI Funds Management Limited and SBI Foundation.

The Directors recommend the resolution for approval of the Members as an Ordinary resolution.

Mr. Nand Kishore and his relatives are deemed to be concerned or interested in the resolution at item no. 5 relating to his appointment.

BY THE ORDER OF THE BOARD
SBI FUNDS INTERNATIONAL (IFSC) LIMITED

Sd/-
SANTOSH SIDIRI
COMPANY SECRETARY
MEMBERSHIP NO.: A44988

Place : Mumbai
Date : September 02, 2025

Registered Office: Unit No. 209 Signature Building, 2nd Floor, Block No.13B, Gift City, Gandhi Nagar, Gandhinagar, Gujarat, India, 382355 | E-mail: secretarial@sbifundsgift.com | www.sbifunds.com | Contact: +91 (0)79-68320700
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