

SBI CAPITAL MARKETS LIMITED

(CIN : U99999MH1986PLC040298)

Regd. Office :- 202, Maker Tower 'E', Cuffe Parade, Mumbai-400 005

NOTICE

NOTICE is hereby given that the 33rd Extra-ordinary General Meeting of the Members of SBI Capital Markets Limited will be held on Tuesday, 24th February, 2015, at 4.00 p.m. at the Board Room, 20th Floor, SBI Capital Markets Limited, 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005, to transact the following business :-

SPECIAL BUSINESS :

1. To consider and accord approval for appointment of Shri Devinjit Singh (DIN 02275778) as an Independent Director and in this regard :

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


"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Devinjit Singh (DIN 02275778), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years from 24th February, 2015 being the date of this meeting i.e. 33rd Extra-ordinary General Meeting AND THAT he shall not be liable to retire by rotation."

2. To consider and accord approval for appointment of Dr. Dharmendra Bhandari (DIN 00041829) as an Independent Director and in this regard :

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Dharmendra Bhandari (DIN 00041829), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years from 24th February, 2015 being the date of this meeting i.e. 33rd Extra-ordinary General Meeting AND THAT he shall not be liable to retire by rotation."

By order of the Board
For SBI Capital Markets Limited


Nitesh N. Shah
Company Secretary

Place : Mumbai
Date : 21.1.2015



Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ('THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A BLANK PROXY FORM IS ENCLOSED.

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

Item No. 1 :

It is proposed to appoint Shri Devinjit Singh (DIN 02275778) as an Independent Director under Section 149 and 150 of the Companies Act, 2013 (herein after referred to as 'the Act') to hold office for a term of 3 (three) consecutive years from 24th February, 2015 being the date of this meeting i.e. 33rd Extra-ordinary General Meeting.

Shri Devinjit Singh (DIN 02275778) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received a notice in writing from a member alongwith the deposit of Rs. 1,00,000/- under Section 160 of the Act proposing the candidature of Shri Devinjit Singh (DIN 02275778) for the office of Director of the Company.

The Company has received declaration from Shri Devinjit Singh (DIN 02275778) that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Shri Devinjit Singh (DIN 02275778) is a person of integrity and possesses relevant expertise and experience. In the opinion of the Board, Shri Devinjit Singh (02275778) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Rules made thereunder. Shri Devinjit Singh (DIN 02275778) is independent of the management.

Shri Devinjit Singh (DIN 02275778) has completed his MBA from The Fuqua School of Business, Duke University and Executive Development Program from The Wharton School, University of Pennsylvania. Since 2008, he is working as Managing Director of Carlyle Asia Partners, The Carlyle Group, India. Earlier from 1989 to 2008, he was working with Citigroup Inc., Global Corporate & Investment Banking, India, in various positions. His experience, expertise and knowledge will immensely benefit the Company during the deliberations at the Board and Committee meetings.

A copy of the draft letter for appointment of Shri Devinjit Singh (DIN 02275778) as an Independent Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Item No. 2 :

It is proposed to appoint Dr. Dharmendra Bhandari (DIN 00041829) as an Independent Director under Section 149 and 150 of the Companies Act, 2013 (herein after referred to as 'the Act') to hold office for a term of 3 (three) consecutive years from 24th February, 2015 being the date of this meeting i.e. 33rd Extra-ordinary General Meeting.



Dr. Dharmendra Bhandari (DIN 00041829) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received a notice in writing from a member alongwith the deposit of Rs. 1,00,000/- under Section 160 of the Act proposing the candidature of Dr. Dharmendra Bhandari (DIN 00041829) for the office of Director of the Company.

The Company has received declaration from Dr. Dharmendra Bhandari (DIN 00041829) that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Dr. Dharmendra Bhandari (DIN 00041829) is a person of integrity and possesses relevant expertise and experience. In the opinion of the Board, Dr. Dharmendra Bhandari (DIN 00041829) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Rules made thereunder. Dr. Dharmendra Bhandari (DIN 00041829) is independent of the management.

Dr. Dharmendra Bhandari (DIN 00041829) is a Chartered Accountant and was awarded Ph.D. by the University of Rajasthan based for his thesis on 'Taxation of Non-Residents in India' in 1982. He was Associate Professor, Department of Accountancy, University of Rajasthan. Presently, he is a Director on the Board of JP Morgan Mutual Fund India Private Limited, LIC Housing Finance Limited and Barclays Investments & Loans (India) Limited. His experience, expertise and knowledge will immensely benefit the Company during the deliberations at the Board and Committee meetings.

A copy of the draft letter for appointment of Dr. Dharmendra Bhandari (DIN 00041829) as an Independent Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

**By order of the Board
For SBI Capital Markets Limited**


**Nilesh N. Shah
Company Secretary**

Place : Mumbai
Date : 21.1.2015



PROXY FORM

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

CIN : U99999MH1986PLC040298

Name of the company : SBI CAPITAL MARKETS LIMITED

Registered Office : 202, Maker Tower 'E', Cuffe Parade, Mumbai - 400 005

Name of the member (s) :	
Registered Address :	
E-mail ID :	
Folio No. / Client ID :	
DP ID :	
No. of shares held	

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint :

1	Name :	
	Address :	
	E-mail ID :	
	Signature :	

Or failing him

2	Name of the member (s) :	
	Registered Address :	
	E-mail ID :	
	Folio No. / Client ID :	

Or failing him

3	Name of the member (s) :	
	Registered Address :	
	E-mail ID :	
	Folio No. / Client ID :	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Extra-ordinary General Meeting of the company, to be held on Tuesday, the 24th day of February, 2015 at 4.00 p.m. at the Board Room, 20th Floor, SBI Capital Markets Limited, 202, Maker Tower 'E', Cuffe Parade, Mumbai 400005 and at any adjournment thereof in respect of such resolutions as are indicated below :



Resolution No.	Particulars	For	Against
Special Business			
1.	To consider and accord approval for appointment of Shri Devijit Singh (DIN 02275778) as an Independent Director		
2.	To consider and accord approval for appointment of Dr. Dharmendra Bhandari (DIN 00041829) as an Independent Director		

Signed this ----- day of ----- 2015.

Signature of the shareholder

Signature of Proxy holder(s)

Affix one Rupee
Revenue Stamp

Note : This Form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

