

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Twenty-Fourth (24th) Extra-Ordinary General Meeting of SBI Funds Management Limited ('the Company') will be held through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') as scheduled below:

MEETING DAY : TUESDAY
DATE : DECEMBER 09, 2025
TIME : 4:30 P.M. (IST)

The Agenda for the Meeting will be as under: -

SPECIAL BUSINESS:

Item no. 1: To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under, each as amended, and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of shareholders of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 52,50,00,000 (Rupees Fifty Two Crore Fifty Lakh only) divided into 52,50,00,000 (Fifty Two Crore Fifty Lakh) equity shares of ₹ 1 (Rupee One) each to ₹ 2,10,00,00,000 (Rupees Two Hundred Ten Crores Only) divided into 2,10,00,00,000 (Two Hundred Ten Crores) equity shares of ₹ 1 (Rupee One) each by the creation of additional 1,57,50,00,000 (One Hundred Fifty Seven Crore Fifty Lakh) equity shares of ₹ 1 (Rupee one) each."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the existing Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

"Clause V: The Authorized Share Capital of the Company is ₹ 2,10,00,00,000 (Rupees Two Hundred Ten Crores Only) divided into 2,10,00,00,000 (Two Hundred Ten Crores) Equity Shares of ₹ 1 (Rupee One) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other

special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provision for time being in force in that behalf."

"RESOLVED FURTHER THAT any of the Directors of the Company and / or the Chief Compliance Officer & Company Secretary of the Company be and is hereby severally 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."

Item no. 2: To approve the issuance of Bonus Shares

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as **Ordinary Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (NDI Rules) and applicable Rules & Regulations made by the Reserve Bank of India and in terms of Article 134 of the Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, the consent of the shareholders of the Company be and is hereby accorded for capitalization of a sum of ₹ 1,52,64,95,460 (Rupees One Hundred Fifty Two Crore Sixty Four Lakh Ninety Five Thousand Four Hundred Sixty only) out of the share premium account and free reserve (i.e. general reserve/ retained earnings) in the order of preference for the purpose of issue of bonus equity shares to the existing shareholders of the Company whose names appear in the Register of Members and/ or in the beneficial records of the depositories on the **Record Date**, as may be determined by the Board and/or Share Allotment Committee of the Board in the ratio of 3 (Three) new equity shares for every 1 (One) existing equity shares held by them, and that the bonus shares shall be issued as fully paid-up."

"RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as on the Record Date, and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company."

“RESOLVED FURTHER THAT the options granted under the ‘Employees’ Stock Option Plan 2018’ (“ESOP Scheme”) (as amended from time to time) shall be appropriately adjusted consequent to issue of Bonus Shares.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all necessary steps to give effect to this resolution.”

“RESOLVED FURTHER THAT any of the Directors of the Company and / or the Chief Compliance Officer & Company Secretary of the Company be and is hereby severally 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 MANAGEMENT LIMITED**

sd/-

VINAYA DATAR

**CHIEF COMPLIANCE OFFICER &
COMPANY SECRETARY**

Membership no. ACS - 15527

Place: Mumbai

Date: November 14, 2025

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 ('the Act') 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 extra-ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") permitted the holding of the Extra-ordinary General Meeting (EGM) through VC / OAVM, 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 EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013 a member entitled to attend and vote at the EGM 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 EGM 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 EGM 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 EGM through VC/OAVM Facility during the EGM. Corporate Members (i.e. other than individuals, etc.) intending to send their representatives to attend the EGM 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 EGM through VC/OAVM at the registered office of the Company / by email through its registered email address to companysecretary@sbimf.com and to the Scrutinizer at the email address bhaskar@nlba.in.
4. Since the EGM will be held through VC, the attendance slip and the route map are not annexed.
5. Members attending the EGM 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 any document referred to in this Notice, are requested to write to the Company on or before November 28, 2025 through

email on companysecretary@sbimf.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. 1 and 2 as set out above is annexed hereto.
8. During the EGM, the Statutory Registers under Companies Act, 2013 and all other documents referred to in the notice shall be available for inspection in electronic mode. Members who wish to inspect the registers are requested to write to the Company by sending an e-mail to companysecretary@sbimf.com.
9. The Board of Directors has appointed M/s. NL Bhatia & Associates (Secretarial Auditors of the Company) (Firm's Registration No.: P1996MH055800), as Scrutinizer of the EGM to scrutinize the remote e-voting process before and during the EGM in a fair and transparent manner.

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

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.sbimf.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of non-individual shareholders.

- (i) The voting period begins on Saturday, December 06, 2025 09.00 A.M. (IST) and ends on December 08, 2025 05.00 P.M. (IST). During this period, shareholders of the Company, holding shares as on the cut-off date i.e., November 28, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the e-voting

service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (ii) Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000

Step 2: Access through CDSL e-Voting system in case of non-individual shareholders.

(i) Login method for e-Voting and joining virtual meetings **for non-individual shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) Click on the EVSN related to SBI Funds Management Limited for voting.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
 - (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and/or Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address bhaskar@nlba.in and to the Company at the email address viz; companysecretary@sbimf.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 14 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@sbimf.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 14 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@sbimf.com. These queries will be replied to by the company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. Please update your email id & mobile no. with your respective **Depository Participant (DP)**
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
WITH RESPECT TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA ORDINARY GENERAL
MEETING OF THE COMPANY:**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to special business mentioned in the accompanying notice and should be taken as forming part of this notice.

Item No. 1: To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association

At present the Authorised Share Capital of the Company is ₹ 52,50,00,000/- (Rupees Fifty Two Crores and Fifty Lakhs Only) divided into 52,50,00,000 (Fifty Two Crores and Fifty Lakhs Only) Equity Shares of ₹ 1/- (Rupee One Only) each. The Board of Directors of the Company in its meeting held on November 10, 2025 have recommended the issuance of bonus shares in the ratio of [3:1] [i.e. 3 (Three) fully paid up equity shares for every 1 (One) Equity shares held.] If the resolution for issuance of bonus shares as recommended by the Board; approved by the members of the Company then additional **1,52,64,95,460** paid up equity shares shall be allotted to the members post completion of process of bonus issue. So, the total paid up share capital post bonus issue shall be **₹ 2,03,53,27,280/-** which shall exceed the present Authorised Share Capital of the Company. So, in view of the proposed issuance of bonus shares, the present Authorised Share Capital of the Company need to be increased. Accordingly, the company decided to increase the authorised share capital from **₹ 52,50,00,000/-** to **₹ 2,10,00,00,000** by creation of additional **1,57,50,00,000** (One Hundred Fifty Seven Crore Fifty Lakh) equity shares of ₹ 1/- each. Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from ₹ 52,50,00,000/- to ₹ 2,10,00,00,000. As per the provisions of Sections 13 & 61 and any other applicable provisions of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a Special Resolution.

The Board of Directors recommends the approval of the resolution as a Special Resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its

Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

Item Number 2: To approve the issuance of Bonus Shares

The Board of Directors of the Company, at its meeting held on November 10, 2025, proposed the issue of bonus shares to the existing shareholders of the Company. The proposed issue will be made out of the share premium account and free reserve (i.e. general reserve/ retained earnings) in the order of preference, as per the provisions of Section 63 of the Companies Act, 2013.

The issue of bonus shares will be in the ratio of 3 (Three) new equity shares for every 1(One) existing equity shares held by the shareholders of the Company. These bonus shares will be issued as fully paid-up and will rank pari passu in all respects with the fully paid-up equity shares of the Company as on the Record Date, and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

The bonus issue is being proposed to capitalize the accumulated reserves of the Company and to strengthen the capital base. The bonus shares will not require any cash outflow from the shareholders, as they will be issued out of the reserves.

The Board of Directors recommends the approval of the resolution as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions as set out in the accompanying EGM Notice, except to the extent of issue and allotment of bonus equity shares to them consequent to their shareholding, if any, in the Company.

**BY THE ORDER OF THE BOARD
SBI FUNDS MANAGEMENT LIMITED**

**VINAYA DATAR
CHIEF COMPLIANCE OFFICER &
COMPANY SECRETARY
Membership no. ACS - 15527**

Place: Mumbai

Date: November 14, 2025