

The Listing Department,
BSE Limited,
Phiroje Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400001
BSE SCRIP Code: 500112

The Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, C / 1, 'G' Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
NSE SCRIP Code: SBIN

CC/S&B/AND/2025-26/844

11.02.2026

Madam/ Sir,

Notice of General Meeting of Shareholders of the State Bank of India

In terms of Regulation 4(2)(b), Regulation 44 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Regulation 22 of the State Bank of India General Regulations, 1955, we advise that the General Meeting (GM) of Shareholders of the State Bank of India will be held at **State Bank Auditorium, State Bank Bhavan, Madame Cama Road, Mumbai - 400021 on Friday, the 27th March, 2026 at 03:00 PM**. The Meeting will be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

1. To consider and approve Material Related Party Transactions between State Bank of India and SBI Life Insurance Company Limited.
2. To consider and approve Material Related Party Transactions between State Bank of India and SBI Cards and Payments Services Limited.
3. To consider and approve Material Related Party Transactions between State Bank of India and SBI Payment Services Private Limited.
4. To consider and approve Material Related Party Transactions between State Bank of India and SBI DFHI Limited.
5. To consider and approve Material Related Party Transactions between State Bank of India and SBI (Mauritius) Limited.
6. To consider and approve Material Related Party Transactions between State Bank of India and PT Bank SBI Indonesia.
7. To consider and approve Material Related Party Transactions between State Bank of India and Nepal SBI Bank Limited.
8. To consider and approve Material Related Party Transactions between State Bank of India and Yes Bank Limited.
9. To consider and approve Material Related Party Transactions between SBI Capital Markets Limited and SBI General Insurance Company Limited.

10. To consider and approve Material Related Party Transactions between SBI DFHI Limited and Yes Bank Limited.
11. To consider and approve Material Related Party Transactions between SBI DFHI Limited and Rajasthan Gramin Bank.

Yours faithfully,



(Aruna N. Dak)

DGM (Compliance & Company Secretary)

Encl: A/a



NOTICE

NOTICE is hereby given that the General Meeting of the Shareholders of the State Bank of India will be held at the **State Bank Auditorium, State Bank Bhavan, Madame Cama Road, Mumbai - 400021** on **Friday, the 27th March, 2026** at **03:00 PM**. The Meeting will be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses:

1. To consider and approve Material Related Party Transactions between State Bank of India and SBI Life Insurance Company Limited

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to the Central Board of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include ECCB/ any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), SBI Life Insurance Company Limited (“SBI Life”), a related party of the Bank, for the financial year 2026 -27 whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2026 -27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm's length basis by the Bank:

- i Bank Guarantee Issued on 100% Cash margin, Commission, Exchange and Brokerage;
- ii Commission received by bank for distributing SBI Life Products;

- iii Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing markets rates / yields;
- iv Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable;
- v Investment of debt securities viz. non-convertible debentures/bonds of SBI Life for which Bank may act as an arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations;
- vi Entering into Rupee derivative contracts which include Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc.;
- vii Entering into Repo and Reverse Repo transactions;
- viii Govt. Securities Lending/ Borrowing Transaction;
- ix Sale/ Purchase of Foreign Currency;
- x Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs;
- xi Any other transactions/arrangements entered in the course of normal banking activities (“Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits”);
- xii Payment of Premium in respect of Individual Housing Loan scheme (IHLS) Insurance;
- xiii Receipt of rental as per agreement for use of Bank’s premises;
- xiv Receipt of training cost from company;
- xv Receipt of Royalty for use of Bank’s Logo/Trademark for FY 2025-26;
- xvi Payment of insurance premium to SBI Life Insurance Company Limited (SBILICL) on account of addition of new salary package customers and procurement of new policy;
- xvii any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 of SBI Act, 1955.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

2. To consider and approve Material Related Party Transactions between State Bank of India and SBI Cards and Payments Services Limited

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to the Central Board of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include ECCB/ any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), SBI Cards and Payment Services Limited (“SBI Cards”), a related party of the Bank, for the financial year 2026 -27 whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2026 -27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm's length basis by the Bank:

- i Fund Based Working Capital Limit (With BG Sublimit and CEL Sublimit);
- ii NCD Limit;
- iii Bank Guarantee issued against 100% cash margin;
- iv Interest/Discount on Advances;
- v Commission Exchange and Brokerage;
- vi Commission to be received by bank for distributing SBI Credit Cards;
- vii Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields;
- viii Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable;
- ix Investment of debt securities viz. non-convertible debentures/bonds of SBI Cards & Payment Services Ltd, including proprietary purchases permissible under the applicable rules and regulations;

- x Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc.;
- xi Entering into Repo and Reverse Repo transactions;
- xii Sale/ Purchase of Foreign Currency;
- xiii Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits");
- xiv Receipt of rental as per agreement for Bank's premises;
- xv Receipt of training cost from company;
- xvi Receipt of Royalty for use Bank's Logo/Trademark for FY 2026-27;
- xvii Corporate Credit Card Limit availed by the Bank for official use;
- xviii Sponsor Bank Commission;
- xix. Any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 of SBI Act, 1955.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard."

3. To consider and approve Material Related Party Transactions between State Bank of India and SBI Payment Services Private Limited

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to the Central Board of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include ECCB/ any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of

transactions or otherwise), SBI Payment Services Private Limited (“SBI PAYMENT”), a related party of the Bank, for the financial year 2026 -27 whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2026 -27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm's length basis by the Bank:

- i Unsecured Overdraft Limit;
- ii Bank Guarantee Issued on 100% Cash margin, Commission, Exchange and Brokerage;
- iii. Interest on Advances;
- iv Other Expenditure (MDR Concession);
- v Compensation in respect of Merchant Acquiring Business to SBIPSPL;
- vi. Receipt of training cost from company;
- vii. Receipt of Royalty for use of Bank's Logo/Trademark for FY 2026-27;
- viii. Any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 of SBI Act, 1955.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

4. To consider and approve Material Related Party Transactions between State Bank of India and SBI DFHI Limited

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with

Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to the Central Board of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include ECCB/ any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), SBI DFHI Limited ("SBI DFHI"), a related party of the Bank, for the financial year 2026 -27 whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2026 -27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm's length basis by the Bank:

- i Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields;
- ii Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable;
- iii Investment of debt securities viz. non-convertible debentures/bonds of SBI DFHI Ltd for which Bank may act as an arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations;
- iv Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc.;
- v Entering into Repo and Reverse Repo transactions;
- vi Govt. Securities Lending/ Borrowing Transaction;
- vii Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs;
- viii Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits");
- ix Receipt of rental as per agreement for use of Bank's premises;
- x. Receipt of training cost from company;
- xi. Receipt of Royalty for use of Bank's Logo/Trademark for FY 2026-27;

- xii Any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 of SBI Act, 1955.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

5. To consider and approve Material Related Party Transactions between State Bank of India and SBI (Mauritius) Limited

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to the Central Board of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include ECCB/ any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with SBI (Mauritius) Limited a related party of the Bank, for the financial year 2026-27 whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2026-27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm's length basis by the Bank:

- i Overnight and Term Placements, Transactions in Forex transactions including sale, purchase, swaps, derivative transactions etc., Investment transactions, Placements, Borrowings, Foreign Currency Term Loans, Loans, Letter of Credit, Bank Guarantee/Counter Guarantee, and any other trade related transactions, remittances, interest, exchange, commission, fee etc.;
- ii Transactions including reimbursement of Information Technology and management expenses incurred by the Bank on account of the subsidiary, reimbursement of any expenses incurred in migration of back-office operations etc.;
- iii any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 the State Bank of India Act, 1955.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

6. To consider and approve Material Related Party Transactions between State Bank of India and PT Bank SBI Indonesia

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to the Central Board of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include ECCB/ any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with PT Bank SBI Indonesia (“BSBII”) a related party of the Bank, for the financial year 2026-27 whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as

mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2026-27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm's length basis by the Bank:

- i Overnight and Term Placements, Transactions in Forex transactions including sale, purchase, swaps, derivative transactions etc., Investment transactions, Placements, Borrowings, Foreign Currency Term Loans Letter of Credit, Bank Guarantee/Counter Guarantee, Letter of Comfort and any other trade related transactions, remittances, interest, exchange, commission, fee etc.;
- ii Transactions including reimbursement of Information Technology and management expenses incurred by the Bank on account of the subsidiary, reimbursement of any expenses incurred in migration of back-office operations etc.;
- iii any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 of the State Bank of India Act, 1955.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

7. To consider and approve Material Related Party Transactions between State Bank of India and Nepal SBI Bank Limited

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to the Central Board of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include ECCB/ any Committee

constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with Nepal SBI Bank Limited (“NSBL”) a related party of the Bank, for the financial year 2026-27 whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2026-27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm's length basis by the Bank:

- i Overnight and Term Placements, Transactions in Forex transactions including sale, purchase, swaps, derivative transactions etc., Investment transactions, Placements, Borrowings, Foreign Currency Term Loans, Loans Letter of Credit, Bank Guarantee/Counter Guarantee, and any other trade related transactions, remittances, interest, exchange, commission, fee etc. (such transactions may be originated both ways);
- ii Transactions including reimbursement of Information Technology and management expenses incurred by the Bank on account of the subsidiary under Technical Services Agreement, reimbursement of any expenses incurred in migration of back-office operations etc.;
- iii Reimbursement of cost towards imparting training to the employees of NSBL through our training infrastructure under an Memorandum of Understanding or as per mutually agreed terms;
- iv any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 of the State Bank of India Act, 1955.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

8. To consider and approve Material Related Party Transactions between State Bank of India and Yes Bank Limited

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to the Central Board of the Bank (hereinafter referred to as the "Board", which term shall be deemed to include ECCB/ any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), Yes Bank Limited (“YES BANK”), a related party of the Bank, for the financial year 2026 -27 whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2026 -27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm's length basis by the Bank:

- i. Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields;
- ii. Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable;
- iii. Investment of debt securities viz. non-convertible debentures/bonds of Yes Bank Ltd. including proprietary purchases as permissible under the applicable rules and regulations;
- iv. Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc.;
- v. Entering into Repo and Reverse Repo transactions;
- vi. Govt. Securities Lending/ Borrowing Transaction;
- vii. Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs;

- viii Sale/Purchase of Foreign Currency, Sale and Purchase of Forex Derivatives;
- ix Any other transactions/arrangements entered in the course of normal banking activities (“Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits”);
- x Trade Transactions, Transactions related to money market, trade finance, LC/BG, MRPA, interest, exchange, commission, fee etc.;
- xi Foreign currency Term Loans;
- xii Bank Guarantee issued against Counter-Guarantee of Yes Bank Ltd.;
- xiii Commission Exchange and Brokerage;
- xiv Any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 of SBI Act, 1955.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

9. To consider and approve Material Related Party Transactions between SBI Capital Markets Limited and SBI General Insurance Company Limited

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to SBI Capital Markets Limited, a subsidiary of the Bank, for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with SBI General Insurance Company Limited, a related party of Bank for the financial year 2026 -27, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during

financial year 2026 -27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements (Rs.6,63,343 crore), whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time;

- i Securities Transactions;
- ii Insurance Payment;
- iii Fee Income;
- iv Fee Expenses.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

10. To consider and approve Material Related Party Transactions between SBI DFHI Limited and Yes Bank Limited

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to SBI DFHI Limited, a subsidiary of the Bank, for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with Yes Bank Limited, a related party of Bank for the financial year 2026-27, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2026-27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements (Rs.6,63,343 crore), whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time;

- i Fixed Deposit placed with Yes Bank;
- ii Intraday Limit;
- iii Commitment charges;
- iv Sale of Investments;
- v Purchase of Investments.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

11. To consider and approve Material Related Party Transactions between SBI DFHI Limited and Rajasthan Gramin Bank

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Bank's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the recommendation of the Audit Committee of the Board and the Central Board of the Bank, approval of the Members of the Bank be and is hereby accorded to SBI DFHI Limited, a subsidiary of the Bank, for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with Rajasthan Gramin Bank, a related party of Bank for the financial year 2026-27, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during financial year 2026-27 whether individually and/or in the aggregate, may exceed Rs. 5,000 crore or 10% of the annual consolidated turnover as per the Bank's last audited financial statements (Rs.6,63,343 crore), whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time;

- i Borrowing Overnight/Term Facility;
- ii Sale of Investments;
- iii Purchase of Investments.

RESOLVED FURTHER THAT approval of the Members of the Bank be and is hereby accorded to the Central Board to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Bank / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

Corporate Centre,
State Bank Bhavan,
Madame Cama Road,
Mumbai - 400021
Date: 10.02.2026

Sd/-
(CHALLA SREENIVASULU SETTY)
CHAIRMAN

**GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE
GENERAL MEETING THROUGH VC / OAVM FACILITY AND VOTING
THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING**

1. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated May 05, 2020, and General Circular No. 03/2025 dated September 22, 2025 and all other relevant circulars issued from time to time, physical attendance of the members at the General Meeting (GM) venue is not required. Accordingly, this General Meeting is held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the ensuing General Meeting through VC/OAVM.

The Bank has decided to adopt the guidelines issued by MCA in conducting General Meeting of the Bank. Hence, Shareholders can attend and participate in the ensuing General Meeting through VC / OAVM, which does not require physical presence of shareholders at a common venue. The deemed venue for the meeting shall be State Bank Auditorium, Corporate Centre of the Bank.

2. In view of the VC facility being provided to the shareholders of the Bank, the facility to appoint proxy to attend and cast vote for the shareholders as provided in Regulation 34 of SBI General Regulations, 1955 is not available for this General Meeting. However, the shareholders which are Body Corporates are entitled to appoint authorised representatives as provided in Regulation 32 and 33 of SBI General Regulations, 1955 to attend this General Meeting through VC / OAVM and participate thereat and cast their votes through e-voting.
3. The shareholders can join the General Meeting 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. The facility of participation at the General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the General Meeting without restriction on account of first come first served basis.
4. The attendance of the shareholders attending the General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Regulation 24 of SBI General Regulations, 1955.

5. Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) read with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended), and the MCA Circulars, the Bank is providing facility of remote e-voting to its shareholders in respect of the business to be transacted at the General Meeting. Shareholders will be provided with a facility to attend the General Meeting through video conferencing platform provided by National Securities Depository Limited (NSDL). The facility of casting votes by a member using remote e-voting system as well as voting during General Meeting on 27th March, 2026.
6. In line with the Ministry of Corporate Affairs (MCA) General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 03/2025 dated September 22, 2025, the Notice convening the General Meeting has been uploaded on the website of the Bank at <https://sbi.bank.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice is also available on the website of NSDL (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com
7. General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.
8. In terms of Regulation 7 of SBI General Regulations, 1955, in case of joint holders, the person whose name appears first as per the Register of shareholders of the Bank will be entitled to vote at the General Meeting provided the votes are not already cast through remote e-voting.
9. Members who opt to be present through VC and who do not cast their vote through remote e-voting on a particular resolution will be allowed to vote through e-voting at the General Meeting for that particular resolution.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

- **The remote e-voting period begins on Tuesday, 24th March, 2026 at 10:00 A.M. and ends on Thursday, 26th March, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote is cast by the Shareholder, the shareholder shall not be allowed to change it subsequently.**
- Shareholders of the Bank, holding shares either in physical form or in dematerialised form as on the cut-off date as provided in Regulation 31 of SBI General Regulations, 1955 may cast their vote by remote e-voting.

- Shareholders holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
- The portal will close as aforesaid, and the facility will be disabled immediately upon closure.
- The Bank has appointed M/s Bhandari & Associates, Company Secretaries, as the Scrutiniser to ensure that the e-voting process is conducted in a fair and transparent manner.
- Shareholders acquiring shares between the cut-off date for E-voting and cut-off date for dispatch of the Notice for General Meeting and have registered their e-mail IDs with their respective DP, shall be sent communication, for attending the General Meeting. Voting rights of the shareholders will be determined in terms of Regulation 31 of the SBI General Regulations, 1955.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on

	<p>company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use their existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting

	<p>is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on 'login' & 'New System Myeasi Tab' and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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.</p>
Individual shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e., SBI or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000

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
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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhandariandassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on ‘Upload Board Resolution / Authority Letter’ displayed under ‘e-Voting’ tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre via email at evoting@nsdl.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.seva@sbi.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.seva@sbi.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE GENERAL MEETING ARE AS UNDER:

1. The procedure for e-Voting on the day of the General Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who are eligible to vote and present in the General Meeting 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 in the General Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the General Meeting. However, they will not be eligible to vote at the General Meeting.
4. In case of any grievances connected with the facility for e-Voting on the day of the General Meeting, you may call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre via email at evoting@nsdl.com

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the General Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against Bank name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will

be available in Shareholder/Member login where the EVEN of Bank will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through PC/ laptop for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.seva@sbi.co.in latest by 19.03.2026 by 05:00 PM.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions.

DETERMINATION OF VOTING RIGHTS (REGULATION 31 OF THE SBI GENERAL REGULATIONS, 1955):

1. Subject to the provisions contained in Section 11 of the State Bank of India Act, 1955, each shareholder who has been registered as a shareholder for a period of not less than three months prior to the date of a General Meeting shall, at such meeting, have one vote for each fifty shares held by him or it.
2. Every shareholder other than the Central Government entitled to vote as aforesaid who, not being a company is present in person or by proxy or who being a company is present by a duly authorised representative, or by proxy shall have one vote on a show of hands and in case of a poll shall have one vote for each fifty shares held by him or it for the whole period of three months prior to the date of such meeting. i.e., 26.12.2025.
3. The duly authorized person representing the Central Government shall have one vote on a show of hands and, in case of a poll, shall have one vote for each fifty shares held by it for the whole period of three months prior to the date of such meeting.

The Scrutinizers shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast during the General Meeting, thereafter unblock the votes cast through e-

voting and make, not later than two working days of conclusion of the General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Bank's website <https://sbi.bank.in> and on the website of National Securities Depository Limited (NSDL): <https://www.evoting.nsdl.com/> immediately. The Bank shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Bank are listed.

EXPLANATORY STATEMENT

Item No. 1: To consider and approve Material Related Party Transactions between State Bank of India and SBI Life Insurance Company Limited

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 5,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024 - 25 is Rs.6,63,343 crore. Hence, the materiality threshold of the Bank is Rs. 5000 crore.

In the financial year 2026 -27, the transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations are as below:

Sr.	Type, Material Terms, and Particulars of the proposed transactions	Amount (Rs. in crore)
i	Bank Guarantee Issued on 100% Cash margin, Commission, Exchange and Brokerage	50.00
ii	Commission received by bank for distributing SBI Life Products	3,200.00
iii	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing markets rates / yields	11,000.00
iv	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	
v	Investment of debt securities viz. non-convertible debentures/bonds of SBI Life for which Bank may act as an arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations	
vi	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
vii	Entering into Repo and Reverse Repo transactions	
viii	Govt. Securities Lending/ Borrowing Transaction	
ix	Sale/ Purchase of Foreign Currency	
x	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs	

xi	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"	
xii	Payment of Premium in respect of Individual Housing Loan scheme (IHLS) Insurance.	180.00
xiii	Receipt of rental as per agreement for use of Bank's premises	0.06
xiv	Receipt of training cost from company	0.25
xv	Receipt of Royalty for use of Bank's Logo/Trademark for FY 2025-26	100.00
xvi	Payment of insurance premium to SBI Life Insurance Company Limited (SBILICL) on account of addition of new salary package customers and procurement of new policy	2,500.00 (plus GST)
Total		17,030.31

Other transactions:

There are other transactions/arrangements with SBI Life Insurance Company Limited ("SBI Life") as given under Section 32 or 33 of SBI Act, 1955 which may include transaction any other transaction executed with the Bank, in the ordinary course of Bank's business.

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/ licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of the Bank.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the "Board" which term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with SBI Life Insurance Company Limited ("SBI Life"), whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by the Bank with SBI Life Insurance Company Limited ("SBI Life") in the financial year 2026-27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of the Bank's business. The relevant certificates relating to the related party transactions have been reviewed by the Audit Committee of the Board.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding in the Bank and/or in any of the entities mentioned above, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 1.

Accordingly, the Central Board has recommended the ordinary resolution set out at Item No. 1 of the Notice for the approval of members.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”. As per the aforesaid circular, information in prescribed format is placed below:

Part A		
Sr.	Particulars	Details*
A(1). Basic details of the related party		
1.	Name of the related party	SBI Life Insurance Company Limited (“SBI Life”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Life Insurance
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole 	Subsidiary <ul style="list-style-type: none"> SBI holds 55.34 % equity stake in SBI Life Insurance Company Limited as on 31.12.2025 Not Applicable

	<p>proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</p> <ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<ul style="list-style-type: none"> Not Applicable
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A(3). Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.		
	Sr.	Nature of Transactions	FY 2024-2025 (Rs. in Cr)
	1	Premium Paid	355.00
	2	Interest / Discount Income	75.44
	3	Profit / (Loss) on Investments	15.88
	4	Gain / (Loss) on Change in fair value of FRA	7.20
	5	Other income	0.90
	7	Rent and related income for Premises	.06
	8	Commission Income	2,013.93
	9	Staff Training Income	0.01
	10	Bank Charges	9.79
	11	Royalty income	48.27
	12	Benefits/Claims paid	102.96
	13	Investments: Sale	382.09
	14	Investments: Purchase	1,538.71
	15	Margin Money Paid	60.98
	16	Margin Money Received	59.12
		Total	4,670.34
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. - Rs.1707.50 crore		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. - No Default		
A(4). Amount of the proposed transaction(s)			
1.	Amount of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:		

Sr.	Types/Material Terms/Particulars of Transactions	Amount (Rs. in Cr)
i	Bank Guarantee Issued on 100% Cash margin, Commission, Exchange and Brokerage	50.00
ii	Commission received by bank for distributing SBI Life Products	3,200.00
iii	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing markets rates / yields	11,000.00
iv	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	
v	Investment of debt securities viz. non-convertible debentures/bonds of SBI Life for which Bank may act as an arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations	
vi	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
vii	Entering into Repo and Reverse Repo transactions	
viii	Govt. Securities Lending/ Borrowing Transaction	
ix	Sale/ Purchase of Foreign Currency	
x.	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs	
xi	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits")	
xii	Payment of Premium in respect of Individual Housing Loan scheme (IHLS) Insurance.	180.00
xiii	Receipt of rental as per agreement for use of Bank's premises	0.06
xiv	Receipt of training cost from company	0.25
xv	Receipt of Royalty for use of Bank's Logo/Trademark for FY 2025-26	100.00

	xvi	Payment of insurance premium to SBI Life Insurance Company Limited (SBILICL) on account of addition of new salary package customers and procurement of new policy	2,500.00 (plus GST)								
		Total	17,030.31								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?		Yes								
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year		2.57%								
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)		Not Applicable								
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.		14.40%								
6.	Financial performance of the related party for the immediately preceding financial year:										
		<table><tr><th>Particulars</th><th>FY 2024-2025 (Rs. in Cr)</th></tr><tr><td>Turnover</td><td>1,18,235.00</td></tr><tr><td>Profit After Tax</td><td>2,413.00</td></tr><tr><td>Net worth</td><td>16,981.00</td></tr></table>	Particulars	FY 2024-2025 (Rs. in Cr)	Turnover	1,18,235.00	Profit After Tax	2,413.00	Net worth	16,981.00	
Particulars	FY 2024-2025 (Rs. in Cr)										
Turnover	1,18,235.00										
Profit After Tax	2,413.00										
Net worth	16,981.00										
A (5). Basic details of the proposed transaction											
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.):										
	Sr. Types/Material Terms/Particulars of Transactions										
	i Bank Guarantee Issued on 100% Cash margin, Commission, Exchange and Brokerage										
	ii Commission received by bank for distributing SBI Life Products										
	iii Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing markets rates / yields										
	iv Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable										

	<div><div>v</div><div>Investment of debt securities viz. non-convertible debentures/bonds of SBI Life for which Bank may act as an arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations</div></div> <div><div>vi</div><div>Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc</div></div> <div><div>vii</div><div>Entering into Repo and Reverse Repo transactions</div></div> <div><div>viii</div><div>Govt. Securities Lending/ Borrowing Transaction</div></div> <div><div>ix</div><div>Sale/ Purchase of Foreign Currency</div></div> <div><div>x</div><div>Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs</div></div> <div><div>xi</div><div>Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"</div></div> <div><div>xii</div><div>Payment of Premium in respect of Individual Housing Loan scheme (IHLS) Insurance.</div></div> <div><div>xiii</div><div>Receipt of rental as per agreement for use of Bank’s premises</div></div> <div><div>xiv</div><div>Receipt of training cost from company</div></div> <div><div>xv</div><div>Receipt of Royalty for use of Bank’s Logo/Trademark for FY 2025-26</div></div> <div><div>xvi</div><div>Payment of insurance premium to SBI Life Insurance Company Limited (SBILICL) on account of addition of new salary package customers and procurement of new policy</div></div>																
2.	<div>Details of each type of the proposed transaction:</div> <table><tr><th>Sr.</th><th>Types/Material Terms/Particulars of Transactions</th><th>Amount (Rs. in Cr)</th></tr><tr><td>i</td><td>Bank Guarantee Issued on 100% Cash margin, Commission, Exchange and Brokerage</td><td>50.00</td></tr><tr><td>ii</td><td>Commission received by bank for distributing SBI Life Products</td><td>3,200.00</td></tr><tr><td>iii</td><td>Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing markets rates / yields</td><td rowspan="3">11,000.00</td></tr><tr><td>iv</td><td>Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable</td></tr><tr><td>v</td><td>Investment of debt securities viz. non-convertible debentures/bonds of SBI Life for which Bank may act as an</td></tr></table>	Sr.	Types/Material Terms/Particulars of Transactions	Amount (Rs. in Cr)	i	Bank Guarantee Issued on 100% Cash margin, Commission, Exchange and Brokerage	50.00	ii	Commission received by bank for distributing SBI Life Products	3,200.00	iii	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing markets rates / yields	11,000.00	iv	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	v	Investment of debt securities viz. non-convertible debentures/bonds of SBI Life for which Bank may act as an
Sr.	Types/Material Terms/Particulars of Transactions	Amount (Rs. in Cr)															
i	Bank Guarantee Issued on 100% Cash margin, Commission, Exchange and Brokerage	50.00															
ii	Commission received by bank for distributing SBI Life Products	3,200.00															
iii	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing markets rates / yields	11,000.00															
iv	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable																
v	Investment of debt securities viz. non-convertible debentures/bonds of SBI Life for which Bank may act as an																

	arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations	
vi	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
vii	Entering into Repo and Reverse Repo transactions	
viii	Govt. Securities Lending/ Borrowing Transaction	
ix	Sale/ Purchase of Foreign Currency	
x	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs	
xi	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"	
xii	Payment of Premium in respect of Individual Housing Loan scheme (IHLS) Insurance.	180.00
xiii	Receipt of rental as per agreement for use of Bank's premises	0.06
xiv	Receipt of training cost from company	0.25
xv	Receipt of Royalty for use of Bank's Logo/Trademark for FY 2025-26	100.00
xvi	Payment of insurance premium to SBI Life Insurance Company Limited (SBILICL) on account of addition of new salary package customers and procurement of new policy	2,500.00 (plus GST)
	Total	17,030.31
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity: <ul style="list-style-type: none"> All the aforesaid transactions are undertaken pursuant to specific approvals held by the Bank and are in furtherance of the business activities and are therefore in the interest of the Bank. SBI distributes SBI Life products through its branches in ordinary course of business and receives commission. Commission received for distributing SBI Life products adds to the other income of the Bank. Also, commission received by Bank for 	

	<p>distribution of SBI Life products is as per IRDAI regulation “Expenses of Management, including Commission, of Insurers Regulations, 2024” and board approved policy of the SBI Life Insurance Co. Ltd.</p> <ul style="list-style-type: none"> • Procurement of insurance policy for offering insurance benefits as a feature of our salary package products, to stay competitive in the market. • The criteria for calculation of Royalty, in terms of the Policy for Using L/T is commonly applicable to all NBS and is consistent with the past practices and customs. These transactions are part of the ordinary course of business and there is no reason for any undue advantages to both NBS and the Bank. • The proposed RPTs will add to the Topline growth as well as profitability of the Bank. 	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not Applicable
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

Part B		
Sr.	Particulars	Details*
B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Competitive bid
2.	Basis of determination of price.	Competitive bid
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B (2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
Not Applicable		
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
Not Applicable		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	a) Rationale for giving guarantee, surety, indemnity or comfort letter	Bank Guarantees against 100% cash margin are issued in favour of various statutory / Government/ Tax/ Other agencies in the normal course of business.
	b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Bank Guarantee is issued as part of sanctioned limit or against 100% cash margin.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	As per BG issued and outstanding at the material time
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		
B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		

B (7). Disclosure only in case of transactions relating to payment of royalty		
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	
	a. For use of brand name / trademark	100%
	b. For transfer of technology know-how	NIL
	c. For professional fee, corporate management fee or any other fee	NIL
	d. Any other use (specify)	NIL
2.	<p>a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>b) If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount 	Not Applicable
3.	Sunset Clause for Royalty payment, if any.	Not Applicable

Part C		
Sr.	Particulars	Details*
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	CRISIL AAA,
2.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p>	<p>NIL</p> <p>No</p> <p>No</p>

	<p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>No</p> <p>No</p>
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
Not Applicable		
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	CRISIL AAA,
2.	Details of solvency status and going concern status of the related party during the last three financial years:	Not Applicable
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	As per BG issued and outstanding at the material time

4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	NIL
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		
C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
C(6). Disclosure only in case of transactions relating to payment of royalty		
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years.	
	FY 2023-2024	34.41
	FY 2024-2025	37.88
	FY 2025-2026	48.27
2.	Purpose for which royalty was paid to the related party during the last three financial years.	
	a. For use of brand name / trademark	100%
	b. For transfer of technology know-how	Nil
	c. For professional fee, corporate management fee or any other fee	Nil

	d. Any other use (specify)		Nil		
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs				
	FY 2023-2024		2%		
	FY 2024-2025		2%		
	FY 2025-2026		2%		
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.				
	Name of the Related Party	Royalty (Increased in FY'26 compared to FY'24)	Turnover (Increased in FY'25 compared to FY'23)		PAT (Increased in FY'25 compared to FY'23)
	SBI Life Insurance Co. Ltd	40.28	43.50		40.21
5.	Peer Comparison:				
	Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period: Not Available				
		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3
	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount
	Royalty paid as a % of net profits over the last 3 years	Not Available			
	Annual growth rate of Turnover over last 3 years				

*No Comments by the Audit Committee of the Board ('ACB').

Item No. 2: To consider and approve Material Related Party Transactions between State Bank of India and SBI Cards and Payments Services Limited

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the

transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 5,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024 - 25 is Rs.6,63,343 crore. Hence, the materiality threshold of the Bank is Rs. 5000 crore.

In the financial year 2026 -27, the transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations are as below:

Sr.	Type, Material Terms, and Particulars of the proposed Transactions	Amount (Rs. in crore)
i	Fund Based Working Capital Limit (With BG Sublimit and CEL Sublimit)	28,000.00
ii	NCD Limit	3,000.00
iii	Bank Guarantee issued against 100% cash margin	0.50
iv	Interest/Discount on Advances	2,250.00
v	Commission Exchange and Brokerage	0.10
vi	Commission to be received by bank for distributing SBI Credit Cards	400.00
vii	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields	3,000.00
viii	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	
ix	Investment of debt securities viz. non-convertible debentures/bonds of SBI Cards & Payment Services Ltd, including proprietary purchases permissible under the applicable rules and regulations	
x	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
xi	Entering into Repo and Reverse Repo transactions	
xii	Sale/ Purchase of Foreign Currency	
xiii	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"	
xiv	Receipt of rental as per agreement for Bank's premises	0.03
xv	Receipt of training cost from company	0.20

xvi	Receipt of Royalty for use Bank's Logo/Trademark for FY 2026-27	100.00
xvii	Corporate Credit Card Limit availed by the Bank for official use	100.00
xviii	Sponsor Bank Commission	15.00
Total		36,865.83

Other transactions:

There are other transactions/arrangements with SBI Cards and Payment Services Limited ("SBI Cards") as given under Section 32 or 33 of SBI Act, 1955 which may include transaction any other transaction executed with the Bank, in the ordinary course of Bank's business.

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/ licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of the Bank.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the "Board" which term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with SBI Cards and Payment Services Limited ("SBI Cards"), whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by the Bank with SBI Cards and Payment Services Limited ("SBI Cards") in the financial year 2026-27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of the Bank's business. The relevant certificates relating to the related party transactions have been reviewed by the Audit Committee of the Board.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding in the Bank and/or in any of the entities mentioned above, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 2.

Accordingly, the Central Board has recommended the ordinary resolution set out at Item No. 2 of the Notice for the approval of members.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”. As per the aforesaid circular, information in prescribed format is placed below:

Part A		
Sr.	Particulars	Details*
A(1). Basic details of the related party		
1.	Name of the related party	SBI Cards and Payment Services Limited (“SBI Cards”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Credit Cards Business
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of 	Subsidiary <ul style="list-style-type: none"> SBI holds 68.58% equity stake in SBI Cards and Payment Services Limited as on 31.12.2025 Not Applicable Not Applicable

	transaction involving the subsidiary).	
A(3). Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	
	S. No.	Nature of Transactions
		FY 2024-2025 (Rs. in Cr.)
	1.	Others
	2.	Cost allocations received
	3.	Fees and commission, bank charges
	4.	Royalty Income
	5.	Lease Rental
	6.	Borrowings
	7.	Loans & Advances
		Total
		36.42
		4.64
		196.39
		38.33
		0.03
		23,000.00
		0.76
		23,276.57
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. - Rs.2311.04 crore	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. - No Default	
A(4). Amount of the proposed transaction(s)		
1.	Amount of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:	
	Sr	Types/Material Terms/Particulars of Transactions
		Amount (Rs. in Cr.)
	i	Fund Based Working Capital Limit (With BG Sublimit and CEL Sublimit)
	ii	NCD Limit
	iii	Bank Guarantee issued against 100% cash margin
	iv.	Interest/Discount on Advances
	v	Commission Exchange and Brokerage
	v	Commission to be received by bank for distributing SBI Credit Cards
	vi	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields
	vii	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable
		28,000.00
		3,000.00
		0.50
		2,250.00
		0.10
		400.00
		3,000.00

	viii	Investment of debt securities viz. non-convertible debentures/bonds of SBI Cards & Payment Services Ltd, including proprietary purchases permissible under the applicable rules and regulations	
	ix	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
	x	Entering into Repo and Reverse Repo transactions	
	xi	Sale/ Purchase of Foreign Currency	
	xii	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"	
	xiii	Receipt of rental as per agreement for Bank's premises	0.03
	xiv.	Receipt of training cost from company	0.20
	xv.	Receipt of Royalty for use Bank's Logo/Trademark for FY 2025-26	100.00
	xvi.	Corporate Credit Card Limit availed by the Bank for official use	100.00
	xvii.	Sponsor Bank Commission	15.00
		Total	36,865.83
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?		Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year		5.56%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)		Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.		197.81%

6.	Financial performance of the related party for the immediately preceding financial year:																																						
	<table> <tr> <th>Particulars</th><th>FY 2024-2025 (Rs. in Cr.)</th></tr> <tr> <td>Turnover</td><td>18,637.00</td></tr> <tr> <td>Profit After Tax</td><td>1,916.00</td></tr> <tr> <td>Net worth</td><td>13,782.00</td></tr> </table>	Particulars	FY 2024-2025 (Rs. in Cr.)	Turnover	18,637.00	Profit After Tax	1,916.00	Net worth	13,782.00																														
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A (5). Basic details of the proposed transaction																																							
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.):																																						
	<table> <tr> <th>Sr.</th><th>Types/Material Terms/Particulars of Transactions</th></tr> <tr> <td>i</td><td>Fund Based Working Capital Limit (With BG Sublimit and CEL Sublimit)</td></tr> <tr> <td>ii</td><td>NCD Limit</td></tr> <tr> <td>iii</td><td>Bank Guarantee issued against 100% cash margin</td></tr> <tr> <td>iv</td><td>Interest/Discount on Advances</td></tr> <tr> <td>v</td><td>Commission Exchange and Brokerage</td></tr> <tr> <td>v</td><td>Commission to be received by bank for distributing SBI Credit Cards</td></tr> <tr> <td>vi</td><td>Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields</td></tr> <tr> <td>vii</td><td>Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable</td></tr> <tr> <td>viii</td><td>Investment of debt securities viz. non-convertible debentures/bonds of SBI Cards & Payment Services Ltd, including proprietary purchases permissible under the applicable rules and regulations</td></tr> <tr> <td>ix</td><td>Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc</td></tr> <tr> <td>x</td><td>Entering into Repo and Reverse Repo transactions</td></tr> <tr> <td>xi</td><td>Sale/ Purchase of Foreign Currency</td></tr> <tr> <td>xii</td><td>Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"</td></tr> <tr> <td>xiii</td><td>Receipt of rental as per agreement for Bank's premises</td></tr> <tr> <td>xiv</td><td>Receipt of training cost from company</td></tr> <tr> <td>xv</td><td>Receipt of Royalty for use Bank's Logo/Trademark for FY 2025-26</td></tr> <tr> <td>xvi</td><td>Corporate Credit Card Limit availed by the Bank for official use</td></tr> <tr> <td>xvii</td><td>Sponsor Bank Commission</td></tr> </table>	Sr.	Types/Material Terms/Particulars of Transactions	i	Fund Based Working Capital Limit (With BG Sublimit and CEL Sublimit)	ii	NCD Limit	iii	Bank Guarantee issued against 100% cash margin	iv	Interest/Discount on Advances	v	Commission Exchange and Brokerage	v	Commission to be received by bank for distributing SBI Credit Cards	vi	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields	vii	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	viii	Investment of debt securities viz. non-convertible debentures/bonds of SBI Cards & Payment Services Ltd, including proprietary purchases permissible under the applicable rules and regulations	ix	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	x	Entering into Repo and Reverse Repo transactions	xi	Sale/ Purchase of Foreign Currency	xii	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"	xiii	Receipt of rental as per agreement for Bank's premises	xiv	Receipt of training cost from company	xv	Receipt of Royalty for use Bank's Logo/Trademark for FY 2025-26	xvi	Corporate Credit Card Limit availed by the Bank for official use	xvii	Sponsor Bank Commission
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2.	Details of each type of the proposed transaction:		
	Sr.	Types/Material Terms/Particulars of Transactions	Amount (Rs. in Cr.)
	i	Fund Based Working Capital Limit (With BG Sublimit and CEL Sublimit)	28,000.00
	ii	NCD Limit	3,000.00
	iii	Bank Guarantee issued against 100% cash margin	0.50
	iv	Interest/Discount on Advances	2,250.00
	v	Commission Exchange and Brokerage	0.10
	v	Commission to be received by bank for distributing SBI Credit Cards	400.00
	vi	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields	3,000.00
	vii	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	
	viii	Investment of debt securities viz. non-convertible debentures/bonds of SBI Cards & Payment Services Ltd, including proprietary permissible under the applicable rules and regulations	
	ix	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCSOIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
	x	Entering into Repo and Reverse Repo transactions	
	xi	Sale/ Purchase of Foreign Currency	100.00
	xii	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"	
	xiii	Receipt of rental as per agreement for Bank's premises	
	xiv	Receipt of training cost from company	
	xv	Receipt of Royalty for use Bank's Logo/Trademark for FY 2025-26	
	xvi	Corporate Credit Card Limit availed by the Bank for official use	100.00
	xvii	Sponsor Bank Commission	15.00
		Total	36,865.83

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6.	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity:</p> <ul style="list-style-type: none"> • All the aforesaid transactions are undertaken pursuant to specific approvals held by the Bank and are in furtherance of the business activities and are therefore in the interest of the Bank. • SBI distributes SBI Cards products through its branches in ordinary course of business and receives commission. Commission received for distributing SBI Cards products adds to the other income of the Bank. Also, commission received by Bank for distribution of SBI Cards is as per Board Approved Policy of SBI Cards and the arrangements of sourcing cards meet the arm's length standard. • The criteria for calculation of Royalty, in terms of the Policy for Using L/T is commonly applicable to all NBS and is consistent with the past practices and customs. These transactions are part of the ordinary course of business and there is no reason for any undue advantages to both NBS and the Bank. • The proposed RPTs will add to the Topline growth as well as profitability of the Bank. 	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not Applicable
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

Part B		
Sr.	Particulars	Details*
B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
Not Applicable		

B (2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Not Applicable
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not Applicable
	a. Nature of indebtedness	Not Applicable
	b. Total cost of borrowing	Not Applicable
	c. Tenure	Not Applicable
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not Applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	MCLR-6M presently 8.65% Spread – 0.10 Rate – 8.75 % (Present effective rate) For Short-Term WCL limits: Up to 91 days: 91 Day T Bill + 86 bps (Present effective rate: 6.35%) Above 91 Days and up to 364 Days: 91 Day T Bill + 95 bps (Present effective rate: 6.44%)
5.	Maturity / due date	Working Capital Limit (On Demand)
6.	Repayment schedule & terms	Not Applicable
7.	Whether secured or unsecured?	Secured
8.	If secured, the nature of security & security coverage ratio	Primary (144.95%): Pari passu first charge on the current assets of the company (Present & Future) incl. hypothecation of Stock & Receivables. Collateral (0.10%): Pari passu first charge on entire Fixed Assets of the company (both present & future) except Vehicles financed by other banks/FIs/leasehold vehicles for working capital lenders.
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For Working Capital

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
Not Applicable		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	c) Rationale for giving guarantee, surety, indemnity or comfort letter	Bank Guarantees as part of sanctioned limit or against 100% cash margin are issued in favour of various statutory / Government/ Tax/ Other agencies in the normal course of business.
	d) Whether it will create a legally binding obligation on listed entity?	<i>Yes</i>
2.	Material covenants of the proposed transaction including: (iii) commission, if any to be received by the listed entity or its subsidiary; (iv) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Bank Guarantee is issued as part of sanctioned limit or against 100% cash margin.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	As per BG issued and outstanding at the material time
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		
B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
B(7). Disclosure only in case of transactions relating to payment of royalty		

1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	
	a. For use of brand name / trademark	100%
	b. For transfer of technology know-how	NIL
	c. For professional fee, corporate management fee or any other fee	NIL
	d. Any other use (specify)	NIL
2.	<p>c) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>d) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount 	Not Applicable
3.	Sunset Clause for Royalty payment, if any.	Not Applicable

Part C		
Sr.	Particulars	Details*
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	CRISIL AAA, ICRA AAA, SB-5
2.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing</p>	<p>NIL</p> <p>No</p>

	<p>asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>No</p> <p>No</p> <p>No</p>
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
Not Applicable		
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party.	CRISIL AAA, ICRA AAA, SB-5
2.	Details of solvency status and going concern status of the related party during the last three financial years:	Not Applicable
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any	As per BG issued and outstanding at the material time

	provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	
4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	NIL
C (4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		
C (5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
C (6). Disclosure only in case of transactions relating to payment of royalty		
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years.	
	FY 2023-2024	45.17
	FY 2024-2025	48.16
	FY 2025-2026	38.33
2.	Purpose for which royalty was paid to the related party during the last three financial years.	

	a) For use of brand name / trademark	100%			
	b) For transfer of technology know-how	Nil			
	c) For professional fee, corporate management fee or any other fee	Nil			
	d) Any other use (specify)	Nil			
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs				
	FY 2023-2024		2%		
	FY 2024-2025		2%		
	FY 2025-2026		2%		
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.				
	Name of the Related Party	Royalty (Increased in FY’26 compared to FY’24)	Turnover (Increased in FY’25 compared to FY’23)	PAT (Increased in FY’25 compared to FY’23)	
	SBI General Insurance Co. Ltd	-15.14	30.46	-15.15	
5.	Peer Comparison:				
	Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period: Not Available				
		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3
	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount
	Royalty paid as a % of net profits over the last 3 years	Not Available			
	Annual growth rate of Turnover over last 3 years				

*No Comments by the Audit Committee of the Board ('ACB').

Item No. 3: To consider and approve Material Related Party Transactions between State Bank of India and SBI Payment Services Private Limited

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 5,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024 - 25 is Rs.6,63,343 crore. Hence, the materiality threshold of the Bank is Rs. 5000 crore.

In the financial year 2026 -27, the transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations are as below:

Sr	Type, Material Terms, and Particulars of the proposed Transactions	Amount (Rs. in crore)
i	Unsecured Overdraft Limit	2,000.00
ii	Bank Guarantee Issued on 100% Cash margin	6.00
iii	Interest on Advances	150.00
iv	Other Expenditure (MDR Concession)	300.00
v	Compensation in respect of Merchant Acquiring Business to SBIPSPL	5,800.00
vi	Receipt of training cost from company	0.20
vii	Receipt of Royalty for use of Bank's Logo/Trademark for FY 2026-27	10.00
Total		8266.20

Other transactions:

There are other transactions/arrangements with SBI Payment Services Private Limited ("SBI PAYMENT") as given under Section 32 or 33 of SBI Act, 1955 which may include transaction any other transaction executed with the Bank, in the ordinary course of Bank's business.

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of the Bank.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the "Board" which

term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with SBI Payment Services Private Limited (“SBI PAYMENT”), whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by the Bank with SBI Payment Services Private Limited (“SBI PAYMENT”) in the financial year 2026-27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of the Bank's business. The relevant certificates relating to the related party transactions have been reviewed by the Audit Committee of the Board.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding in the Bank and/or in any of the entities mentioned above, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 3.

Accordingly, the Central Board has recommended the ordinary resolution set out at Item No. 3 of the Notice for the approval of members.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”. As per the aforesaid circular, information in prescribed format is placed below:

Part A		
Sr.	Particulars	Details*
A(1). Basic details of the related party		
1.	Name of the related party	SBI Payment Services Private Limited (“SBI PAYMENT”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Primary Dealer in Govt. Securities.

A(2). Relationship and ownership of the related party																																			
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). 	<p>Subsidiary</p> <ul style="list-style-type: none"> • SBI holds 74% equity stake in SBI Payment Services Private Limited as on 31.12.2025 • Not Applicable • Not Applicable 																																	
A (3). Details of previous transactions with the related party																																			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.																																		
	<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-2025 (Rs in Cr)</th></tr> <tr> <td>8.</td><td>Share Service Expenses</td><td>1,026.64</td></tr> <tr> <td>9.</td><td>Business Support Service</td><td>2.74</td></tr> <tr> <td>10.</td><td>Finance Cost</td><td>1.91</td></tr> <tr> <td>11.</td><td>Share Service Income</td><td>17.58</td></tr> <tr> <td>12.</td><td>Interchange Income</td><td>1,499.04</td></tr> <tr> <td>13.</td><td>Scheme Fees</td><td>124.57</td></tr> <tr> <td>14.</td><td>Royalty Income</td><td>2.89</td></tr> <tr> <td>15.</td><td>Overdraft Facility</td><td>1,200.00</td></tr> <tr> <td>16.</td><td>Overdraft Facility against Fixed Deposits</td><td>237.50</td></tr> <tr> <td></td><td>Total</td><td>4,112.87</td></tr> </table>	S. No.	Nature of Transactions	FY 2024-2025 (Rs in Cr)	8.	Share Service Expenses	1,026.64	9.	Business Support Service	2.74	10.	Finance Cost	1.91	11.	Share Service Income	17.58	12.	Interchange Income	1,499.04	13.	Scheme Fees	124.57	14.	Royalty Income	2.89	15.	Overdraft Facility	1,200.00	16.	Overdraft Facility against Fixed Deposits	237.50		Total	4,112.87	
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	Total	4,112.87																																	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. - Rs.1610.21 crore																																		

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. - No Default										
A(4). Amount of the proposed transaction(s)											
1.	Amount of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:										
	Sr	Types/Material Terms/Particulars of Transactions	Amount (Rs. in Cr)								
	i	Unsecured Overdraft Limit	2,000.00								
	ii	Bank Guarantee Issued on 100% Cash margin	6.00								
	iii.	Interest on Advances	150.00								
	iv	Other Expenditure (MDR Concession)	300.00								
	v	Compensation in respect of Merchant Acquiring Business to SBIPSPL	5,800.00								
	vi.	Receipt of training cost from company	0.20								
	vii.	Receipt of Royalty for use of Bank’s Logo/Trademark for FY 2026-27	10.00								
		Total	8,266.20								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?		Yes								
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year		1.25%								
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)		Not Applicable								
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.		369.61%								
6.	Financial performance of the related party for the immediately preceding financial year:										
	<table><tr><td>Particulars</td><td>FY 2024-2025 (Rs in Cr)</td></tr><tr><td>Turnover</td><td>2,236.45</td></tr><tr><td>Profit After Tax</td><td>138.90</td></tr><tr><td>Net worth</td><td>1,140.59</td></tr></table>			Particulars	FY 2024-2025 (Rs in Cr)	Turnover	2,236.45	Profit After Tax	138.90	Net worth	1,140.59
Particulars	FY 2024-2025 (Rs in Cr)										
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Net worth	1,140.59										

A (5). Basic details of the proposed transaction																													
1.	<p>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.):</p> <table border="1"> <thead> <tr> <th>Sr</th> <th>Types/Material Terms/Particulars of Transactions</th> </tr> </thead> <tbody> <tr> <td>i</td> <td>Unsecured Overdraft Limit</td> </tr> <tr> <td>ii</td> <td>Bank Guarantee Issued on 100% Cash margin</td> </tr> <tr> <td>iii</td> <td>Interest on Advances</td> </tr> <tr> <td>iv</td> <td>Other Expenditure (MDR Concession)</td> </tr> <tr> <td>v</td> <td>Compensation in respect of Merchant Acquiring Business to SBIPSPL</td> </tr> <tr> <td>vi</td> <td>Receipt of training cost from company</td> </tr> <tr> <td>vii</td> <td>Receipt of Royalty for use of Bank's Logo/Trademark for FY 2026-27</td> </tr> </tbody> </table>		Sr	Types/Material Terms/Particulars of Transactions	i	Unsecured Overdraft Limit	ii	Bank Guarantee Issued on 100% Cash margin	iii	Interest on Advances	iv	Other Expenditure (MDR Concession)	v	Compensation in respect of Merchant Acquiring Business to SBIPSPL	vi	Receipt of training cost from company	vii	Receipt of Royalty for use of Bank's Logo/Trademark for FY 2026-27											
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2.	<p>Details of each type of the proposed transaction:</p> <table border="1"> <thead> <tr> <th>Sr</th> <th>Types/Material Terms/Particulars of Transactions</th> <th>Amount (Rs. in Cr)</th> </tr> </thead> <tbody> <tr> <td>i</td> <td>Unsecured Overdraft Limit</td> <td>2,000.00</td> </tr> <tr> <td>ii</td> <td>Bank Guarantee Issued on 100% Cash margin</td> <td>6.00</td> </tr> <tr> <td>iii</td> <td>Interest on Advances</td> <td>150.00</td> </tr> <tr> <td>iv</td> <td>Other Expenditure (MDR Concession)</td> <td>300.00</td> </tr> <tr> <td>v</td> <td>Compensation in respect of Merchant Acquiring Business to SBIPSPL</td> <td>5,800.00</td> </tr> <tr> <td>vi</td> <td>Receipt of training cost from company</td> <td>0.20</td> </tr> <tr> <td>vii</td> <td>Receipt of Royalty for use of Bank's Logo/Trademark for FY 2026-27</td> <td>10.00</td> </tr> <tr> <td></td> <td>Total</td> <td>8,266.20</td> </tr> </tbody> </table>		Sr	Types/Material Terms/Particulars of Transactions	Amount (Rs. in Cr)	i	Unsecured Overdraft Limit	2,000.00	ii	Bank Guarantee Issued on 100% Cash margin	6.00	iii	Interest on Advances	150.00	iv	Other Expenditure (MDR Concession)	300.00	v	Compensation in respect of Merchant Acquiring Business to SBIPSPL	5,800.00	vi	Receipt of training cost from company	0.20	vii	Receipt of Royalty for use of Bank's Logo/Trademark for FY 2026-27	10.00		Total	8,266.20
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	Total	8,266.20																											
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Year																											
4.	Whether omnibus approval is being sought?	Yes																											
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable																											
6.	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity:</p> <ul style="list-style-type: none"> All the aforesaid transactions are undertaken pursuant to specific approvals held by the Bank and are in furtherance of the business activities and are therefore in the interest of the Bank. The criteria for calculation of Royalty, in terms of the Policy for Using L/T is commonly applicable to all NBS and is consistent with the past practices and customs. These transactions are part of the ordinary course of business and there is no reason for any undue advantages to both NBS and the Bank. 																												

	<ul style="list-style-type: none"> The proposed RPTs will add to the Topline growth as well as profitability of the Bank. SBIPSPL is the acquiring arm of the Bank. It offers concession to merchants in MDR/ rental on advice of the Bank due to various business considerations/under govt. mandate or for any other reasons. The Bank is compensating SBIPSPL with the difference between the cost incurred by SBIPSPL on a transaction and the applicable MDR recovered from the merchant with margin. Merchant acquiring business helps the Bank to mobilize low-cost CASA deposits from all these merchants and play important role in customer stickiness along with cross selling of various other asset and liability products. 	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not Applicable
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

Part B		
Sr.	Particulars	Details*
	B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
	Not Applicable	
	B (2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
	Not Applicable	
	B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary	
	Not Applicable	
	B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary	
	Not Applicable	

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		
B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
B(7). Disclosure only in case of transactions relating to payment of royalty		
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	
	a. For use of brand name / trademark	100%
	b. For transfer of technology know-how	NIL
	c. For professional fee, corporate management fee or any other fee	NIL
	d. Any other use (specify)	NIL
2.	<p>a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>b) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount 	Not Applicable
3.	Sunset Clause for Royalty payment, if any.	Not Applicable

Part C		
Sr.	Particulars	Details*
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
Not Applicable		

C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
Not Applicable		
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
Not Applicable		
C (4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		
C (5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
C (6). Disclosure only in case of transactions relating to payment of royalty		
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years.	Amount (Rs in Cr.)
	FY 2023-2024	3.91
	FY 2024-2025	2.89
	FY 2025-2026	2.78
2.	Purpose for which royalty was paid to the related party during the last three financial years.	
	a. For use of brand name / trademark	100%
	b. For transfer of technology know-how	Nil
	c. For professional fee, corporate management fee or any other fee	Nil
	d. Any other use (specify)	Nil
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	
	FY 2023-2024	2%
	FY 2024-2025	2%
	FY 2025-2026	2%
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	

	Name of the Related Party	Royalty (Increased in FY'26 compared to FY'24)	Turnover (Increased in FY'25 compared to FY'23)	PAT (Increased in FY'25 compared to FY'23)	
	SBI General Insurance Co. Ltd	-12.85%	39.00%	-12.83%	
5.	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period: Not Available				
		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3
	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount
	Royalty paid as a % of net profits over the last 3 years	Not Available			
	Annual growth rate of Turnover over last 3 years				

*No Comments by the Audit Committee of the Board ('ACB').

Item No. 4: To consider and approve Material Related Party Transactions between State Bank of India and SBI DFHI Limited

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 5,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024 - 25 is Rs.6,63,343 crore. Hence, the materiality threshold of the Bank is Rs. 5000 crore.

In the financial year 2026 -27, the transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations are as below:

Sr	Type, Material Terms, Particulars of the proposed Transactions	Amount (Rs. in crore)
i	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields	88,910.00 (Rs.85,000.00 Cr and outstanding as per PGEL of up to Rs.3,910.00 Cr)
ii	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	
iii	Investment of debt securities viz. non-convertible debentures/bonds of SBI DFHI Ltd for which Bank may act as an arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations	
iv	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
v	Entering into Repo and Reverse Repo transactions	
vi	Govt. Securities Lending/ Borrowing Transaction	
vii	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs	
viii	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"	
ix	Receipt of rental as per agreement for use of Bank's premises	0.07
x	Receipt of training cost from company	0.05
xi	Receipt of Royalty for use of Bank's Logo/Trademark for FY 2026-27	20.00
Total		88,930.12

Other transactions:

There are other transactions/arrangements with SBI DFHI Limited ("SBI DFHI") as given under Section 32 or 33 of SBI Act, 1955 which may include transaction any other transaction executed with the Bank, in the ordinary course of Bank's business.

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/ licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of the Bank.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the "Board" which term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise)

with SBI DFHI Limited (“SBI DFHI”), whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by the Bank with SBI DFHI Limited (“SBI DFHI”) in the financial year 2026-27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of the Bank's business. The relevant certificates relating to the related party transactions have been reviewed by the Audit Committee of the Board.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding in the Bank and/or in any of the entities mentioned above, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 4.

Accordingly, the Central Board has recommended the ordinary resolution set out at Item No. 4 of the Notice for the approval of members.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”. As per the aforesaid circular, information in prescribed format is placed below:

Part A		
Sr.	Particulars	Details*
A(1). Basic details of the related party		
1.	Name of the related party	SBI DFHI Limited (“SBI DFHI”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Primary Dealer in Govt. Securities.
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Subsidiary

<ul style="list-style-type: none"> • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<ul style="list-style-type: none"> • SBI holds 69.04% equity stake in SBI DFHI Limited as on 31.12.2025 • Not Applicable • Not Applicable
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A(3). Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.		
	S. No.	Nature of Transactions	FY 2024-2025 (Rs in Cr)
	1.	Intraday Limit	1200 crore per day
	2.	Borrowing Line of Credit	0.00
	3.	Borrowing Overnight/Term Facility	35,204.00
	4.	Sales of investments	12,251.87
	5.	Purchase of investments	2,056.05
	6.	Lending of Overnight/Term Facility	45.00
	7.	Rent Received	0.09
	8.	Royalty Income	3.61
	9.	Commitment Charges	1.23
	10.	Others	7.78
	Total	49,569.61 + 1200 crore per day	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. - Rs.38,909.67 crore		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. - No Default		
A(4). Amount of the proposed transaction(s)			
1.	Amount of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:		

Sr	Types/Material Terms/Particulars of Transactions	Amount
		(Rs. in Cr)
i	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields	88,910.00 (Rs.85,000.00Cr and outstanding as per PGEL of up to Rs3,910.00 Cr)
ii	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	
iii.	Investment of debt securities viz. non-convertible debentures/bonds of SBI DFHI Ltd for which Bank may act as an arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations	
iv	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
v	Entering into Repo and Reverse Repo transactions	
vi	Govt. Securities Lending/ Borrowing Transaction	
vii	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs	
vii i.	Any other transactions/arrangements entered in the course of normal banking activities (“Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)”	
ix	Receipt of rental as per agreement for use of Bank’s premises	0.07
x.	Receipt of training cost from company	0.05
xi.	Receipt of Royalty for use of Bank’s Logo/Trademark for FY 2026-27	20.00
	Total	88,930.12
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	13.41%
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year	Not Applicable

	(in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)																							
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	4507.63%																						
6.	Financial performance of the related party for the immediately preceding financial year: <table><tr><td>Particulars</td><td>FY 2024-2025 (Rs. in Cr)</td></tr><tr><td>Turnover</td><td>1,972.88</td></tr><tr><td>Profit After Tax</td><td>330.86</td></tr><tr><td>Net worth</td><td>1,738.08</td></tr></table>		Particulars	FY 2024-2025 (Rs. in Cr)	Turnover	1,972.88	Profit After Tax	330.86	Net worth	1,738.08														
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Turnover	1,972.88																							
Profit After Tax	330.86																							
Net worth	1,738.08																							
A (5). Basic details of the proposed transaction																								
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.):																							
	<table><tr><td>Sr</td><td>Types/Material Terms/Particulars of Transactions</td></tr><tr><td>i</td><td>Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields</td></tr><tr><td>ii</td><td>Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable</td></tr><tr><td>iii</td><td>Investment of debt securities viz. non-convertible debentures/bonds of SBI DFHI Ltd for which Bank may act as an arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations</td></tr><tr><td>iv</td><td>Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc</td></tr><tr><td>v</td><td>Entering into Repo and Reverse Repo transactions</td></tr><tr><td>vi</td><td>Govt. Securities Lending/ Borrowing Transaction</td></tr><tr><td>vii</td><td>Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs</td></tr><tr><td>viii</td><td>Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)</td></tr><tr><td>ix</td><td>Receipt of rental as per agreement for use of Bank’s premises</td></tr><tr><td>x</td><td>Receipt of training cost from company</td></tr></table>		Sr	Types/Material Terms/Particulars of Transactions	i	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields	ii	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	iii	Investment of debt securities viz. non-convertible debentures/bonds of SBI DFHI Ltd for which Bank may act as an arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations	iv	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	v	Entering into Repo and Reverse Repo transactions	vi	Govt. Securities Lending/ Borrowing Transaction	vii	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs	viii	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)	ix	Receipt of rental as per agreement for use of Bank’s premises	x	Receipt of training cost from company
Sr	Types/Material Terms/Particulars of Transactions																							
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x	Receipt of training cost from company																							

	xi	Receipt of Royalty for use of Bank's Logo/Trademark for FY 2026-27	
2.	Details of each type of the proposed transaction:		
	Sr	Types/Material Terms/Particulars of Transactions	Amount (Rs. in Cr)
	i	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields	88,910.00
	ii	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	(Rs.85,000.00 Cr and outstanding as per PGEL of up to Rs.3,910.00 Cr)
	iii	Investment of debt securities viz. non-convertible debentures/bonds of SBI DFHI Ltd for which Bank may act as an arranger/syndicate banker, including proprietary purchases as permissible under the applicable rules and regulations	
	iv	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
	v	Entering into Repo and Reverse Repo transactions	
	vi	Govt. Securities Lending/ Borrowing Transaction	
	vii	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs	
	viii	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits")	
	ix	Receipt of rental as per agreement for use of Bank's premises	0.07
	x	Receipt of training cost from company	0.05
	xi	Receipt of Royalty for use of Bank's Logo/Trademark for FY 2026-27	20.00
		Total	88,930.12
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)		One Year
4.	Whether omnibus approval is being sought?		Yes

5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6.	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity:</p> <ul style="list-style-type: none"> • All the aforesaid transactions are undertaken pursuant to specific approvals held by the Bank and are in furtherance of the business activities and are therefore in the interest of the Bank. • The criteria for calculation of Royalty, in terms of the Policy for Using L/T is commonly applicable to all NBS and is consistent with the past practices and customs. These transactions are part of the ordinary course of business and there is no reason for any undue advantages to both NBS and the Bank. • The proposed RPTs will add to the Topline growth as well as profitability of the Bank. 	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not Applicable
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

Part B		
Sr.	Particulars	Details*
	B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
	Not Applicable	
	B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary	
	Not Applicable	
	B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary	
	Not Applicable	
	B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms	

on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
Not Applicable		
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		
B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
B(7). Disclosure only in case of transactions relating to payment of royalty		
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	
	a. For use of brand name / trademark	100%
	b. For transfer of technology know-how	NIL
	c. For professional fee, corporate management fee or any other fee	NIL
	d. Any other use (specify)	NIL
2.	<p>e) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>f) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount 	Not Applicable
3.	Sunset Clause for Royalty payment, if any.	Not Applicable

Part C		
Sr.	Particulars	Details
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
Not Applicable		

C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
Not Applicable		
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
Not Applicable		
C (4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		
C (5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
C (6). Disclosure only in case of transactions relating to payment of royalty		
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years.	(Rs. in Cr)
	FY 2023-2024	1.96
	FY 2024-2025	3.61
	FY 2025-2026	6.62
2.	Purpose for which royalty was paid to the related party during the last three financial years.	
	a. For use of brand name / trademark	100%
	b. For transfer of technology know-how	Nil
	c. For professional fee, corporate management fee or any other fee	Nil
	d. Any other use (specify)	Nil
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	
	FY 2023-2024	11.84%
	FY 2024-2025	2%
	FY 2025-2026	2%
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	

	Name of the Related Party	Royalty (Increased in FY'26 compared to FY'24)	Turnover (Increased in FY'25 compared to FY'23)	PAT (Increased in FY'25 compared to FY'23)	
	SBI General Insurance Co. Ltd	237.76%	101.06%	1899.15%	
5.	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period: Not Available				
		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3
	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount
	Royalty paid as a % of net profits over the last 3 years	Not Available			
	Annual growth rate of Turnover over last 3 years				

*No Comments by the Audit Committee of the Board ('ACB').

Item No. 5: To consider and approve Material Related Party Transactions between State Bank of India and SBI (Mauritius) Limited

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 5,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024-25 is Rs.663,343.00crore. Hence, the materiality threshold of the Bank is Rs. 5000 crore.

SBI Mauritius Ltd is a Subsidiary of the Bank, and the Bank holds 96.60% paid up equity share capital of SBI (Mauritius) Limited.

In the financial year 2026-27 the transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations are as below:

Type, Material Terms, Particulars and Value of the proposed Transactions:

- i. Bank, in the ordinary course of business, is required to undertake various routine banking transactions mainly to facilitate trade transactions of the customers and undertake short term lending / borrowing with these counter parties to manage liquidity / deployment of funds. SBI, based on need and its risk appetite, sets exposure limits on various counterparties / banks / Overseas entities within which such transactions are undertaken. Exposure limits on the Related Party is also set in the usual course of business requirement which are approved by the appropriate authority. The exposure limits are reviewed / renewed / enhanced based on business requirement. Such transactions including Overnight and Term Placements, Transactions in Forex transactions including sale, purchase, swaps, derivative transactions etc., Investment transactions, Placements, Borrowings, Foreign Currency Term Loans, Loans, Letter of Credit, Bank Guarantee/Counter Guarantee, and any other trade related transactions, remittances, interest, exchange, commission, fee etc. are entered into between our branches/offices: (Domestic / Overseas) and SBI (Mauritius) Limited under this limit. The tenure of each transaction varies and is determined based on individual business contracts negotiated between the respective offices at the time of execution. Terms & conditions including pricing are governed by market conditions adhering to the Arm's Length Policy of the Bank.
Similar transactions as above are also originated by the Related Party for facilitating their customers (Trade Transactions; Letter of Credits/ Bank Guarantees, Remittances) or for deployment of their excess liquidity (placements, investments, Forex transactions etc) with our domestic / overseas branches/offices. The value of transactions proposed during the FY 2026-27 would be (such transactions may be originated both ways) aggregating to Rs.2,80,490 crore.
- ii. SBI (Mauritius) Limited also derive support from the Bank mainly for hosting and maintaining their IT infrastructure, outsourcing of a few operational tasks to the Bank, management support by deputing officers from the Bank, representation in Boards through Nominee Directors from the Bank, utilize the Bank's training infrastructure etc. For providing such services SBI recovers cost by way of reimbursement through management expenses from these subsidiaries. Costs incurred on account of services such as Operations, IT related support, etc. rendered by the the Bank and Domestic Offices to Overseas Banking Subsidiaries are recovered as Management Expenses/IT Expenses based on Management Agreement/SLAs entered between the Bank and individual subsidiary. These transactions are recurring and generally recovered annually. Value of these transactions including reimbursement of Information Technology and management expenses incurred by SBI on account of the subsidiary, reimbursement of any expenses incurred in migration of back-office operations etc. would be aggregating to Rs. 10.00 crores.
- iii. any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 of SBI Act, 1955.

The value of all such transactions proposed to be entered with SBI (Mauritius) Limited would be approx. 42.29% of SBI's consolidated annual turnover for the financial year 2024-25.

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/ licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of the Bank.

In the financial year 2026-27, the aforementioned transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the "Board" which term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with SBI (Mauritius) Limited, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise. The above transactions are being undertaken on an arm's length basis.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by the Bank with SBI (Mauritius) Limited in the financial year 2026-27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of the Bank's business.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding/ directorship, if any in the Bank and/or in SBI (Mauritius) Limited, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No.5.

Accordingly, the Central Board has considered the proposal and recommends passing of the ordinary resolution contained in Item No.5 of the Notice.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions". As per the aforesaid circular, information in prescribed format is placed below:

Part A		
Sr.	Particulars	Details*
A (1). Basic details of the related party		
1.	Name of the related party	SBI (Mauritius) Ltd (SBIML)
2.	Country of incorporation of the related party	Mauritius
3.	Nature of business of the related party	Banking
A (2). Relationship and ownership of the related party		
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>Majority owned Subsidiary</p> <p>%Shareholding: 96.60%</p> <p>NA</p> <p>Nil</p>
A (3). Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. i.e., FY 2024-25	
	No.	Nature of Transactions
	1	Aggregate of Transactions related to Money Market, Trade Finance, MRPA etc.
	2	Management expenses
		Total
		93,546.83
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs.1,02,748.05 crore (01.04.2025 to 31.12.2025)
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil

A(4). Amount of the proposed transaction(s)											
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 2,80,500.00 crore (01.04.2026 to 31.03.2027)									
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes Proposed Related Party Transaction during the FY 2026-27 exceeds the materiality threshold of Rs. 5000 Crore and accordingly requires to be placed before Central Board and Shareholders of the Bank for prior approval.									
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year i.e., 2024-25	42.29% <table><tr><td>Consolidated Turnover of SBI</td><td>Rs.6,63,343 Crore</td></tr><tr><td>Proposed RPT</td><td>Rs. 2,80,500.00 crore</td></tr></table>		Consolidated Turnover of SBI	Rs.6,63,343 Crore	Proposed RPT	Rs. 2,80,500.00 crore				
Consolidated Turnover of SBI	Rs.6,63,343 Crore										
Proposed RPT	Rs. 2,80,500.00 crore										
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year	486.69% <table><tr><td>Subsidiary’s annual consolidated turnover</td><td>Rs.679.45Crore</td></tr><tr><td>Proposed Significant RPT</td><td>Rs.3,300 crore</td></tr></table>		Subsidiary’s annual consolidated turnover	Rs.679.45Crore	Proposed Significant RPT	Rs.3,300 crore				
Subsidiary’s annual consolidated turnover	Rs.679.45Crore										
Proposed Significant RPT	Rs.3,300 crore										
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	41283 % <table><tr><td>Subsidiary’s annual consolidated turnover</td><td>Rs.679.45Crore</td></tr><tr><td>Proposed RPT</td><td>Rs. 2,80,500.00 crore</td></tr></table>		Subsidiary’s annual consolidated turnover	Rs.679.45Crore	Proposed RPT	Rs. 2,80,500.00 crore				
Subsidiary’s annual consolidated turnover	Rs.679.45Crore										
Proposed RPT	Rs. 2,80,500.00 crore										
6.	Financial performance of the related party for immediately preceding financial year: <table><tr><td>Particulars</td><td>FY 2024-25</td></tr><tr><td>Turnover</td><td>Rs.679.45 Crore</td></tr><tr><td>Profit After Tax</td><td>Rs.240.48 Crore</td></tr><tr><td>Net worth</td><td>Rs.1690.48 Crore</td></tr></table>			Particulars	FY 2024-25	Turnover	Rs.679.45 Crore	Profit After Tax	Rs.240.48 Crore	Net worth	Rs.1690.48 Crore
Particulars	FY 2024-25										
Turnover	Rs.679.45 Crore										
Profit After Tax	Rs.240.48 Crore										
Net worth	Rs.1690.48 Crore										
A(5). Basic details of the proposed transaction											
1.	Specific type of the proposed transactions (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Type and particulars of proposed transactions for the FY 2026-27: i) Overnight and Term Placements/Borrowings, Transactions in Forex, Swap, Investment transactions, Derivative transactions, FCTLs, Loans and Trade Related transactions including									

		<p>LC/BG/Buyers Credit etc or any other trade related transactions including transactions under MRPA, interest, exchange/commission/fee as applicable for any such transaction etc. (such transactions may be originated both ways).</p> <p>ii) Transactions including reimbursement of IT and management expenses incurred by the SBI on account of the subsidiary, reimbursement of any expenses incurred for back-office operations or any subsidiary specific expenses under SLAs/Management Agreement/any such agreements.</p>
2.	Details of each type of the proposed transaction	<p>i) Prior omnibus approval for Material Related Party Transaction Aggregating to INR 2,80,490 Crore for undertaking transactions including Overnight and Term Placements/Borrowings, Transactions in Forex, Swap, Investment transactions, Derivative transactions, FCTLs, Loans and Trade Related transactions including LC/BG/Buyers Credit etc or any other trade related transactions including transactions under MRPA, interest, exchange/commission/fee as applicable for any such transaction etc. (such transactions may be originated both ways).</p> <p>ii) Prior omnibus approval for Management Expenses/ IT operational expenses and subsidiary specific expenses under SLAs/Management Agreement of Rs. 10.00 Crore.</p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>Transactions are recurring and repetitive in nature.</p> <p>(i) Based on requirement an exposure limit on SBI (Mauritius) Ltd. is approved similar to the exposure limits for other counterparty banks. Transactions in Forex, Overnight and Term Placements, Swaps, LC, BG, Investment transactions, Derivative transactions, FCTLs, Loans and any other trade related transactions are entered into between our branches: (Domestic / Overseas) and SBI (Mauritius) Ltd</p>

		<p>under this limit. The tenure of each transaction varies and is determined based on individual business contracts negotiated between the respective offices at the time of execution.</p> <p>(ii) Costs incurred on account of services such as Operations, IT related support, etc. rendered by the Parent Bank and Domestic Offices to Overseas Banking Subsidiaries are recovered from the OBSs as Management Expenses/IT Expenses based on Management/Agreement/SLAs entered between SBI and individual subsidiary. These transactions are recurring and generally recovered annually.</p>
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>Rs. 2,80,500.00 crore</p> <p>(Aggregate of transactions proposed to be undertaken during FY 2026-27)</p>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>SBI (Mauritius) Ltd is our Overseas Banking subsidiary and one of the leading banks in Mauritius.</p> <p>Transactions with SBI (Mauritius) Ltd are on commercial terms based on business requirements.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	Not applicable

Part B		
Sr.	Particulars	Details*
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<p>Not applicable</p> <p>Overseas Banking Subsidiaries (OBSs) derive IT / Operational support from the Parent Bank. Costs incurred on account of services such as Operations, Director sitting fee IT related support, etc. rendered by the Parent Bank and Domestic Offices to OBSs are recovered from the OBSs as Management Expenses/IT Expenses based on Management Agreement / SLAs entered between SBI and the individual subsidiary/outsourcing of Back-office operations etc.</p> <p>Cost incurred on account of any other expenses may pertain to reimbursement of any other services such as NRI services, technical services, etc. being offered by the Parent Bank to the subsidiary or vice versa.</p>
2.	Basis of determination of price.	<p>Management costs incurred on account of services such as Operations, IT related support, Business Development, Compliance, Risk Management and Control etc. rendered by the Corporate Centre Departments and Domestic Offices are recovered from Foreign Offices (FOs) as Management Expenses. Management expenses are apportioned to Subsidiaries based on their agreements with the parent bank in compliance of Corporate Governance norms/ policies of Boards of these Subsidiaries.</p>
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Not applicable to listed banks.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Deals are undertaken at market rates prevailing at the relevant point of time.
5.	Maturity / due date	Transactions are recurring and repetitive in nature and shall be based on business requirements as negotiated for individual transactions.
6.	Repayment schedule & terms	Repayment terms can range from overnight/money market placements/borrowings to term placements/borrowings
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds are / shall be used for carrying out regular banking transactions at their end.
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
Not applicable		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	a) Rationale for giving guarantee, surety, indemnity or comfort letter	The transactions are conducted in the normal course of business to undertake various routine banking transactions, mainly to facilitate trade transactions of the customers.

		Similar transactions are also originated by the RP for facilitating their customers (Trade Transactions; LCs / BGs, Remittances)
	b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: a) commission, if any to be received by the listed entity or its subsidiary; b) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) Deals are undertaken at market rates prevailing at the relevant point of time. (ii) The transactions are guided by ICC Uniform Rules for Demand Guarantees.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Nil
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	The nature of transactions are mainly Money market / Term placements or borrowings which are unsecured in nature. Terms & conditions including pricing are governed by market conditions adhering to the Arm's Length Policy of the Bank.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Deals are undertaken at market rates prevailing at the relevant point of time.
3.	Cost of borrowing	Not Applicable
4.	Maturity / due date	The transactions are repetitive and recurring in nature.
5.	Repayment schedule & terms	The transactions are repetitive and recurring in nature.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Funds are / shall be used for carrying out regular banking transactions at their end

B(6). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

Not applicable

B(7). Disclosure only in case of transactions relating to payment of royalty

Not applicable

Part C

Sr.	Particulars	Details*
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C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

1.	Latest credit rating of the related party	Unrated
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2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil
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In addition, state the following:

a)	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
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b)	Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;	No
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c)	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
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d)	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
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C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

Not applicable

C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in	Unrated
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	connection with the borrowing by a related party, provide latest credit rating of the related party	
2.	Details of solvency status and going concern status of the related party during the last three financial years:	During the last three financial years, the Related Party has maintained stable solvency position. The RP has been in compliance with all the regulatory capital requirements and has maintained a positive net worth. The audited financial statements and auditors report confirms going concern status.
	FY 2024-25	Net worth is Rs.1,690.48 crore
	FY 2023-24	Net worth is Rs.1,522.53 crore
	FY 2022-23	Net worth is Rs.1,372.65 crore
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not applicable for listed entities
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. In addition, state the following: i. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; ii. Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;	Nil No No No

	iii. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; iv. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not applicable		
C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not applicable		
C(6). Disclosure only in case of transactions relating to payment of royalty		
Not applicable		

*No Comments by the Audit Committee of the Board ('ACB').

Item No. 6: To consider and approve Material Related Party Transactions between State Bank of India and PT Bank SBI Indonesia

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 5,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024-25 is Rs. 663,343.00 crore. Hence, the materiality threshold of the Bank is Rs. 5,000 crore.

PT Bank SBI Indonesia is a Subsidiary of the Bank, and the Bank holds 99% paid up equity share capital of PT Bank SBI Indonesia. In the financial year 2026-27 the transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations are as below:

Type, Material Terms, Particulars and Value of the proposed Transactions

- i. The Bank, in the ordinary course of business, is required to undertake various routine banking transactions mainly to facilitate trade transactions of the customers and undertake short term lending / borrowing with these counter parties to manage liquidity / deployment of funds. The Bank, based on need and its risk appetite, sets exposure

limits on various counterparties / banks / Overseas entities within which such transactions are undertaken. Exposure limits on the Related Party are also set in the usual course of business requirement which are approved by the appropriate authority. The exposure limits are reviewed / renewed / enhanced based on business requirements. Such transactions including Overnight and Term Placements, Transactions in Forex transactions including sale, purchase, swaps, derivative transactions etc., Investment transactions, Placements, Borrowings, Foreign Currency Term Loans, Loans, Letter of Credit, Bank Guarantee/Counter Guarantee, and any other trade related transactions, remittances, interest, exchange, commission, fee etc. are entered into between our branches/offices: (Domestic / Overseas) and PT Bank SBI Indonesia under this limit. The tenure of each transaction varies and is determined based on individual business contracts negotiated between the respective offices at the time of execution. Terms & conditions including pricing are governed by market conditions adhering to the Arm's Length Policy of the Bank.

Similar transactions as above are also originated by the Related Party for facilitating their customers (Trade Transactions; Letter of Credits/ Bank Guarantees, Remittances) or for deployment of their excess liquidity (placements, investments, Forex transactions etc) with our domestic / overseas branches/offices. The value of transactions proposed during the FY 2026-27 would be (such transactions may be originated both ways) aggregating to Rs.12,500 crore.

- ii. Value of these transactions including reimbursement of Information Technology and management expenses incurred by SBI on account of the subsidiary, reimbursement of any expenses incurred in migration of back-office operations etc would also be included in the transactions.
- iii. any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 of SBI Act, 1955.

The value of all such transactions proposed to be entered with PT Bank SBI Indonesia would be approx. 1.88% of SBI's consolidated annual turnover for the financial year 2024-25.

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/ licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of the Bank.

In the financial year 2026-27, the aforementioned transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the "Board" which term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken (whether individual transactions or transactions

taken together or series of transactions or otherwise) with PT Bank SBI Indonesia ,whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise. The above transactions are being undertaken on an arm's length basis.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by the Bank with PT Bank SBI Indonesia in the financial year 2026-27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of the Bank's business.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding/ directorship, if any in the Bank and/or in PT Bank SBI Indonesia, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No.6.

Accordingly, the Central Board has considered the proposal and recommends passing of the ordinary resolution contained in Item No.6 of the Notice.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”. As per the aforesaid circular, information in prescribed format is placed below:

Part A		
Sr.	Particulars	Details*
A (1). Basic details of the related party		
1.	Name of the related party	Bank SBI Indonesia (BSBII)
2.	Country of incorporation of the related party	Indonesia
3.	Nature of business of the related party	Banking
A (2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Majority owned Subsidiary % Shareholding: 99%

	<ul style="list-style-type: none">Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA Nil	
A (3). Details of previous transactions with the related party			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. FY 2024-25		
	No.	Nature of Transactions	Amount in INR crore
	1	Aggregate of Transactions related to Money Market, Trade Finance, MRPA etc.	7,553.43
		Total	7,553.43
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.		Rs. 2,890.43.79 crore (01.04.2025 to 31.12.2025)
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.		Nil
A(4). Amount of the proposed transaction(s)			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.12,500 crore (01.04.2026 to 31.03.2027)	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes Proposed Related Party Transaction during the FY 2026-27 exceeds the materiality threshold of Rs. 5000 Crore and accordingly requires to be placed before Central Board and Shareholders of the Bank for prior approval.	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year i.e., 2024-25	1.88%	
		Consolidated Turnover of SBI	Rs.6,63,343 Crore
		Proposed RPT	Rs.12,500 crore

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	25.00%	
		Subsidiary's annual consolidated turnover	Rs.255.99 crore
		Proposed Significant RPT	Rs.64.00 crore
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	4883 %	
		Subsidiary's annual consolidated turnover	Rs.255.99 Crore
		Proposed RPT	Rs.12,500 crore
6.	Financial performance of the related party for the immediately preceding financial year:		
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A(5). Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Type and particulars of proposed transactions for the FY 2026-27: i) Overnight and Term Placements/Borrowings, Transactions in Forex, Swap, Investment transactions, Derivative transactions, FCTLs, Loans and Trade Related transactions including LC/BG/Buyers Credit etc. or any other trade related transactions including transactions under MRPA, interest, exchange/commission/fee as applicable for any such transaction etc. (such transactions may be originated both ways). ii) Transactions including reimbursement of IT and management expenses incurred by the SBI on account of the subsidiary, reimbursement of any expenses incurred for back-office operations or any subsidiary specific expenses under SLAs/Management Agreement/any such agreements.
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2.	Details of each type of the proposed transaction	i) Prior omnibus approval for Material Related Party Transaction Aggregating to Rs. 12,500 Crore for undertaking transactions including Overnight and Term Placements/Borrowings, Transactions in Forex, Swap, Investment transactions, Derivative transactions, FCTLs, Loans and Trade Related transactions including LC/BG/Buyers Credit etc or any other trade related transactions including transactions under MRPA, interest, exchange/commission/fee as applicable for any such transaction etc. (such transactions may be originated both ways).
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transactions are recurring and repetitive in nature. (i) Based on requirement an exposure limit on Bank SBI Indonesia is approved similar to the exposure limits for other counterparty banks. Transactions in Forex, Overnight and Term Placements, Swaps, LC, BG, Investment transactions, Derivative transactions, FCTLs, Loans and any other trade related transactions are entered into between our branches: (Domestic / Overseas) and Bank SBI Indonesia under this limit. The tenure of each transaction varies and is determined based on individual business contracts negotiated between the respective offices at the time of execution.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 12,500 crore (Aggregate of transactions proposed to be undertaken during FY 2026-27)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Bank SBI Indonesia is our Overseas Banking subsidiary. Transactions with Bank SBI Indonesia are on commercial terms based on business requirements.

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not applicable
	a. Name of the director / KMP	Not applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	Not applicable

Part B		
Sr.	Particulars	Details*
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
Not applicable		
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Not applicable to listed banks.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Deals are undertaken at market rates prevailing at the relevant point of time.
5.	Maturity / due date	Transactions are recurring and repetitive in nature and shall be based on business requirements

		as negotiated for individual transactions.
6.	Repayment schedule & terms	Repayment terms can range from overnight/money market placements/borrowings to term placements/borrowings
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds are / shall be used for carrying out regular banking transactions at their end.
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
Not applicable		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	a) Rationale for giving guarantee, surety, indemnity or comfort letter	The transactions are conducted in the normal course of business to undertake various routine banking transactions, mainly to facilitate trade transactions of the customers. Similar transactions are also originated by the RP for facilitating their customers (Trade Transactions; LCs / BGs, Remittances)
	b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) Deals are undertaken at market rates prevailing at the relevant point of time. (ii) The transactions are guided by ICC Uniform Rules for Demand Guarantees.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter	Nil

	has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	The nature of transactions are mainly Money market / Term placements or borrowings which are unsecured in nature. Terms & conditions including pricing are governed by market conditions adhering to the Arm's Length Policy of the Bank.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Deals are undertaken at market rates prevailing at the relevant point of time.
3.	Cost of borrowing	Not Applicable
4.	Maturity / due date	The transactions are repetitive and recurring in nature.
5.	Repayment schedule & terms	The transactions are repetitive and recurring in nature.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Funds are / shall be used for carrying out regular banking transactions at their end
B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not applicable		
B(7). Disclosure only in case of transactions relating to payment of royalty		
Not applicable		

Part C		
Sr.	Particulars	Details*
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Unrated.
2.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>Nil</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p>
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
Not applicable		
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Unrated
2.	Details of solvency status and going concern status of the related party during the last three financial years:	During the last three financial years, the Related Party has maintained stable solvency position. The RP has been in compliance with all the regulatory capital requirements and has

		maintained a positive net worth. The audited financial statements and auditors report confirms going concern status.
	FY 2024-25	Net worth is Rs.1,710.99 crore
	FY 2023-24	Net worth is Rs.1,701.29 crore
	FY 2022-23	Net worth is Rs.1,729.70 crore
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not applicable for listed entities
4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>Nil</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p>
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not applicable		

C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate
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Not applicable

C(6). Disclosure only in case of transactions relating to payment of royalty

Not applicable

*No Comments by the Audit Committee of the Board ('ACB').

Item No. 7: To consider and approve Material Related Party Transactions between State Bank of India and Nepal SBI Bank Limited

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 5,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024-25 is Rs. 663,343.00 crore. Hence, the materiality threshold of the Bank is Rs. 5,000 crore.

Nepal SBI Bank Limited is a Subsidiary of the Bank, and the Bank holds 55% paid up equity share capital of Nepal SBI Bank Limited.

In the financial year 2026-27 the transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations are as below:

Type, Material Terms, Particulars and Value of the proposed Transactions

- i. Bank, in the ordinary course of business, is required to undertake various routine banking transactions mainly to facilitate trade transactions of the customers and undertake short term lending / borrowing with these counter parties to manage liquidity / deployment of funds. SBI, based on need and its risk appetite, sets exposure limits on various counterparties / banks / Overseas entities within which such transactions are undertaken. Exposure limits on the Related Party are also set in the usual course of business requirement which are approved by the appropriate authority. The exposure limits are reviewed / renewed / enhanced based on business requirements. Such transactions including Overnight and Term Placements, Transactions in Forex transactions including sale, purchase, swaps, derivative transactions etc., Investment transactions, Placements, Borrowings, Foreign Currency Term Loans, Loans, Letter of Credit, Bank Guarantee/Counter Guarantee, and any other trade related transactions, remittances, interest, exchange, commission, fee etc. are entered into between our

branches/offices: (Domestic / Overseas) and Nepal SBI Bank Limited under this limit. The tenure of each transaction varies and is determined based on individual business contracts negotiated between the respective offices at the time of execution. Terms & conditions including pricing are governed by market conditions adhering to the Arm's Length Policy of the Bank.

Similar transactions as above are also originated by the Related Party for facilitating their customers (Trade Transactions; Letter of Credits/ Bank Guarantees, Remittances) or for deployment of their excess liquidity (placements, investments, Forex transactions etc.) with our domestic / overseas branches/offices. The value of transactions proposed during the FY 2026-27 would be (such transactions may be originated both ways) aggregating to Rs. Rs.26,980 crore.

- ii. Nepal SBI Bank Limited also derives support from the Bank mainly for hosting and maintaining their IT infrastructure, outsourcing of a few operational tasks to the Bank, management support by deputing officers from the Bank, representation in Boards through Nominee Directors from the Bank, utilizing the Bank's training infrastructure etc. Costs incurred on account of services such as Operations, IT related support, etc. rendered by the Bank and Domestic Offices to Nepal SBI Bank Limited are recovered as Management Expenses/IT Expenses based on Technical Services Agreement entered between SBI and Nepal SBI Bank Limited. These transactions are recurring and generally recovered annually. Value of these transactions including reimbursement of Information Technology and management expenses incurred by SBI on account of the subsidiary, reimbursement of any expenses incurred in migration of back-office operations etc. would be aggregating to Rs. 10.00 crores.
- iii. Overseas Subsidiaries / Associates also utilize our Staff Training facilities for providing training to their staff. At present, Nepal SBI Bank Limited has entered into an Memorandum of Understanding with Strategic Training Unit for providing training to their staff and the cost towards imparting training would be reimbursed as per the terms agreed under the Memorandum of Understanding. The value of transactions proposed during the FY 2026-27 would be aggregating to Rs.10.00 crore
- iv. any other transactions/arrangements as provided in the explanatory statement including those entered in the course of normal banking activities as mentioned under Section 32 or 33 of the State Bank of India Act, 1955.

The value of all such transactions proposed to be entered with Nepal SBI Bank Limited would be approx. 4.07% of SBI's consolidated annual turnover for the financial year 2024-25.

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/ licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of the Bank.

In the financial year 2026-27, the aforementioned transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior

approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the “Board” which term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with Nepal SBI Bank Limited, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise. The above transactions are being undertaken on an arm's length basis.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by the Bank with Nepal SBI Bank Limited in the financial year 2026-27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of the Bank's business.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding/ directorship, if any, in the Bank and/or in Nepal SBI Bank Limited, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No.7.

Accordingly, the Central Board has considered the proposal and recommends passing of the ordinary resolution contained in Item No.7 of the Notice.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”. As per the aforesaid circular, information in prescribed format is placed below:

Part A		
Sr.	Particulars	Details*
A (1). Basic details of the related party		
1.	Name of the related party	Nepal SBI Bank Ltd (NSBL)
2.	Country of incorporation of the related party	Nepal
3.	Nature of business of the related party	Banking

A (2). Relationship and ownership of the related party																	
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>Majority owned Subsidiary (listed entity)</p> <p>% Shareholding: 55%</p> <p>NA</p> <p>Nil</p>															
A (3). Details of previous transactions with the related party																	
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. FY 2024-25</p> <table> <tr> <th>No.</th><th>Nature of Transactions</th><th>Amount in INR crore</th></tr> <tr> <td>1</td><td>Aggregate of Transactions related to Money Market, Trade Finance, MRPA etc.</td><td>17,997.04</td></tr> <tr> <td>2</td><td>Technical Service Fee Expenses</td><td>4.62</td></tr> <tr> <td>3</td><td>Training Expenses</td><td>0.39</td></tr> <tr> <td></td><td>Total</td><td>18,002.50</td></tr> </table>		No.	Nature of Transactions	Amount in INR crore	1	Aggregate of Transactions related to Money Market, Trade Finance, MRPA etc.	17,997.04	2	Technical Service Fee Expenses	4.62	3	Training Expenses	0.39		Total	18,002.50
No.	Nature of Transactions	Amount in INR crore															
1	Aggregate of Transactions related to Money Market, Trade Finance, MRPA etc.	17,997.04															
2	Technical Service Fee Expenses	4.62															
3	Training Expenses	0.39															
	Total	18,002.50															
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 13,106.91.50 crore (01.04.2025 to 31.12.2025)															
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil															
A(4). Amount of the proposed transaction(s)																	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.27,000 crore (01.04.2026 to 31.03.2027)															

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes Proposed Related Party Transaction during the FY 2026-27 exceeds the materiality threshold of Rs. 5,000 Crore and accordingly requires to be placed before Central Board and Shareholders of the Bank for prior approval.										
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year i.e., 2024-25	<table><tr><td colspan="2">4.07%</td></tr><tr><td>Consolidated Turnover of SBI</td><td>Rs.6,63,343 Crore</td></tr><tr><td>Proposed RPT</td><td>Rs.27,000 crore</td></tr></table>	4.07%		Consolidated Turnover of SBI	Rs.6,63,343 Crore	Proposed RPT	Rs.27,000 crore				
4.07%												
Consolidated Turnover of SBI	Rs.6,63,343 Crore											
Proposed RPT	Rs.27,000 crore											
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	<table><tr><td colspan="2">8.99%</td></tr><tr><td>Subsidiary’s annual consolidated turnover</td><td>Rs.1,111.29 Crore</td></tr><tr><td>Proposed Significant RPT</td><td>Rs.100 crore</td></tr></table>	8.99%		Subsidiary’s annual consolidated turnover	Rs.1,111.29 Crore	Proposed Significant RPT	Rs.100 crore				
8.99%												
Subsidiary’s annual consolidated turnover	Rs.1,111.29 Crore											
Proposed Significant RPT	Rs.100 crore											
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<table><tr><td colspan="2">2429.60%</td></tr><tr><td>Subsidiary’s annual consolidated turnover</td><td>Rs.1,111.29 Crore</td></tr><tr><td>Proposed RPT</td><td>Rs.27,000 crore</td></tr></table>	2429.60%		Subsidiary’s annual consolidated turnover	Rs.1,111.29 Crore	Proposed RPT	Rs.27,000 crore				
2429.60%												
Subsidiary’s annual consolidated turnover	Rs.1,111.29 Crore											
Proposed RPT	Rs.27,000 crore											
6.	Financial performance of the related party for the immediately preceding financial year: <table><tr><th>Particulars</th><th>FY 2024-25</th></tr><tr><td>Turnover</td><td>Rs.1,111.29 Crore</td></tr><tr><td>Profit After Tax</td><td>Rs.136.03 Crore</td></tr><tr><td>Net worth</td><td>Rs.1,314.59 Crore</td></tr><tr><td></td><td></td></tr></table>	Particulars	FY 2024-25	Turnover	Rs.1,111.29 Crore	Profit After Tax	Rs.136.03 Crore	Net worth	Rs.1,314.59 Crore			
Particulars	FY 2024-25											
Turnover	Rs.1,111.29 Crore											
Profit After Tax	Rs.136.03 Crore											
Net worth	Rs.1,314.59 Crore											
A(5). Basic details of the proposed transaction												
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Type and particulars of proposed transactions for the FY 2026-27: i) Overnight and Term Placements/Borrowings, Transactions in Forex, Swap, Investment transactions, Derivative transactions, FCTLs, Loans and Trade Related transactions including LC/BG/Buyers Credit etc. or any other										

		<p>trade related transactions including transactions under MRPA, interest, exchange/commission/fee as applicable for any such transaction etc. (such transactions may be originated both ways).</p> <p>ii) Transactions including reimbursement of IT and management expenses incurred by the SBI on account of the subsidiary under Technical Services Agreement, reimbursement of any expenses incurred in migration of back-office operations etc.</p> <p>iii) Reimbursement of cost towards imparting training to the employees of Nepal SBI Bank Ltd through our training infrastructure under an MOU.</p>
2.	Details of each type of the proposed transaction	<p>i) Prior omnibus approval for Material Related Party Transaction Aggregating to INR 26,980.00 Crore for undertaking transactions including Overnight and Term Placements/Borrowings, Transactions in Forex, Swap, Investment transactions, Derivative transactions, FCTLs, Loans and Trade Related transactions including LC/BG/Buyers Credit etc. or any other trade related transactions including transactions under MRPA, interest, exchange/commission/fee as applicable for any such transaction etc. (such transactions may be originated both ways).</p> <p>ii) Prior Omnibus approval for transaction amounting to Rs. 10.00 Crore (USD 0.540 Million) under Technical Services Agreement.</p> <p>iii) Reimbursement of cost towards imparting training to the employees of Nepal SBI Bank Ltd through our training infrastructure under an MOU or as per mutually agreed terms Rs. 10.00 crore.</p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>Transactions are recurring and repetitive in nature.</p> <p>(i) Based on requirement an exposure limit on Nepal SBI Bank Ltd. is approved similar to</p>

		<p>the exposure limits for other counterparty banks. Transactions in Forex, Overnight and Term Placements, Swaps, LC, BG, Investment transactions, Derivative transactions, FCTLs, Loans and any other trade related transactions are entered into between our branches: (Domestic / Overseas) and Nepal SBI Bank Ltd under this limit. The tenure of each transaction varies and is determined based on individual business contracts negotiated between the respective offices at the time of execution.</p> <p>(ii) Costs incurred on account of services such as Operations, IT related support, etc. rendered by the Parent Bank and Domestic Offices to Overseas Banking Subsidiaries are recovered from the OBSs as Management Expenses/IT Expenses based on Management Agreement/SLAs entered between SBI and individual subsidiary. These transactions are recurring and generally recovered annually.</p> <p>(iii) The validity of the current MOU between Nepal SBI Bank Ltd and SBI is for a period of one year, till 19.11.2026 which shall be reviewed on an annual basis.</p>
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs.27,000 crore (Aggregate of transactions proposed to be undertaken during FY 2026-27)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Nepal SBI Bank Ltd Ltd is our Overseas Banking subsidiary and one of the leading banks in Nepal.</p> <p>Transactions with Nepal SBI Bank Ltd are on commercial terms based on business requirements.</p>

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not applicable
	a. Name of the director / KMP	Not applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	Not applicable

Part B		
Sr.	Particulars	Details*
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<p>Not applicable</p> <p>Services rendered to Nepal SBI Bank Limited are in terms of a Technical Services Agreement. For these services, SBI charges technical services fee to NSBL. The said agreement has been approved by the local Regulator, Nepal Rashtra Bank taking into consideration the relevant regulations there.</p> <p>Cost incurred on account of any other expenses may pertain to reimbursement of any other services such as NRI services, technical services, etc. being offered by the Parent Bank to the subsidiary or vice versa.</p>
2.	Basis of determination of price.	The Technical Services agreement has been approved by Central Bank of Nepal (Nepal Rashtra Bank) taking into consideration the relevant regulations of Nepal.

3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Not applicable to listed banks.
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Deals are undertaken at market rates prevailing at the relevant point of time.
5.	Maturity / due date	Transactions are recurring and repetitive in nature and shall be based on business requirements as negotiated for individual transactions.
6.	Repayment schedule & terms	Repayment terms can range from overnight/money market placements/borrowings to term placements/borrowings
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds are / shall be used for carrying out regular banking transactions at their end.

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

Not applicable

B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

1.	a) Rationale for giving guarantee, surety, indemnity or comfort letter	The transactions are conducted in the normal course of business to undertake various routine banking transactions, mainly to facilitate trade transactions of the customers. Similar transactions are also originated by the RP for facilitating their customers (Trade Transactions; LCs / BGs, Remittances)
	b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) Deals are undertaken at market rates prevailing at the relevant point of time. (ii) The transactions are guided by ICC Uniform Rules for Demand Guarantees.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Nil

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

1.	Material covenants of the proposed transaction	The nature of transactions are mainly Money market / Term placements or borrowings which are unsecured in nature. Terms & conditions including pricing are governed by market conditions
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		adhering to the Arm's Length Policy of the Bank.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Deals are undertaken at market rates prevailing at the relevant point of time.
3.	Cost of borrowing	Not Applicable
4.	Maturity / due date	The transactions are repetitive and recurring in nature.
5.	Repayment schedule & terms	The transactions are repetitive and recurring in nature.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Funds are / shall be used for carrying out regular banking transactions at their end
B(6). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not applicable		
B(7). Disclosure only in case of transactions relating to payment of royalty		
Not applicable		

Part C		
Sr.	Particulars	Details*
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Unrated
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "willful defaulter" by any of its bankers and whether such status is currently subsisting;	Nil No No No

	<p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	No
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
Not applicable		
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Unrated
2.	Details of solvency status and going concern status of the related party during the last three financial years:	During the last three financial years, the Related Party has maintained stable solvency position. The RP has been in compliance with all the regulatory capital requirements and has maintained a positive net worth. The audited financial statements and auditors report confirms going concern status.
	FY 2024-25	Net worth is Rs.1,314.59 crore
	FY 2023-24	Net worth is Rs. 1,225.52 crore
	FY 2022-23	Net worth is Rs. 1,138.14 crore
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed	Not applicable for listed entities

	entity or any of its subsidiary shall also be specified.	
4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>Nil</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p>
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not applicable		
C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not applicable		
C(6). Disclosure only in case of transactions relating to payment of royalty		
Not applicable		

*No Comments by the Audit Committee of the Board (‘ACB’).

Item No. 8: To consider and approve Material Related Party Transactions between State Bank of India and Yes Limited

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions

during a financial year, exceed(s) Rs. 5,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024 - 25 is Rs.6,63,343 crore. Hence, the materiality threshold of the Bank is Rs. 5000 crore.

In the financial year 2026 -27, the transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations are as below:

Sr	Types/Material Terms/Particulars of Transactions	Amount (Rs. in Cr)
i.	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields	10,300.00 (Rs.6,100.00 Cr and outstanding as per PGEL of up to Rs.4,200.00 Cr)
ii	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	
iii	Investment of debt securities viz. non-convertible debentures/bonds of Yes Bank Ltd. including proprietary purchases as permissible under the applicable rules and regulations	
iv	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
v	Entering into Repo and Reverse Repo transactions	
vi	Govt. Securities Lending/ Borrowing Transaction	
vii	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs	
viii	Sale/Purchase of Foreign Currency, Sale and Purchase of Forex Derivatives,	
ix	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"	
x	Trade Transactions, Transactions related to money market, trade finance, LC/BG, MRPA, interest, exchange, commission, fee etc.	40,000.00
xi	Foreign currency Term Loans	11,000.00
xii	Bank Guarantee issued against Counter-Guarantee of Yes Bank Ltd.	50.00
xiii	Commission Exchange and Brokerage	7.00
	Total	61,607.00

Other transactions:

There are other transactions/arrangements with Yes Bank Limited (“YES BANK”) as given under Section 32 or 33 of SBI Act, 1955 which may include transaction any other transaction executed with the Bank, in the ordinary course of Bank’s business.

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of the Bank.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the “Board” which term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with Yes Bank Limited (“YES BANK”), whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by the Bank with Yes Bank Limited (“YES BANK”) in the financial year 2026-27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of the Bank's business. The relevant certificates relating to the related party transactions have been reviewed by the Audit Committee of the Board.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding in the Bank and/or in any of the entities mentioned above, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 8.

Accordingly, the Central Board has recommended the ordinary resolution set out at Item No. 8 of the Notice for the approval of members.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”. As per the aforesaid circular, information in prescribed format is placed below:

Part A														
Sr.	Particulars	Details*												
A(1). Basic details of the related party														
1.	Name of the related party	Yes Bank Limited (“YES BANK”)												
2.	Country of incorporation of the related party	India												
3.	Nature of business of the related party	Banking Business												
A(2). Relationship and ownership of the related party														
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</p>	<p>Subsidiary</p> <ul style="list-style-type: none"> SBI holds 10.78% equity stake in Yes Bank Limited as on 31.12.2025 Not Applicable <p>Not Applicable</p>												
A (3). Details of previous transactions with the related party														
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-2025 (Rs. in Cr)</th></tr> <tr> <td>1.</td><td>Aggregate of Transactions related to Money Market, Trade Finance, MRPA etc.</td><td>12,571.99</td></tr> <tr> <td>2.</td><td>Foreign Currency Term Loan</td><td>4,530.18</td></tr> <tr> <td></td><td>Total</td><td>17,102.17</td></tr> </table>		S. No.	Nature of Transactions	FY 2024-2025 (Rs. in Cr)	1.	Aggregate of Transactions related to Money Market, Trade Finance, MRPA etc.	12,571.99	2.	Foreign Currency Term Loan	4,530.18		Total	17,102.17
S. No.	Nature of Transactions	FY 2024-2025 (Rs. in Cr)												
1.	Aggregate of Transactions related to Money Market, Trade Finance, MRPA etc.	12,571.99												
2.	Foreign Currency Term Loan	4,530.18												
	Total	17,102.17												
2.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (up to Q2FY'2026) - Rs.8,086.63 crore</p>													
3.	<p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. - No Default</p>													

A(4). Amount of the proposed transaction(s)

1. Amount of proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders:

Sr.	Types/Material Terms/Particulars of Transactions	Amount (Rs. in Cr)
i.	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields	10,300.00 (Rs.6,100.00 Cr and outstanding as per PGEL of up to Rs.4,200.00 Cr)
ii.	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	
iii.	Investment of debt securities viz. non-convertible debentures/bonds of Yes Bank Ltd. including proprietary purchases as permissible under the applicable rules and regulations	
iv.	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	
v.	Entering into Repo and Reverse Repo transactions	
vi.	Govt. Securities Lending/ Borrowing Transaction	
vii.	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs	
viii.	Sale/Purchase of Foreign Currency, Sale and Purchase of Forex Derivatives,	
ix.	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"	
x.	Trade Transactions, Transactions related to money market, trade finance, LC/BG, MRPA, interest, exchange, commission, fee etc.	40,000.00
xi.	Foreign currency Term Loans	11000.00
xii.	Bank Guarantee issued against Counter-Guarantee of Yes Bank Ltd.	50.00
xiii.	Commission Exchange and Brokerage	7.00
	Total	61607.00

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	9.29%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	166.17%								
6.	Financial performance of the related party for the immediately preceding financial year: <table><tr><td>Particulars</td><td>FY 2024-2025 (Rs in Cr)</td></tr><tr><td>Turnover</td><td>37,075.00</td></tr><tr><td>Profit After Tax</td><td>2,446.00</td></tr><tr><td>Net worth</td><td>47,832.00</td></tr></table>		Particulars	FY 2024-2025 (Rs in Cr)	Turnover	37,075.00	Profit After Tax	2,446.00	Net worth	47,832.00
Particulars	FY 2024-2025 (Rs in Cr)									
Turnover	37,075.00									
Profit After Tax	2,446.00									
Net worth	47,832.00									

A (5). Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.):																		
	<table border="1"> <tr> <th>Sr.</th><th>Types/Material Terms/Particulars of Transactions</th></tr> <tr> <td>i.</td><td>Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields</td></tr> <tr> <td>ii.</td><td>Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable</td></tr> <tr> <td>iii.</td><td>Investment of debt securities viz. non-convertible debentures/bonds of Yes Bank Ltd. including proprietary purchases as permissible under the applicable rules and regulations</td></tr> <tr> <td>iv.</td><td>Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc</td></tr> <tr> <td>v.</td><td>Entering into Repo and Reverse Repo transactions</td></tr> <tr> <td>vi.</td><td>Govt. Securities Lending/ Borrowing Transaction</td></tr> <tr> <td>vii.</td><td>Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs</td></tr> <tr> <td>viii.</td><td>Sale/Purchase of Foreign Currency, Sale and Purchase of Forex Derivatives,</td></tr> </table>	Sr.	Types/Material Terms/Particulars of Transactions	i.	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields	ii.	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable	iii.	Investment of debt securities viz. non-convertible debentures/bonds of Yes Bank Ltd. including proprietary purchases as permissible under the applicable rules and regulations	iv.	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc	v.	Entering into Repo and Reverse Repo transactions	vi.	Govt. Securities Lending/ Borrowing Transaction	vii.	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs	viii.	Sale/Purchase of Foreign Currency, Sale and Purchase of Forex Derivatives,
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vi.	Govt. Securities Lending/ Borrowing Transaction																		
vii.	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs																		
viii.	Sale/Purchase of Foreign Currency, Sale and Purchase of Forex Derivatives,																		

	ix	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"
	x	Trade Transactions, Transactions related to money market, trade finance, LC/BG, MRPA, interest, exchange, commission, fee etc.
	xi	Foreign currency Term Loans
	xii	Bank Guarantee issued against Counter-Guarantee of Yes Bank Ltd.
	xiii	Commission Exchange and Brokerage
2.	Details of each type of the proposed transaction:	
	Sr.	Types/Material Terms/Particulars of Transactions
		Amount (Rs. in Cr)
	i.	Purchase and sale of government securities, treasury bills, etc. on the basis of prevailing market rates/yields
	ii.	Purchase and Sale of non-SLR securities, as may be permitted as per prudential norms prescribed by Reserve Bank of India, on the basis of market rates / yields as may be applicable
	iii.	Investment of debt securities viz. non-convertible debentures/bonds of Yes Bank Ltd. including proprietary purchases as permissible under the applicable rules and regulations
	iv.	Entering into Rupee derivative contracts which includes Bond FRA/Bond Forward, OIS, FCS-OIS, Interest Rate futures, Swaptions, Credit Default Swaps etc
	v.	Entering into Repo and Reverse Repo transactions
	vi.	Govt. Securities Lending/ Borrowing Transaction
	vii	Call/Term/Notice Money Borrowing and overnight Lending and Borrowing within PGEL for the RPs
	viii	Sale/Purchase of Foreign Currency, Sale and Purchase of Forex Derivatives,
	ix.	Any other transactions/arrangements entered in the course of normal banking activities ("Trades concluded on Request for Quotes (RFQ) platform/ electronic platforms designed for transacting and where counter party is not known prior to the deal, the same shall be excluded from the aforesaid limits)"
	x.	Trade Transactions, Transactions related to money market, trade finance, LC/BG, MRPA, interest, exchange, commission, fee etc.

	xi.	Foreign currency Term Loans	11,000.00
	xii.	Bank Guarantee issued against Counter-Guarantee of Yes Bank Ltd.	50.00
	xiii.	Commission Exchange and Brokerage	7.00
		Total	61,607.00
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)		One Year
4.	Whether omnibus approval is being sought?		Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.		Not Applicable
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity: <ul style="list-style-type: none"> • All the aforesaid transactions are undertaken pursuant to specific approvals held by the Bank and are in furtherance of the business activities and are therefore in the interest of the Bank. • The proposed RPTs will add to the Topline growth as well as profitability of the Bank. 		
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		Not Applicable
	a. Name of the director / KMP		Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party		Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.		Not Applicable
9.	Other information relevant for decision making.		Not Applicable

Part B		
Sr.	Particulars	Details*
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
Not Applicable		
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Not Applicable

2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not Applicable
	a. Nature of indebtedness	Not Applicable
	b. Total cost of borrowing	Not Applicable
	c. Tenure	Not Applicable
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not Applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Deals are undertaken at market rates prevailing at the relevant point of time
5.	Maturity / due date	Transactions are recurring and repetitive in nature and shall be based on business requirements as negotiated for individual transactions.
6.	Repayment schedule & terms	Repayment terms can range from overnight/money market placements/borrowings to term placements/borrowings
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds are / shall be used for carrying out regular banking transactions at their end.
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
Not Applicable		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The transactions are conducted in the normal course of business to undertake various routine banking transactions, mainly to facilitate trade transactions of the customers.

		Similar transactions are also originated by the RP for facilitating their customers (Trade Transactions; LCs / BGs, Remittances)
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) Deals are undertaken at market rates prevailing at the relevant point of time. (ii) The transactions are guided by ICC Uniform Rules for Demand Guarantees.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Nil
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	The nature of transactions are mainly Money market / Term placements or borrowings which are unsecured in nature. Terms & conditions including pricing are governed by market conditions adhering to the Arm's Length Policy of the Bank.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Deals are undertaken at market rates prevailing at the relevant point of time.
3.	Cost of borrowing	Not Applicable
4.	Maturity / due date	The transactions are repetitive and recurring in nature.
5.	Repayment schedule & terms	The transactions are repetitive and recurring in nature.
6.	Whether secured or unsecured	Unsecured

7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Funds are / shall be used for carrying out regular banking transactions at their end
B(6). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
B(7). Disclosure only in case of transactions relating to payment of royalty		
Not Applicable		
Part C		
Sr.	Particulars	Details*
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Unrated
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil No No No No
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
Not Applicable		
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity		

or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Unrated
2.	Details of solvency status and going concern status of the related party during the last three financial years:	During the last three financial years, the Related Party has maintained stable solvency position and has maintained a positive net worth.
	FY 2024-2025	Net worth is Rs. 47,832 crore
	FY 2023-2024	Net worth is Rs. 42,155 crores
	FY 2022-2023	Net worth is Rs. 40,718 crores
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not Applicable
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. In addition, state the following: i) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; ii) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; iii) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Nil No

	iv) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
	FY 20xx-20xx	Not Applicable
	FY 20xx-20xx	Not Applicable
	FY 20xx-20xx	Not Applicable
C (4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		
C (5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
C (6). Disclosure only in case of transactions relating to payment of royalty		
Not Applicable		

*No Comments by the Audit Committee of the Board ('ACB').

Item No. 9: To consider and approve Material Related Party Transactions between SBI Capital Markets Limited and SBI General Insurance Company Limited

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 5,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024 -25 is Rs.6,63,343 crore. Hence, the materiality threshold of the Bank is Rs. 5,000 crore.

In the financial year 2026-27, the transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations are as below:

Sr. No.	Types/Material Terms/Particulars of Transactions	Amount (Rs. in Crore)
i	Securities Transactions	5,510.00
ii	Insurance Payment	5.00
iii	Fee Income	2.00
iv	Fee Expenses	2.00
	Total	5,519.00

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/ licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of SBI Capital Markets Limited

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the “Board” which term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken between SBI Capital Markets Limited (whether individual transactions or transactions taken together or series of transactions or otherwise) with SBI General Insurance Company Limited, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by SBI Capital Markets Limited with SBI General Insurance Company Limited in the financial year 2026 -27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of the Bank's business. The relevant certificates relating to the related party transactions have been reviewed by the Audit Committee of the Board.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding in the Bank and/or in any of the entities mentioned above, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 9.

Accordingly, the Central Board has recommended the ordinary resolution set out at Item No. 9 of the Notice for the approval of members.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”. As per the aforesaid circular, information in prescribed format is placed below:

Part A											
Sr.	Particulars	Details*									
A(1). Basic details of the related party											
1.	Name of the related party	SBI General Insurance Company Limited									
2.	Country of incorporation of the related party	India									
3.	Nature of business of the related party	General Insurance									
A(2). Relationship and ownership of the related party											
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Fellow Subsidiary SBI holds 73.89 % equity stake in SBI General Insurance Company Limited as on 30.09.2025									
A(3). Details of previous transactions with the related party											
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <table border="1"> <thead> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-2025 (Rs. in Crore)</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Securities Transactions</td><td>1,001.00</td></tr> <tr> <td>2.</td><td>Insurance Expenses</td><td>2.65</td></tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2024-2025 (Rs. in Crore)	1.	Securities Transactions	1,001.00	2.	Insurance Expenses	2.65	
S. No.	Nature of Transactions	FY 2024-2025 (Rs. in Crore)									
1.	Securities Transactions	1,001.00									
2.	Insurance Expenses	2.65									
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial	(i) Securities Transaction- Rs.275.86 Crore and									

	year up to the quarter immediately preceding the quarter in which the approval is sought.	(ii) Insurance premium paid Rs.1.55 Crore (For the quarter ended September 2025)								
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil								
A(4). Amount of the proposed transaction(s)										
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.5,519 crore								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	0.83% of consolidated turnover of Rs. 663,343/- crore of SBI in FY 2024-25								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	508.68% of standalone turnover of Rs.1084.96 crore of SBI Capital Markets Limited in FY 2024-25.								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	32.49% of standalone turnover of Rs.16982.60 crore of SBI General Insurance Company Limited in FY 2024-25.								
6.	Financial performance of the related party for the immediately preceding financial year: SBI General Insurance Company Limited: <table><tr><td>Particulars</td><td>FY 2024-2025 (Rs. in Crore)</td></tr><tr><td>Turnover</td><td>16,982.60</td></tr><tr><td>Profit After Tax</td><td>508.80</td></tr><tr><td>Net worth</td><td>4,674.00</td></tr></table>		Particulars	FY 2024-2025 (Rs. in Crore)	Turnover	16,982.60	Profit After Tax	508.80	Net worth	4,674.00
Particulars	FY 2024-2025 (Rs. in Crore)									
Turnover	16,982.60									
Profit After Tax	508.80									
Net worth	4,674.00									

A(5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Securities Transaction Fee Income and other related expenses which includes fees, commission and insurance premium
2.	Details of each type of the proposed transaction	Buying and Selling of securities including Fee Income and other related expenses which includes fees, commission and insurance premium.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Securities transaction -Rs.5,510 Crore ii) Insurance payment- Rs.5.00 Crore iii) Fee Income Rs.2.00 Crore iv) Fee expenses Rs.2.00 Crore
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	SBI Capital Markets Limited (SBICAPS) is a SEBI registered Merchant Banker dealing in debt raising activity for various clients. The transaction will be executed based on prevailing market dynamics, ensuring that it adheres to the principles of an arm's length transaction. Insurance payment is based on competitive quotes. Fee Income and expense pertaining to securities transactions are based on market rates.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not Applicable
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

Part B		
Sr.	Particulars	Details*
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Primary Market purchase transactions in securities are undertaken through Electric Bidding Platform of the Stock Exchanges. Other purchase/sale transactions will be executed based on prevailing market price.
2.	Basis of determination of price.	Primary Market purchase transactions in securities are undertaken through Electric Bidding Platform of the Stock Exchanges. Other purchase/sale transactions will be executed based on prevailing market price.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
Not Applicable		
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
Not Applicable		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
Not Applicable		
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		

B(6). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate
Not Applicable
B(7). Disclosure only in case of transactions relating to payment of royalty
Not Applicable

Part C		
Sr.	Particulars	Details*
C(1).	Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
	Not Applicable	
C(2).	Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary	
	Not Applicable	
C(3).	Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary	
	Not Applicable	
C(4).	Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary	
	Not Applicable	
C(5).	Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
	Not Applicable	
C(6).	Disclosure only in case of transactions relating to payment of royalty	
	Not Applicable	
	Not Applicable	

*No Comments by the Audit Committee of the Board ('ACB').

Item No. 10: To consider and approve Material Related Party Transactions between SBI DFHI Limited and YES Bank Limited

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for

all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 5,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024-25 is Rs. 6,63,343 crore. Hence, the materiality threshold of the Bank is Rs. 5,000 crore.

In the financial year 2026-27, the transactions, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations are as below:

S. No.	Nature of transaction	Amount (Rs. in Crore)
1	Fixed Deposit placed with Yes Bank	8,000.00
2	Intraday Limit	900 Cr per day
3	Commitment charges	2.00
4	Sale of Investments	500.00
5	Purchase of Investments	500.00
	Total	9,902.00

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/ licenses held by the company and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of SBI DFHI Limited

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the "Board" which term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken between SBI DFHI Ltd (whether individual transactions or transactions taken together or series of transactions or otherwise) with Yes Bank Limited whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by SBI DFHI Limited with Yes Bank Limited in the financial year 2026-27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of SBI DFHI Limited's business. The relevant certificates relating to the related party transactions have been reviewed by the Audit Committee of the Board.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding in the Bank and/or in any of the entities mentioned above, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 10.

Accordingly, the Central Board has recommended the ordinary resolution set out at Item No. 10 of the Notice for the approval of members.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”. As per the aforesaid circular, information in prescribed format is placed below:

Part A		
Sr.	Particulars	Details*
A(1). Basic details of the related party		
1.	Name of the related party	Yes Bank Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Bank
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	Associate of SBI Nature of concern – Financial SBI's stake in Yes Bank Limited as on 30.09.2025 is 10.78%

	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	
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A(3). Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.																
	<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-25 (Rs. in Crore)</th></tr> <tr> <td>1</td><td>Fixed Deposits placed</td><td>2,096.04</td></tr> <tr> <td>2</td><td>Intraday Limit</td><td>Rs 500 Cr Per day</td></tr> <tr> <td>3</td><td>Commitment Charges</td><td>0.60</td></tr> <tr> <td>4</td><td>Sale of investments</td><td>51.33</td></tr> </table>	S. No.	Nature of Transactions	FY 2024-25 (Rs. in Crore)	1	Fixed Deposits placed	2,096.04	2	Intraday Limit	Rs 500 Cr Per day	3	Commitment Charges	0.60	4	Sale of investments	51.33	
S. No.	Nature of Transactions	FY 2024-25 (Rs. in Crore)															
1	Fixed Deposits placed	2,096.04															
2	Intraday Limit	Rs 500 Cr Per day															
3	Commitment Charges	0.60															
4	Sale of investments	51.33															
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.																
	<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>Up to Q2 FY 2025-26 (Rs. in Crore)</th></tr> <tr> <td>1</td><td>Intraday Limit</td><td>Rs. 500 Cr Per day</td></tr> <tr> <td>2</td><td>Commitment Charges</td><td>0.30</td></tr> <tr> <td>3</td><td>Purchase of investments</td><td>61.01</td></tr> <tr> <td>4</td><td>Fixed deposit placed</td><td>950.67</td></tr> </table>	S. No.	Nature of Transactions	Up to Q2 FY 2025-26 (Rs. in Crore)	1	Intraday Limit	Rs. 500 Cr Per day	2	Commitment Charges	0.30	3	Purchase of investments	61.01	4	Fixed deposit placed	950.67	
S. No.	Nature of Transactions	Up to Q2 FY 2025-26 (Rs. in Crore)															
1	Intraday Limit	Rs. 500 Cr Per day															
2	Commitment Charges	0.30															
3	Purchase of investments	61.01															
4	Fixed deposit placed	950.67															
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No															

A(4). Amount of the proposed transaction(s)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.9,902 crore
2.	Whether the proposed transactions taken together with the transactions	Yes

	undertaken with the related party during the current financial year would render the proposed transaction a material RPT?									
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	1.49% of consolidated turnover of Rs.6,63,343 crore of SBI in FY 2024-25.								
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	502% of standalone turnover of Rs.1,972.88 crore of SBI DFHI Limited in FY 2024-25.								
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	27% of standalone turnover of Rs.36,751.77 crore of Yes Bank Limited in FY 2024-25.								
6.	Financial performance of the related party for the immediately preceding financial year:	<div>Yes Bank Limited:</div> <table><tr><th>Particulars</th><th>F.Y 2024-2025 (Rs. in Crore)</th></tr><tr><td>Turnover</td><td>36,751.77</td></tr><tr><td>Profit After Tax</td><td>2,405.86</td></tr><tr><td>Net worth</td><td>47,780.05</td></tr></table>	Particulars	F.Y 2024-2025 (Rs. in Crore)	Turnover	36,751.77	Profit After Tax	2,405.86	Net worth	47,780.05
Particulars	F.Y 2024-2025 (Rs. in Crore)									
Turnover	36,751.77									
Profit After Tax	2,405.86									
Net worth	47,780.05									

A(5). Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)																						
	<table border="1"> <thead> <tr> <th>S. No.</th><th>Types of Transactions</th><th>Amount (Rs. in Crore)</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Fixed Deposits placed</td><td>8,000.00</td></tr> <tr> <td>2.</td><td>Intraday Limit</td><td>Rs. 900 crore Per day</td></tr> <tr> <td>3.</td><td>Commitment Charges</td><td>2.00</td></tr> <tr> <td>4.</td><td>Sale of investments</td><td>500.00</td></tr> <tr> <td>5.</td><td>Purchase of investments</td><td>500.00</td></tr> <tr> <td></td><td>Total</td><td>9,902.00</td></tr> </tbody> </table>	S. No.	Types of Transactions	Amount (Rs. in Crore)	1.	Fixed Deposits placed	8,000.00	2.	Intraday Limit	Rs. 900 crore Per day	3.	Commitment Charges	2.00	4.	Sale of investments	500.00	5.	Purchase of investments	500.00		Total	9,902.00	
S. No.	Types of Transactions	Amount (Rs. in Crore)																					
1.	Fixed Deposits placed	8,000.00																					
2.	Intraday Limit	Rs. 900 crore Per day																					
3.	Commitment Charges	2.00																					
4.	Sale of investments	500.00																					
5.	Purchase of investments	500.00																					
	Total	9,902.00																					

2.	Details of each type of the proposed transaction	As above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	All Investment and Sale of Securities are executed on a Market driven platform reflecting true market value. Further all borrowing & lending facilities, charges and other services provided by Yes bank to SBI DFHI limited are in line with the terms applicable to other market players. Further, the Audit Committee of the Board of SBI DFHI Limited reviews the transactions on a quarterly basis.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not Applicable
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

Part B		
Sr.	Particulars	Details*
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Purchase and Sale of Govt. Securities are undertaken on the electronic platform of CCIL (NDS-OM) wherein bidders and suppliers quote the bid and offer price. Further, OTC deals are also reported on the NDS-OM platform.
2.	Basis of determination of price.	All the Bids and Offers are market driven and being executed on NDS OM platform of CCIL
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
Not Applicable		
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
Not Applicable		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
Not Applicable		
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	Intraday Limit – Present Interest rate 18% p.a. if account is in overnight debit balance and fee of 12 bps p.a.

2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Present Interest rate 18% p.a. if account is in overnight debit balance
3.	Cost of borrowing	Rs.0.60 crore of Commitment charges paid on Intra Day limit in FY2024-25
4.	Maturity / due date	Same day
5.	Repayment schedule & terms	Same day
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For Operational Purpose
B(6). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
B(7). Disclosure only in case of transactions relating to payment of royalty		
Not Applicable		

Part C		
Sr.	Particulars	Details*
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
Not Applicable		
C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
Not Applicable		
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
Not Applicable		
C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Not Applicable		

C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

Not Applicable

C(6). Disclosure only in case of transactions relating to payment of royalty

Not Applicable

Not Applicable

*No Comments by the Audit Committee of the Board ('ACB').

Item No. 11: To consider and approve Material Related Party Transactions between SBI DFHI Limited and Rajasthan Gramin Bank

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee of the Board, even if such transactions are in the ordinary course of the business and on an arm's length. A transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs. 5,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Bank, whichever is lower. The annual consolidated turnover of the Bank for the financial year 2024-25 is Rs.6,63,343 crore. Hence, the materiality threshold of the Bank is Rs. 5,000 crore.

In the financial year 2026-27, the related party transactions between SBI DFHI Limited and Rajasthan Gramin Bank, individually or in the aggregate, are expected to cross the applicable materiality thresholds under Regulation 23 of the SEBI Listing Regulations, are as below:

S. No	Nature of Transaction	Amount (Rs. in Crore)
1	Borrowing Overnight/Term Facility	7,700.00
2	Sale of Investments	400.00
3	Purchase of Investments	400.00
	Total	8,500.00

All the aforesaid transactions are undertaken pursuant to specific approvals/ registrations/ licenses held by the Bank and are in furtherance of the business activities and are in accordance with the applicable laws, therefore, are in the interest of SBI DFHI Limited

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for grant of authority to the Central Board (hereinafter referred to as the "Board" which term shall be deemed to include ECCB/ any Committee(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for all such arrangements/ contracts / agreements/ transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise)

with Rajasthan Gramin Bank whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / contracts / agreements / transactions or as fresh and independent transaction (s) or otherwise.

The Audit Committee of the Board has, on the basis of the aforementioned relevant details provided by the management, as required under the law, reviewed and granted approval for the related party transactions proposed to be entered into by SBI DFHI Limited with Rajasthan Gramin Bank in the financial year 2026-27 including as stated in the resolution and explanatory statement and has also noted that the said transactions are on an arm's length basis and in the ordinary course of SBI DFHI Limited's business. The relevant certificates relating to the related party transactions have been reviewed by the Audit Committee of the Board.

Any subsequent 'material modification', if any, in the proposed transactions, as defined by the Audit Committee of the Board as a part of Bank's 'Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions' will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Bank or their relatives, other than to the extent of their Shareholding in the Bank and/or in any of the entities mentioned above, are concerned / interested in the above resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties of the Bank as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 11.

Accordingly, the Central Board has recommended the ordinary resolution set out at Item No. 11 of the Notice for the approval of members.

SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26.06.2025 issued the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions". As per the aforesaid circular, information in prescribed format is placed below:

Part A		
Sr.	Particulars	Details*
A (1). Basic details of the related party		
1.	Name of the related party	Rajasthan Gramin Bank
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Bank
A (2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Associate of SBI Nature of concern – Financial Bank's Stake in Rajasthan Gramin Bank is 35%.

	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 																
A (3). Details of previous transactions with the related party																	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.																
	<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-25 (Rs. in Crore)</th></tr> <tr> <td>1</td><td>Borrowing Overnight/Term Facility</td><td>980.28</td></tr> <tr> <td>2</td><td>Sale of investments</td><td>25.85</td></tr> <tr> <td>3</td><td>Reimbursement of expenses</td><td>0.01</td></tr> <tr> <td>4</td><td>Other income</td><td>0.01</td></tr> </table>	S. No.	Nature of Transactions	FY 2024-25 (Rs. in Crore)	1	Borrowing Overnight/Term Facility	980.28	2	Sale of investments	25.85	3	Reimbursement of expenses	0.01	4	Other income	0.01	
S. No.	Nature of Transactions	FY 2024-25 (Rs. in Crore)															
1	Borrowing Overnight/Term Facility	980.28															
2	Sale of investments	25.85															
3	Reimbursement of expenses	0.01															
4	Other income	0.01															
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.																
	<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>Up to Q2 FY 2025-26 (Rs. in Crore)</th></tr> <tr> <td>1</td><td>Reimbursement of expenses</td><td>0.01</td></tr> <tr> <td>2</td><td>Other income</td><td>0.02</td></tr> </table>	S. No.	Nature of Transactions	Up to Q2 FY 2025-26 (Rs. in Crore)	1	Reimbursement of expenses	0.01	2	Other income	0.02							
S. No.	Nature of Transactions	Up to Q2 FY 2025-26 (Rs. in Crore)															
1	Reimbursement of expenses	0.01															
2	Other income	0.02															
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No															
A (4). Amount of the proposed transaction(s)																	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.8,500 Crore															
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial	Yes															

	year would render the proposed transaction a material RPT?					
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	1.28% of consolidated turnover of Rs. 663,343/- crore of SBI in FY 2024-25				
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	431% of standalone turnover of Rs.1972.88 crore of SBI DFHI Limited in FY 2024-25.				
5.	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	24.10% of standalone turnover of Rs. 35,265.65 crore of Rajasthan Gramin Bank in FY 2024-25				
6.	Financial performance of the related party for the immediately preceding financial year:	Rajasthan Gramin Bank:				
		Particulars	FY 2024-2025 (Rs. in Crore)			
		Turnover	35,265.65			
		Profit After Tax	98.60			
		Net worth	1,197.70			
A(5). Basic details of the proposed transaction						
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)					
				S. No.	Types of Transactions	Amount (Rs. in Crore)
				1.	Borrowing Overnight/Term Facility	7,700.00
				2.	Sale of investments	400.00
				3.	Purchase of investments	400.00
2.	Details of each type of the proposed transaction		As above			
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)		12 months			
4.	Whether omnibus approval is being sought?		Yes			
5.	Value of the proposed transaction during a financial year. If the proposed transaction will		Not Applicable			

	be executed over more than one financial year, provide estimated break-up financial year-wise.	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are in ordinary course of business and as per business plan of the Company for FY 2026-27.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not Applicable
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	The transactions will be undertaken on market driven platform for purchase and sale of securities and borrowing

Part B		
Sr.	Particulars	Details*
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Purchase and Sale of Govt. Securities are undertaken on the electronic platform of CCIL (NDS-OM) wherein bidders and suppliers quote the bid and offer price. Further, OTC deals are also reported on the NDS-OM platform.
2.	Basis of determination of price.	All the Bids and Offers are market driven and being executed on NDS OM platform of CCIL
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable

	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
Not Applicable		
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
Not Applicable		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
Not Applicable		
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	Overnight Borrowing/Term Facility at market driven rate
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest rate applicable for Call/Notice/Term Money at the time of borrowing
3.	Cost of borrowing	Cost of borrowing ie. Interest paid on the borrowing will depend on the utilization of funds during the year.
4.	Maturity / due date	Call Money: 1 day Notice Money: 2 to 14 days Term Money: 15 days to 1 year
5.	Repayment schedule & terms	As above
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For underwriting govt. securities in the primary auction
B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
Not Applicable		
B(7). Disclosure only in case of transactions relating to payment of royalty		
Not Applicable		

Part C		
Sr.	Particulars	Details*
	C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary	
	Not Applicable	
	C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary	
	Not Applicable	
	C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary	
	Not Applicable	
	C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary	
	Not Applicable	
	C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
	Not Applicable	
	C(6). Disclosure only in case of transactions relating to payment of royalty	
	Not Applicable	
	Not Applicable	

*No Comments by the Audit Committee of the Board ('ACB').

Corporate Centre,
State Bank Bhavan,
Madame Cama Road,
Mumbai - 400021
Date: 10.02.2026

Sd/-
(**CHALLA SREENIVASULU SETTY**)
CHAIRMAN