



SBI CAPITAL MARKETS LIMITED

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

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of SBI Capital Markets Limited will be held on Monday, 30th September, 2019, at 4.00 p.m. at the Registered Office of the Company situated at 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, 2019, the audited Statement of Profit & Loss for the year ended 31st March, 2019 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 with or without any modification:

"RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2019, the audited Statement of Profit & Loss for the year ended 31st March, 2019, 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, 2019, be and are hereby received, considered, approved and adopted."

2. To note and confirm the appointment of M/s. Ummed Jain & Co., Chartered Accountants, (Firm's Registration No. 119250W) as the Statutory Auditors of the Company made by Comptroller & Auditor General of India (CAG) for the Financial Year 2019-20 and to approve the fixation of remuneration payable to them for the Financial Year 2019-20, as recommended by the Board and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution with or without any modification:

"RESOLVED THAT the appointment of M/s. Ummed Jain & Co., Chartered Accountants, (Firm's Registration No. 119250W), as the Statutory Auditors of the Company made by Comptroller and Auditor General of India for the financial Year 2019-20 be and is hereby noted and confirmed."



"RESOLVED FURTHER THAT the remuneration amounting to Rs. 23.75 Lacs inclusive of out of pocket expenses plus taxes as applicable, payable to M/s. Ummed Jain & Co, Chartered Accountants, (Firm's Registration No. 119250W) Statutory Auditors for the Financial Year 2019-2020, as recommended by the Board, be and is hereby approved."

3. **To consider and approve the re-appointment of Shri. T. L. Palani Kumar, Director, who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution with or without any modification:**

"RESOLVED THAT pursuant to the provisions of Sections 152(6) read with 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 T. L. Palani Kumar (DIN00177014), who retires by rotation at the 33rd Annual General Meeting and being eligible, offers himself for re-appointment as a Director liable to retire by rotation, be and is hereby re-appointed as a Director liable to retire by rotation."

By order of the Board
For SBI Capital Markets Limited



Amit Shah
Company Secretary



Place : Mumbai
Date : 6th September, 2019

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. 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.





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 33rd Annual General Meeting of the company, to be held on Monday, the 30th day of September, 2019, at 4.00 p.m. at the Registered Office of the Company situated 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
Ordinary Business			
1.	To receive, consider, approve and adopt the audited Balance Sheet as at 31 st March, 2019, the audited Statement of Profit & Loss for the year ended 31 st March, 2019 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 note and confirm the appointment of M/s. Ummed Jain & Co., Chartered Accountants, (Firm's Registration No. 119250W) as the Statutory Auditors of the Company made by Comptroller & Auditor General of India (CAG) for the Financial Year 2019-20 and to approve the fixation of remuneration payable to them for the Financial Year 2019-20, as recommended by the Board, and in this regard, to consider and if thought fit.		
3.	To consider and approve the re-appointment of Shri T. L. Palani Kumar, Director, who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation.		

Signed this ----- day of -----2019.

**Affix one Rupee
Revenue Stamp**

Signature of the shareholder

Signature of Proxy holder(s)

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 to be held on Monday, 30th September 2019,
at the Registered Office of the Company situated at
- 202 Maker Tower E, Cuffe Parade, Mumbai 400005**

