



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

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of SBI Capital Markets Limited will be held on Thursday, 22nd September, 2016, at 4.30 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, 2016, the audited Statement of Profit & Loss for the year ended 31st March, 2016 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, 2016, the audited Statement of Profit & Loss for the year ended 31st March, 2016, 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, 2016, be and are hereby received, considered, approved and adopted."

2. To confirm the Interim Dividend of Rs. 32 per Equity Share paid on 30th March 2016 and to declare the said Interim Dividend of Rs. 32 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. 32 per Equity Share paid on 30th March, 2016 be and is hereby confirmed and declared as the Final Dividend for the year ended 31st March, 2016."

3. To approve the remuneration amounting to Rs. 22.25 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 2016-2017 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. 22.25 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 2016-2017 as recommended by the Board of Directors of the Company be and is hereby approved."



SPECIAL BUSINESS :

4. To consider and accord approval for appointment, terms and conditions of remuneration and other benefits to Shri Ashwani Bhatia (DIN 07423221) as Whole-Time 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 in terms of Articles 168, 169 and all other applicable Articles of the Articles of Association of the Company and pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and all the applicable Rules made under the Companies Act, 2013, approval of the members be and is hereby accorded for appointment of Shri. Ashwani Bhatia (DIN 07423221), as Whole-Time Director of the Company, with effect from 25th July, 2016 for a period of two years, i.e. from 25th July, 2016 to 24th July, 2018, on the remuneration and terms and conditions as are applicable to SBI Officers in TEGSS-I (Chief General Manager) grade as per details set out hereby and for payment of ex-gratia to her as may be decided by the Board from time to time.”

Terms and conditions of remuneration and other benefits as applicable to SBI Officers in TEGSS-I (Chief General Manager) grade payable to Shri. Ashwani Bhatia (DIN 07423221) as Whole Time Director :

1.	Basic Pay	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 1,13,900/- p.m.
2.	Dearness Allowance	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 53,578.56 p.m.
3.	Special Compensatory Allowance - 1	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 1,000/- p.m.
4.	City Compensatory Allowance	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 870/- p.m.
5.	Special Balancing Allowance	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 3,380/- p.m.
6.	Deputation Allowance - 4%	As per SBI Officers' Service Rules in TEGSS-I - presently Rs.2,000/- p.m.
7.	Special Allowance	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 13,668/- p.m.
8.	Fixed Personal Allowance	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 2,351/- p.m.
9.	Provident Fund Contribution	As per SBI Officers' Service Rules in TEGSS-I
10.	Gratuity	As per SBI Officers' Service Rules in TEGSS-I
11.	Residential Accommodation	As per SBI Officers' Service Rules in TEGSS-I
12.	Deputation Allowance	As per SBI Officers' Service Rules in TEGSS-I
13.	Travelling Expenses	As per SBI Officers' Service Rules in TEGSS-I

14.	Halting Allowance and eligibility for stay	As per SBI Officers' Service Rules in TEGSS-I
15.	Leave	As per SBI Officers' Service Rules in TEGSS-I
16.	Provision of Car	As per SBI Officers' Service Rules in TEGSS-I
17.	Medical Benefits	As per SBI Officers' Service Rules in TEGSS-I
18.	Leave Travel Concession	As per SBI Officers' Service Rules in TEGSS-I
19.	Encashment of Privilege Leave	As per SBI Officers' Service Rules in TEGSS-I
20.	Membership of Clubs	As per SBI Officers' Service Rules in TEGSS-I
21.	Personal entertainment	As per SBI Officers' Service Rules in TEGSS-I

Also all other remuneration and benefits sanctioned/enhanced from time to time for TEGSS-I (Chief General Manager) grade.

Alongwith salary, allowance and perquisites, the following would be payable to the Bank by the borrowing organisation:

i) Bank's contribution to Provident Fund	10% of Basic Pay (including eligible amount of PQA every month)
ii) Bank's contribution to Pension Fund	10% of Basic pay (including eligible amount of PQA every month)
iii) Contribution towards leave Salary	At the end of the period of deputation, leave salary corresponding to leave earned during the period of deputation but not availed during the said period shall be payable to the Bank
iv) Leave Travel concession	If the officer does not avail the leave travel concession while on deputation, the cost of leave travel concession proportionate to the period of deputation, would be payable to the Bank at the end of the period of deputation

5. To approve and exercise the borrowings powers of the Company to the extent of Rs. 2,000 Crores under Section 180(1)(c) of the Companies Act, 2013:

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

RESOLVED THAT in supersession of the earlier resolution passed by the Members in their meeting held on 29th October, 1990 and pursuant to Section 180 (1)(c) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to borrow from time to time any sums or sums of monies (exclusive of interest) on such terms and conditions as may be determined, from any one or more of the Company's bankers and/or from any one or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities, whether by way of cash credit, advance or deposits, loans, commercial papers, long/short term loans,

credit limit, syndicated loans, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company to the aggregate limit of Rs. 2,000/- Crores (Rupees Two Thousand Crores Only) which exceeds the aggregate of the paid-up capital of the Company and its free reserves as prescribed under the Companies Act, 2013 and any other provisions as may be applicable.

RESOLVED FURTHER THAT the Company to borrow in one or more tranches from time to time by way of any of the following as mentioned below:

- (i) Availing Credit limits from State Bank of India and/or Scheduled Commercial Bank for an amount aggregating Rs. 1,000 Crores which is to be utilized towards meeting fund requirements arising out of devolvement due to underwriting
- (ii) Issuance of Commercial Paper such that the total amount outstanding against Commercial Papers not to exceed Rs. 1,000 Crores at any point of time which is to be utilized towards meeting fund requirements arising out of devolvement due to underwriting.
- (iii) The aggregate amount of borrowings outstanding arising out of devolvement due to underwriting shall not exceed Rs. 1,000 Crores at any point of time either by way of availing credit limits from SBI and/or Scheduled Commercial Bank or by way of issuance of Commercial paper or in any combination thereof.

"RESOLVED FURTHER THAT the Company authorizes any two of the below mentioned officials acting jointly:

Sr. No.	Name of Authorized Signatories
1.	Managing Director & CEO
2.	Whole Time Director
3.	Executive Vice President
4.	Sr. Vice President & Chief Financial Officer
5.	Sr. Vice President - Debt Capital Markets

to determine, consider, review, negotiate with the Bank or subscriber on behalf of the Company and to execute, sign and issue all/any such agreements, documents, writings and instruments (which contain indemnity and hold harmless provisions) including all renewals that may require in this behalf.

"RESOLVED FURTHER THAT in connection with the aforesaid credit facilities from State Bank of India and/or Scheduled Commercial Bank or issuance of commercial paper, the Company do hereby give its consent to the giving and creation of the pledge and/or marking lien on the shares, debentures/bonds, units of mutual fund and other marketable securities belonging to the Company and/or such other shares/ debentures /bonds and other marketable securities belonging to the Company and as may be pledged/offered as collateral from time to time, and the Company do hereby agree to enter a pledge/ mark a lien in respect of these securities;

"RESOLVED FURTHER THAT the Managing Director & CEO do place before the Board the draft Memorandum of Understanding or such other documents as may have been negotiated and signed, for the approval of the Board."

"RESOLVED FURTHER THAT in connection with the above, any two of the above mentioned authorised officials be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

"RESOLVED FURTHER THAT a copy of the aforesaid resolution or any abstract thereof, duly certified as true copy by Managing Director or Whole Time Director or Company Secretary of the Company along with other documents as may be required from time to time for any or all of the aforesaid purposes and matters related thereto."

6. To approve and exercise the borrowings powers of the Company to the extent of Rs. 2,000 Crores under Section 180(1)(a) of the Companies Act, 2013:

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

RESOLVED THAT in supersession of the earlier resolution passed by the Members in their meeting held on 29th October, 1990 and pursuant to Section 180 (1)(a) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to sell, mortgage, pledge, mark a lien and/or charge, in addition to the mortgages/ charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all the movable properties of the Company and/or interest held by the Company in all or any of the movable properties of the Company both present and future in certain events of default, in favour of lender(s) for securing the borrowings of the Company availed/to be availed by way of credit facilities from State Bank of India and/or Scheduled Commercial Bank or commercial paper issued or to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act 2013, from time to time, together with interest at the respective agreed rates, additional interest, in case of default or any other agreement / document, entered into/to be entered into between the Company and the lender(s) and investor(s), in respect of the said loan, borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf with the lender(s).

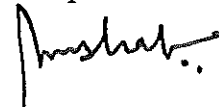
"RESOLVED FURTHER THAT in connection with the above, any two of the above mentioned authorised officials be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

"RESOLVED FURTHER THAT a copy of the aforesaid resolution or any abstract thereof, duly certified as true copy by Managing Director or Whole Time Director or Company Secretary of the Company along with other documents as may be required from time to time for any or all of the aforesaid purposes and matters related thereto."

By order of the Board
For SBI Capital Markets Limited

Place : Mumbai

Date : 26th August, 2016



Amit Shah
Company Secretary

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. 4

The Board of Directors of the Company, at its meeting held on 25th July, 2016, has, subject to the approval of members, appointed Shri Ashwani Bhatia as Whole-time Director of the Company, for a period of 2 (two) years i.e. with effect from 25th July, 2016 to 24th July, 2018, on the remuneration and the terms and conditions as are applicable to SBI Officers in TEGSS-I (Chief General Manager) grade as per details set out in the resolution at Item No. 4 of the Notice of the meeting and also as set out herein below, and for payment of ex-gratia to him as may be decided by the Board of Directors (herein after referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board), from time to time :

Terms and conditions of remuneration and other benefits as applicable to SBI Officers in TEGSS-I (Chief General Manager) grade payable to Shri. Ashwani Bhatia (DIN 07423221) as Whole Time Director :

1.	Basic Pay	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 1,13,900/- p.m.
2.	Dearness Allowance	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 53,578.56 p.m.
3.	Special Compensatory Allowance - 1	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 1,000/- p.m.
4.	City Compensatory Allowance	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 870/- p.m.
5.	Special Balancing Allowance	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 3,380/- p.m.
6.	Deputation Allowance - 4%	As per SBI Officers' Service Rules in TEGSS-I - presently Rs.2,000/- p.m.
7.	Special Allowance	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 13,668/- p.m.
8.	Fixed Personal Allowance	As per SBI Officers' Service Rules in TEGSS-I - presently Rs. 2,351/- p.m.
9.	Provident Fund Contribution	As per SBI Officers' Service Rules in TEGSS-I
10.	Gratuity	As per SBI Officers' Service Rules in TEGSS-I
11.	Residential Accommodation	As per SBI Officers' Service Rules in TEGSS-I
12.	Deputation Allowance	As per SBI Officers' Service Rules in TEGSS-I
13.	Travelling Expenses	As per SBI Officers' Service Rules in TEGSS-I
14.	Halting Allowance and eligibility for stay	As per SBI Officers' Service Rules in TEGSS-I
15.	Leave	As per SBI Officers' Service Rules in TEGSS-I
16.	Provision of Car	As per SBI Officers' Service Rules in TEGSS-I

17.	Medical Benefits	As per SBI Officers' Service Rules in TEGSS-I
18.	Leave Travel Concession	As per SBI Officers' Service Rules in TEGSS-I
19.	Encashment of Privilege Leave	As per SBI Officers' Service Rules in TEGSS-I
20.	Membership of Clubs	As per SBI Officers' Service Rules in TEGSS-I
21.	Personal entertainment	As per SBI Officers' Service Rules in TEGSS-I

Also all other remuneration and benefits sanctioned/enhanced from time to time for TEGSS-I (Chief General Manager) grade.

Alongwith salary, allowance and perquisites, the following would be payable to the Bank by the borrowing organisation:

i) Bank's contribution to Provident Fund	10% of Basic Pay (including eligible amount of PQA every month)
ii) Bank's contribution to Pension Fund	10% of Basic pay (including eligible amount of PQA every month)
iii) Contribution towards leave Salary	At the end of the period of deputation, leave salary corresponding to leave earned during the period of deputation but not availed during the said period shall be payable to the Bank
iv) Leave Travel concession	If the officer does not avail the leave travel concession while on deputation, the cost of leave travel concession proportionate to the period of deputation, would be payable to the Bank at the end of the period of deputation

Prior to approval by the Board on 25th July, 2016, the appointment and the remuneration and the terms and conditions of appointment of Shri Ashwani Bhatia as Whole-Time Director of the Company, were also approved and recommended for approval to the Board, by the Nomination and Remuneration Committee at its meeting held earlier on that day.

It is now proposed to seek the approval of the members for appointment of Shri Ashwani Bhatia as Whole-Time Director of the Company, with effect from 25th July, 2016 for a period of 2 (two) years i.e. from 25th July, 2016 to 24th July, 2018, on the remuneration and the terms and conditions as are applicable to SBI Officers in TEGSS-I (Chief General Manager) grade as per details set out in the resolution at Item No. 4 of the Notice of the meeting and also as set out above, and for payment of ex-gratia to him as may be decided by the Board of Directors (herein after referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board), from time to time.

Shri Ashwani Bhatia, Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors.

Shri Ashwani Bhatia satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment as Whole Time Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Ashwani Bhatia under Section 190 of the Act.

Shri Ashwani Bhatia is interested in the resolution set out in Item No. 4 of the Notice, which pertains to his appointment and remuneration payable to him.

The relatives of Shri Ashwani Bhatia may be deemed to be interested in the resolution at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out in Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

The Board of Directors of the Company, at its meeting held on 25th July, 2016, has, approved the following proposals:

1. An increase in the aggregate limit for underwriting commitments from existing Rs. 3,500 Crores to Rs. 5,000 Crores alongwith changes in the sub-limit for hard underwriting and underwriting as per SEBI Regulations of Debt Securities which are as follows:

(i) Sub-limit for hard-underwriting (in fixed price Public Issues) - continues to be Rs. 500 Crores;

(ii) Sub-limit for underwriting as per SEBI Regulations of Debt Securities be increased from Rs. 300 Crores to Rs. 2,500 Crores.

2. The minimum rating criteria for underwriting of bonds by the Company should be atleast AA- by any rating agency (current AA by rating agency).

3. The limit of Stock-in-Trade for down-selling for non-underwriting deals be changed from the existing Rs. 500 crore to such amount so that the total investment of surplus funds does not exceed the Net worth as per the last audited financials of the Company which is in accordance with the SEBI Circular no. RMB/Circular No. 4 (98-99) dated 30th March 1999.

In view of an increase in the aggregate limits for underwriting commitments and in the event of any devolvement of underwriting commitments, the Company is required to invest the devolved amount.

Since the amount of devolvement would be known only near closure of the issue, the Company may borrow in one or more tranches from time to time by way of any of the following means as mentioned below:

- (a) Availing Credit limits from State Bank of India and/or Scheduled Commercial Bank for an amount aggregating Rs. 1,000 Crores which will be utilized towards meeting fund requirements arising out of devolvement due to underwriting;
- (b) Issuance of Commercial Paper such that the total amount outstanding against Commercial Papers not to exceed Rs. 1,000 Crores at any point of time which will be utilized towards meeting fund requirements arising out of devolvement due to underwriting.
- (c) The aggregate amount of borrowings outstanding arising out of devolvement due to underwriting shall not exceed Rs. 1,000 Crores at any point of time either by way of availing credit limits from SBI and/or Scheduled Commercial Bank or by way of issuance of Commercial paper or in any combination thereof.

The Shareholders had authorised the Board of Directors of the Company to borrow from time to time a sum not exceeding Rs. 1,500 Crore (Rupees One Thousand Five Hundred Only) on such terms and conditions as it may deem fit under Section 293(1)(d) of the Companies Act, 1956 vide resolution passed on 29th October, 1990.

Accordingly, the Board recommends the revised limit to the extent of Rs. 2,000 Crores (Rupees Two Thousand Crores Only) under Section 180(1)(c) of the Companies Act, 2013 as set out in the resolution for approval of members.

Save and except the above, none of the other Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 5 of the Notice.

The Board commends the Special Resolution set out in Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

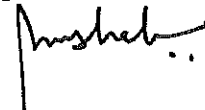
As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.

In connection with the loan / credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charge over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of lenders (upto the limits approved under Section 180(1) (c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 6 of the Notice.

The Board commends the Special Resolution set out in Item No. 6 of the Notice for approval by the shareholders.

By order of the Board
For SBI Capital Markets Limited



Amit Shah
Company Secretary

Place : Mumbai

Date : 26th August, 2016

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 30th Annual General Meeting of the company, to be held on Thursday, the 22nd day of September, 2016 at 4.30 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, 2016, the audited Statement of Profit & Loss for the year ended 31 st March, 2016 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. 32 per Equity Share paid on 30 th March 2016 and to declare the said Interim Dividend of Rs. 32 per Equity Share as the Final Dividend.		
3.	To approve the remuneration amounting to Rs. 22.25 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 2016-2017 as recommended by the Board.		
Special Business			
4.	To consider and accord approval for appointment, terms and conditions of remuneration and other benefits to Shri Ashwani Bhatia (DIN 07423221) as Whole-Time Director.		
5.	To approve and exercise the borrowings powers of the Company to the extent of Rs. 2,000 Crores under Section 180(1)(c) of the Companies Act, 2013.		
6.	To approve and exercise the borrowings powers of the Company to the extent of Rs. 2,000 Crores under Section 180(1)(a) of the Companies Act, 2013.		

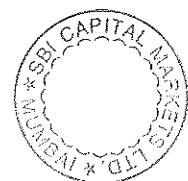
Signed this ----- day of -----2015.

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**

