



SBI CAPITAL MARKETS LIMITED

(CIN : U99999MH1986PLC040298)

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

NOTICE

NOTICE is hereby given that the 35th Extra-ordinary General Meeting of the Members of SBI Capital Markets Limited will be held on Monday, 30th November, 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 :-

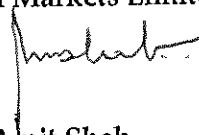
SPECIAL BUSINESS :

1. To accord approval for providing PSU Bonds of Rs. 50 crores value as additional security (as collateral security) on behalf of SBICAP Securities Limited (SSL) in connection with the enhanced Fund Based Working Capital (FBWC) Limit of Rs. 100 crores being sanctioned to them by State Bank of India, Capital Market Services Branch

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

"RESOLVED THAT pursuant to the provisions of Section 185, Section 186, Section 188 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment or re-enactment thereof), approval of the members be and is hereby accorded to provide PSU Bonds of Rs. 50 crores value held in the name of the Company as additional security (as collateral security) on behalf of SBICAP Securities Limited (SSL) in connection with the enhanced Fund Based Working Capital (FBWC) Limit of Rs. 100 crores being sanctioned to them by State Bank of India, Capital Market Services Branch on the terms and conditions as specified in the Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to the Notice of this Meeting dated 23rd October, 2015."

By order of the Board
For SBI Capital Markets Limited


Amit Shah
Company Secretary

Place : Mumbai
Date : 23rd October, 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 :

SBICAP Securities Limited ("SSL") the wholly owned subsidiary of the Company is a trading member registered with Bombay Stock Exchange and National Stock Exchange. It has undertaken various growth initiatives to enhance its presence and increase its market share. In view of their expanding business requirements, SSL has approached State Bank of India, Capital Market Services Branch for enhancement of Fund Based Working Capital (FBWC) Limit to Rs. 100 crores and Non Fund Based Working Capital (NFBWC) i.e. Bank Guarantee Limit to Rs. 100 crores from the current sanctioned FBWC Limit of Rs. 7.40 crores and NFBWC Limit of Rs. 25 crores.

State Bank of India, Capital Market Services Branch has indicated to SSL that in accordance with the credit norms applicable for broking companies, they would be required to provide additional security (as collateral security) to the extent of 50% of the Fund Based Working Capital Limit. They have agreed to accept the PSU Bonds of Rs. 50 crores value held in the name of the Company i.e. SBI Capital Markets Limited (SBICAP) as additional security (as collateral security) on behalf of SBICAP Securities Limited (SSL) in connection with the enhanced Fund Based Working Capital (FBWC) Limit of Rs. 100 crores being sanctioned by them to SSL.

Accordingly, SSL has requested the Company to offer PSU Bonds of Rs. 50 crores value as additional security (as collateral security) on their behalf to State Bank of India, Capital Market Services Branch, in connection with the enhanced Fund Based Working Capital (FBWC) Limit of Rs. 100 crores being sanctioned to them.

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the following details are given for information of the members :

<u>Sr. No.</u>	<u>Particulars</u>	<u>Information</u>
(i)	Name of the related party	a) State Bank of India b) SBICAP Securities Limited
(ii)	Nature of the relationship	a) Holding Company b) Subsidiary Company
(iii)	Nature, duration of the contract and particulars of the contract or arrangement.	The Company will provide PSU Bonds of Rs. 50 crores value as additional security (as collateral security) on behalf of SBICAP Securities Limited (SSL) in connection with the enhanced Fund Based Working Capital (FBWC) Limit of Rs. 100 crores being

<u>Sr. No.</u>	<u>Particulars</u>	<u>Information</u>
		sanctioned to them by State Bank of India, Capital Market Services Branch. Duration: Till the time the enhanced FBWC Limit of Rs. 100 crores continues to be provided by State Bank of India, Capital Market Services Branch to SSL.
(iv)	Material terms of the contract or arrangement including the value, if any.	As per the terms and conditions to be prescribed by State Bank of India
(v)	Any advance paid or received for the contract or arrangement, if any.	Nil
(vi)	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract.	As per the terms and conditions to be prescribed by State Bank of India
(vii)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors.	Yes, all factors relevant to the contract have been considered.
(viii)	Whether the contract / arrangement / transaction is in the ordinary course of business of the Company.	Yes
(ix)	Whether the contract / arrangement / transaction with the Related Party is on an arm's length basis.	Yes
(x)	Justification for entering into such contract / arrangement / transaction	To support SSL (being the wholly owned subsidiary of the Company), to meet its working capital requirements.
(xi)	Any other information relevant or important for the Board to take a decision on the proposed transaction	Nil

The Board at their 178th Board meeting held on 23rd October, 2015 has accorded its approval for providing PSU Bonds of Rs. 50 crores value as additional security (as collateral security) on behalf of SBICAP Securities Limited (SSL) in connection with the

enhanced Fund Based Working Capital (FBWC) Limit of Rs. 100 crores being sanctioned to them by State Bank of India, Capital Market Services Branch.

The aforesaid proposed transaction falls under the purview of Section 188 of the Companies Act 2013, i.e. Related Party Transaction, hence, apart from the approval of the Board of Directors by means of a resolution passed at the Board meeting, it also requires approval of the Shareholders (members) at an Extra-ordinary General Meeting.

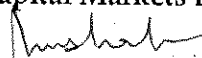
Accordingly, the Shareholders (members) are requested to consider and accord approval for providing PSU Bonds of Rs. 50 crores value held in the name of the Company as additional security (as collateral security) on behalf of SBICAP Securities Limited (SSL) in connection with the enhanced Fund Based Working Capital (FBWC) Limit of Rs. 100 crores being sanctioned to them by State Bank of India, Capital Market Services Branch on the terms and conditions as specified in this Statement pursuant to Section 102(1) of the Companies Act, 2013.

None of the Directors except Shri V.G. Kannan, Shri P.K. Gupta and Smt. Bharati Rao being Directors of SBICAP Securities Ltd / 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 Special Resolution as set out at Item No. 1 of the Notice for approval by the shareholders.

Relevant documents referred to in the accompanying Notice and this 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.

By order of the Board
For SBI Capital Markets Limited



Amit Shah
Company Secretary

Place : Mumbai
Date : 23rd October, 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 35th Extra-ordinary General Meeting of the company, to be held on Monday, the 30th day of November, 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 and at any adjournment thereof in respect of such resolutions as are indicated below :



Resolution No.	Particulars	For	Against
Special Business			
1.	To accord approval for providing PSU Bonds of Rs. 50 crores value as additional security (as collateral security) on behalf of SBICAP Securities Limited (SSL) in connection with the enhanced Fund Based Working Capital (FBWC) Limit of Rs. 100 crores being sanctioned to them by State Bank of India, Capital Market Services Branch		

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.



Road map for Extra-ordinary General Meeting Venue of
SBI Capital Markets Ltd. scheduled at
- 202 Maker Tower E, Cuffe Parade, Mumbai 400005

