

SBI CAPITAL MARKETS LIMITED

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

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of SBI Capital Markets Limited will be held on 28th day, September 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 :-

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2015, the audited Statement of Profit & Loss for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon and the comments of the Comptroller & Auditor General of India (CAG) under Section 143(6) of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2015, the audited Statement of Profit & Loss for the year ended 31st March, 2015, the Auditors' Report and the comments of the Comptroller & Auditor General of India (CAG) under Section 143(6) of the Companies Act, 2013 thereon, together with the Directors' Report for the year ended 31st March, 2015, be and are hereby received, considered, approved and adopted."

2. To confirm the Interim Dividend of Rs. 43 per Equity Share paid on 30th March 2015 and to declare the said Interim Dividend of Rs. 43 per Equity Share as the Final Dividend and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Interim Dividend of Rs. 43 per Equity Share paid on 30th March, 2015 be and is hereby confirmed and declared as the Final Dividend for the year ended 31st March, 2015."

3. To note that Shri. P.K. Sarkar, (DIN: 01082282) Director who retires by rotation at the Annual General Meeting not to be re-appointed. And to resolve not to fill up the vacancy caused by retirement of Shri P. K. Sarkar and to reduce the number of Directors accordingly and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Shri P. K. Sarkar (DIN 010812282), Director, who retires by rotation at the present meeting be not re-appointed and the Company resolves not to fill up the vacancy caused by retirement of Shri P. K. Sarkar and to reduce the number of Directors accordingly."

4. To approve the remuneration amounting to Rs. 21.20 Lacs inclusive of out of pocket expenses plus taxes as applicable payable to M/s Shah & Taparia, Chartered Accountants, (Firm's Registration No. 109463W) Statutory Auditors appointed by the Comptroller & Auditor General of India (CAG) for the Financial Year 2015-16 as recommended by the Board and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the remuneration amounting to Rs. 21.20 Lacs inclusive of out of pocket expenses plus taxes as applicable payable to M/s Shah & Taparia, Chartered Accountants, (Firm's Registration No. 109463W), the Statutory Auditors appointed by the Comptroller and Auditor General of India for the Financial Year 2015-16 as recommended by the Board of Directors of the Company be and is hereby approved."

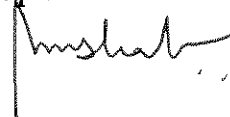
SPECIAL BUSINESS :

5. To consider and accord approval for appointment of Smt. Aruna Jayanthi (DIN 00817860) 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 **Special 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), Smt. Aruna Jayanthi (DIN 00817860), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) years for a term upto the conclusion of the 32nd Annual General Meeting of the Company in the calendar year 2018 **AND THAT** she shall not be liable to retire by rotation."

By order of the Board
For SBI Capital Markets Limited



Amit Shah
Company Secretary

Place : Mumbai
Date : 28th August, 2015

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING SHALL BE PRODUCED AT THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING AND SHALL REMAIN OPEN AND ACCESSIBLE DURING THE CONTINUANCE OF THE MEETING TO ANY PERSON HAVING A RIGHT TO ATTEND THE MEETING.
3. 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.
4. 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. 5

Smt. Aruna Jayanthi was appointed as an Independent Director of the Company at the 28th Annual General Meeting of the Company held on 05th September, 2014 for a term of 1 (One) year i.e. upto the conclusion of 29th Annual General Meeting of the Company in the calendar year 2015.

The Company has received a notice in writing from a member alongwith the deposit of the requisite amount under Section 160 of the Act proposing the candidature of Smt. Aruna Jayanthi for the office of Independent Director of the Company.

The proposal to appoint Smt. Aruna Jayanthi 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) years i.e. for a term up to the conclusion of the 32nd Annual General Meeting of the Company was placed at the 6th Nomination and Remuneration Committee to approve and recommend to the Board. And further at the 176th Board meeting held on 31st July, 2015 to approve and recommend to the Shareholders of the Company.

Smt. Aruna Jayanthi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received declaration from Smt. Aruna Jayanthi that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Smt. Aruna Jayanthi is a person of integrity and possesses relevant expertise and experience. In the opinion of the Board, Smt. Aruna Jayanthi fulfils the conditions for appointment as an Independent Director as specified in the Act and the Rules made thereunder. Smt. Aruna Jayanthi is independent of the management.

Smt. Aruna Jayanthi joined the Board of Directors of the Company on 18th October, 2012. Smt. Aruna Jayanthi is a member of the Audit Committee, Nomination and Remuneration Committee and the Corporate Social Responsibility Committee of the Company.

Smt. Aruna Jayanthi is the Chief Executive Officer (CEO) of Capgemini India. Capgemini India is the Capgemini Group's largest delivery centre and main innovation hub with over 36,000 employees. As the CEO of Capgemini India, Smt. Aruna Jayanthi manages the operations of all the business units in India covering consulting, technology and outsourcing services. In addition, she plays a key role in Leadership Development and building alignment between HR and Business. She has over 26 years experience in

the IT services industry and has worked in key roles in multinational and Indian system integrator companies. She holds Masters in Management Studies in Finance from Narsee Monjee Institute of Management Studies (NMIMS). She has been featured as one of the 'Most Powerful Women' in India Inc. by India's leading business magazine 'Business Today' in its eighth annual list (2011). She is also ranked 4th in the List of 50 Most Powerful Indian Women by Fortune India magazine.

A copy of the draft letter for appointment of Smt. Aruna Jayanthi as an Independent Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company.

Smt. Aruna Jayanthi is interested in the resolution set out in Item No. 5 of the Notice with regard to her appointment as an Independent Director.

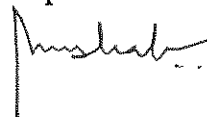
The relatives of Smt. Aruna Jayanthi may be deemed to be interested in the resolution set out in Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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 Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

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.

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



**Amit Shah
Company Secretary**

Place : Mumbai
Date : 28th August, 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 :	

Or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Monday, the 28th day of September, 2015 at 4.00 p.m. at the Board Room, 20th Floor, SBI Capital Markets Limited, 202, Maker Tower 'E', Cuffe Parade, Mumbai 4000005 and at any adjournment thereof in respect of such resolutions as are indicated below :



Resolution No.	Particulars	For	Against
Ordinary Business			
1.	To receive, consider, approve and adopt the audited Balance Sheet as at 31 st March, 2015, the audited Statement of Profit & Loss for the year ended 31 st March, 2015 together with the Reports of the Board of Directors and Auditors thereon and the comments of the Comptroller & Auditor General of India (CAG) under Section 143(6) of the Companies Act, 2013		
2.	To confirm the Interim Dividend of Rs. 43 per Equity Share paid on 30th March 2015 and to declare the said Interim Dividend of Rs. 43 per Equity Share as the Final Dividend.		
3.	To take note that Shri. P.K. Sarkar, (DIN: 01082282) Director retires by rotation at the Annual General Meeting. And resolve not to fill up the vacancy caused by retirement of Shri P. K. Sarkar and to reduce the number of Directors accordingly.		
4.	To approve the remuneration amounting to Rs. 21.20 Lacs inclusive of out of pocket expenses plus taxes as applicable payable to M/s Shah & Taparia, Chartered Accountants, (Firm's Registration No. 109463W) Statutory Auditors appointed by the Comptroller & Auditor General of India (CAG) for the Financial Year 2015-16 as recommended by the Board.		
Special Business			
5.	To consider and accord approval for appointment of Smt. Aruna Jayanthi (DIN 00817860) 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.

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

