

NOTICE

NOTICE is hereby given that 37th Annual General Meeting of the Members of SBI Capital Markets Limited will be held at the registered office of the Company located at 1501, 15th floor, A & B Wing, Parinee Crescenzo Building, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400 051 on Wednesday, 20th September 2023, at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the Financial Year ended 31st March 2023 together with the Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and the Reports of the Board of Directors and Auditors (Standalone & Consolidated) thereon and the comments of the Comptroller & Auditor General of India 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(s) :

"RESOLVED THAT the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the Financial Year ended 31st March 2023 together with the Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and the Reports of the Board of Directors and Auditors (Standalone & Consolidated) thereon and the comments of the Comptroller & Auditor General of India under Section 143(6) of the Companies Act, 2013, be and are hereby received, considered and adopted."

2. To confirm the Final Dividend for the Financial Year 2022-2023 and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution with or without any modification(s):

"RESOLVED THAT the Interim Dividend of Rs. 20/- per equity share approved by the Board of Directors and already paid to the existing shareholders of the Company on 27th March 2023, be and is hereby confirmed as the Final Dividend for the Financial Year 2022-2023."

3. To authorise the Board of Directors of SBI Capital Markets Limited to fix the remuneration and other terms and conditions of the Statutory Auditors, as appointed by the Office of the Comptroller & Auditor General, India under Section 139 (5) of the Companies Act, 2013 for the Financial Year 2023-2024 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution with or without any modification(s):

"RESOLVED THAT the Board of Directors is and hereby authorised to fix the remuneration and other terms and conditions of the Statutory Auditors, as appointed by the Office of the Comptroller & Auditor General, India under Section 139 (5) of the Companies Act, 2013 for the Financial Year 2023-2024."

Registered Office: SBI Capital Markets Limited, 1501, 15th floor, A & B Wing, Parinee Crescenzo Building,
G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400 051 | Tel: 4196 8300 |

Email: corporate.office@sbicaps.com

Web: www.sbicaps.com | CIN: U99999MH1986PL040298



4. To consider and approve the re-appointment of Smt. Shilpa Naval Kumar (DIN: 02404667), Non-Executive Director of the Company who retires by rotation and being eligible, offer herself for re-appointment (liable to retire by rotation) as a Director on the Board of Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution with or without any modification(s) :

"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), Smt. Shilpa Naval Kumar (DIN: 02404667), who retires by rotation at the 37th Annual General Meeting and being eligible, offers herself for re-appointment as a Non-Executive Director whose office shall be liable to retire by rotation, be and is hereby re-appointed as a Non-Executive Director liable to retire by rotation."

SPECIAL BUSINESS:

5. To approve appointment, terms and conditions, remuneration and other benefits of Shri. Rajay Kumar Sinha (DIN: 09218041) as Managing Director & Chief Executive Officer and Whole Time Key Managerial Personnel of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution with or without any modification(s):

"RESOLVED THAT in terms of Articles 87, 106, 107 of the Articles of Association of the Company, Section 35A of the State Bank of India Act, 1955, and pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V (including any statutory modification(s) or re-enactment thereof, for the time being in force) and further pursuant to recommendations of the Nomination and Remuneration Committee and Board of Directors approval of the Members be and is hereby accorded to appoint Shri Rajay Kumar Sinha (DIN: 09218041) as Managing Director & CEO and Whole-Time Key Managerial Personnel of the Company for period of two years with effect from 14th July 2023 to 13th July 2025 or till further instructions from SBI, whichever is earlier, on the remuneration and terms and conditions as are applicable to SBI Officers in TEGSS-II (Deputy Managing Director) grade as per details set out below in the "Annexure A" and for payment of Performance Linked Incentive (PLI) as per the PLVP Policy of the company as applicable to SBI deputees and approved by the Board of Directors from time to time with the liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."



Annexure 'A'

Terms and conditions of remuneration and other benefits as applicable to SBI Officers in TEGSS-II (Deputy Managing Director) grade payable to Shri. Rajay Kumar Sinha as Managing Director & CEO and Key Managerial Personnel:

1.	Basic Pay	As per SBI Officers' Service Rules in TEGSS II.
2.	Dearness Allowance	As per SBI Officers' Service Rules in TEGSS II.
3.	City Compensatory Allowance	As per SBI Officers' Service Rules in TEGSS II.
4.	Fixed Personal Pay	As per SBI Officers' Service Rules in TEGSS II.
5.	Professional Qualification Pay	As per SBI Officers' Service Rules in TEGSS II.
6.	Special Compensatory Allowance - 1	As per SBI Officers' Service Rules in TEGSS II.
7.	Special Allowance	As per SBI Officers' Service Rules in TEGSS II.
8.	Learning Allowance	As per SBI Officers' Service Rules in TEGSS II.
9.	Special Balancing Allowance	As per SBI Officers' Service Rules in TEGSS II.
10.	Deputation Allowance	As per SBI Officers' Service Rules in TEGSS II.
11.	PL Encash for Donation	As per SBI Officers' Service Rules in TEGSS II.
12.	Provident Fund Contribution	As per SBI Officers' Service Rules in TEGSS II.
13.	Gratuity	As per SBI Officers' Service Rules in TEGSS II.
14.	Residential Accommodation	As per SBI Officers' Service Rules in TEGSS II.
15.	Travelling Expenses	As per SBI Officers' Service Rules in TEGSS II.
16.	Halting Allowance and eligibility for stay	As per SBI Officers' Service Rules in TEGSS II.
17.	Leave	As per SBI Officers' Service Rules in TEGSS II.
18.	Provision of Car	As per SBI Officers' Service Rules in TEGSS II.
19.	Medical Benefits	As per SBI Officers' Service Rules in TEGSS II.
20.	Leave Travel Concession	As per SBI Officers' Service Rules in TEGSS II.
21.	Encashment of Privilege Leave	As per SBI Officers' Service Rules in TEGSS II.
22.	Membership of Clubs	As per SBI Officers' Service Rules in TEGSS II.
23.	Personal entertainment	As per SBI Officers' Service Rules in TEGSS II.

Also all other remuneration and benefits sanctioned /enhanced (including grade acquired on account of promotion) from time to time for TEGSS -II (Deputy Managing Director) 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.

6. To approve appointment, terms and conditions, remuneration and other benefits to Shri. Shesh Verma (DIN 10177209) as Whole-Time Director and Key Managerial Personnel of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution with or without any modification(s):

"RESOLVED THAT in terms of Articles 87, 106, 107 of the Articles of Association of the Company, Section 35A of the State Bank of India Act, 1955, and pursuant to recommendations of the Nomination and Remuneration Committee and the Board of Directors and further pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded to appoint Shri. Shesh Verma (DIN 10177209) as Whole-Time Director and Key Managerial Personnel of the Company for a period of two years with effect from 26th May 2023 to 25th May 2025 or till further instructions from SBI whichever is earlier and terms & conditions as are applicable to SBI Officers in TEGSS-I grade as per details set out below in the "Annexure B" including any increments or change in grade on account of promotion and for payment of Performance Linked Incentive (PLI) as per the PLVP Policy of the Company as applicable to SBI deputees and approved by the Board from time to time with the liberty to the Board to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit consequent upon year on year increments, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."




Annexure 'B'

Terms and conditions of remuneration and other benefits as applicable to SBI Officers in TEGSS-I grade payable to Shri. Shesh Verma as Whole Time Director and Key Managerial Personnel:

1	Basic Pay	As per SBI Officers' Service Rules in TEGSS-I
2	Dearness Allowance	As per SBI Officers' Service Rules in TEGSS-I
3	City Compensatory Allowance	As per SBI Officers' Service Rules in TEGSS-I
4	Fixed Personal Pay	As per SBI Officers' Service Rules in TEGSS-I
5	Professional Qualification Pay	As per SBI Officers' Service Rules in TEGSS-I
6	Special Compensatory Allowance - 1	As per SBI Officers' Service Rules in TEGSS-I
7	Special Allowance	As per SBI Officers' Service Rules in TEGSS-I
8	Special Balancing Allowance	As per SBI Officers' Service Rules in TEGSS-I
9	Learning Allowance	As per SBI Officers' Service Rules in TEGSS-I
10	Deputation Allowance	As per SBI Officers' Service Rules in TEGSS-I
11	PL Encash for Donation	As per SBI Officers' Service Rules in TEGSS-I
12	Provident Fund Contribution	As per SBI Officers' Service Rules in TEGSS-I
13	Gratuity	As per SBI Officers' Service Rules in TEGSS-I
14	Residential Accommodation	As per SBI Officers' Service Rules in TEGSS-I
15	Travelling Expenses	As per SBI Officers' Service Rules in TEGSS-I
16	Halting Allowance and eligibility for stay	As per SBI Officers' Service Rules in TEGSS-I
17	Leave	As per SBI Officers' Service Rules in TEGSS-I
18	Provision of Car	As per SBI Officers' Service Rules in TEGSS-I
19	Medical Benefits	As per SBI Officers' Service Rules in TEGSS-I
20	Leave Travel Concession	As per SBI Officers' Service Rules in TEGSS-I
21	Encashment of Privilege Leave	As per SBI Officers' Service Rules in TEGSS-I
22	Membership of Clubs	As per SBI Officers' Service Rules in TEGSS-I
23	Personal entertainment	As per SBI Officers' Service Rules in TEGSS-I

Also all other remuneration and benefits sanctioned / enhanced (including grade acquired on account of promotion) 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.

By order of the Board
For SBI Capital Markets Limited



Amit Shah
Company Secretary

Place: Mumbai
Date: 13th September 2023



**EXPLANATORY STATEMENT TO THE ANNUAL GENERAL MEETING NOTICE
(Under Section 102 of Companies Act, 2013)**

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

Item no. 5

To approve appointment, terms and conditions, remuneration and other benefits to Shri. Rajay Kumar Sinha (DIN: 09218041) as Managing Director & Chief Executive Officer and Whole Time Key Managerial Personnel of the Company.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members had accorded approval to appoint Shri. Rajay Kumar Sinha (DIN: 09218041) as Managing Director & CEO and Whole-Time Key Managerial Personnel (KMP) of the Company for period of two years with effect from 14th July 2023 to 13th July 2025 or till further instructions from SBI, whichever is earlier.

The terms and conditions of appointment, details of remuneration, other benefits and Performance Linked Incentive are set out in the "Annexure A" of the Ordinary Resolution proposed in item no.5 of the Notice as per Section 200 of the Companies Act, 2013.

Shri. Rajay Kumar Sinha (DIN: 09218041) satisfies all the conditions as set out in Part-I of Schedule V and sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment as Managing Director and Key Managerial Personnel of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He has also submitted his consent in writing to act as Managing Director and CEO of the Company.

Additional information in respect of Shri. Rajay Kumar Sinha (DIN: 09218041) pursuant to the Secretarial Standards on General Meetings (SS-2), is provided at 'Annexure C' to this Notice. A brief profile of Shri. Rajay Kumar Sinha is also provided at 'Annexure D' to this notice.

Shri. Rajay Kumar Sinha (DIN: 09218041) Managing Director & CEO 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.

The Company has received Notice under Section 160 of the Companies Act, 2013 in writing from a member of the Company proposing the candidature of Shri. Rajay Kumar Sinha (DIN: 09218041) for the position of Managing Director & CEO (KMP).

The above may be treated as a written memorandum setting out the terms of appointment of Shri. Rajay Kumar Sinha (DIN: 09218041) under Section 190 of the Act.

It is now proposed to seek the approval of the Members to appoint Shri. Rajay Kumar Sinha (DIN: 09218041) as Managing Director and Key Managerial Personnel of the Company for a period of two years with effect from 14th July 2023 to 13th July 2025 or till further instructions from SBI, whichever is earlier, on the terms and conditions, remuneration and other benefits as are applicable to SBI Officers in TEGSS-II (Deputy Managing Director) grade as per details set out below in the 'Annexure A' and payment of Performance Linked Incentive (PLI) as per the PLVP Policy of the Company as applicable to SBI deputees and approved by the Board from time to time.



Except for Shri. Rajay Kumar Sinha (DIN: 09218041) and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise is interested in the resolution set out at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out in item no. 5 of the Notice for approval of the Members

Item No.6

To approve appointment, terms and conditions, remuneration and other benefits to Shri. Shesh Verma (DIN 10177209) as Whole-Time Director and Key Managerial Personnel of the Company.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members had accorded approval to appoint Shri. Shesh Verma (DIN 10177209) as Whole-Time Director and Key Managerial Personnel of the Company, for a period of two years with effect from 26th May 2023 to 25th May 2025 or till further instructions from SBI, whichever is earlier.

The terms and conditions of appointment, details of remuneration, other benefits and Performance Linked Incentive are set out in the 'Annexure B' of the Ordinary Resolution proposed in item no.6 of the Notice as per Section 200 of the Companies Act, 2013.

Shri. Shesh Verma (DIN 10177209) satisfies all the conditions as set out in Part-I of Schedule V and sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment as Whole Time Director and Key Managerial Personnel of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. He has also submitted his consent in writing to act as Whole Time Director of the Company.

Additional information in respect of Shri. Shesh Verma (DIN 10177209) pursuant to the Secretarial Standards on General Meetings (SS-2), is provided at 'Annexure C' to this Notice. A brief profile of Shri. Shesh Verma (DIN 10177209) is also provided at 'Annexure D' to this Notice.

Shri. Shesh Verma, (DIN 10177209) Whole Time Director and Key Managerial Personnel 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.

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a member in writing proposing the candidature of Shri. Shesh Verma (DIN 10177209) for the position of Whole Time Director of the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Shri. Shesh Verma (DIN 10177209) under Section 190 of the Act.

It is now proposed to seek the approval of the Members to appoint Shri. Shesh Verma (DIN 10177209) as Whole Time Director and Key Managerial Personnel of the Company, for a



period of two years with effect from 26th May 2023 upto 25th May 2025 or till further instructions from SBI, whichever is earlier on the terms and conditions, remuneration and other benefits as are applicable to SBI Officers in TEGSS-I grade as per details set out in the Ordinary Resolution proposed as item no. 6 to the Notice of this meeting and payment of Performance Linked Incentive (PLI) as per the PLVP Policy of the Company as applicable to SBI deputees and approved by the Board from time to time.

Except for Shri. Shesh Verma (DIN 10177209) and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise is interested in the resolution set out at item no. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out in item no. 6 of the Notice for approval of the Members.

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Annexure C

**Details of Directors seeking appointment at the 37th Annual General Meeting to be held
on Wednesday, 20th September 2023
[Pursuant to Secretarial Standards – 2 of the General Meetings.]**

Name of the Director	Shri Rajay Kumar Sinha	Shri. Shesh Verma
Date of Birth	21st January 1968	20th December 1967
Age as on 20/09/2023	55 years	55 years
Qualifications	Bachelor degree in Science	B. Com with master's degree in economics, CAIIB Part I & II and holds Post Graduate Diploma in Financial Advising, AMFI, MSME, General Insurance, AML & KYC.
Experience	32 years	32 years
No. of Shares held	06 Equity Shares	01 Equity Share
Terms & Conditions	Effective from 14th July 2023 to 13th July 2025 or till further instructions from SBI, whichever is earlier.	Effective from 26th May 2023 to 25th May 2025 or till further instructions from SBI, whichever is earlier.
Remuneration Last Drawn	As applicable to SBI Officers in TEGSS-II grade as per details set out below in the Annexure 'A' and payment of Performance Linked Incentive (PLI) as per the PLVP Policy of the Company as applicable to SBI deputees and approved by the Board from time to time.	As applicable to SBI Officers in TEGSS-I grade as per details set out below in the Annexure 'B' and payment of Performance Linked Incentive (PLI) as per the PLVP Policy of the Company as applicable to SBI deputees and approved by the Board from time to time.
Remuneration sought to be paid	Same as above	Same as above
Number of Board Meetings attended during the Financial Year 2022-2023	NA	NA
Date of Appointment	14th July 2023	26th May 2023
Relationship with other Directors/ Manager/ Key Managerial Personnel	Nil	Nil



Name of the Director	Shri Rajay Kumar Sinha	Shri. Shesh Verma
Directorships held in other Companies in India	1. SBICAP Ventures Ltd, 2. SBICAP Trustee Company Ltd, 3. SBICAP Securities Ltd & 4. Investec Capital Services (India) Pvt. Ltd.	1. SBICAP Ventures Ltd, 2. SBICAP Trustee Company Ltd, 3. SBICAP Securities Ltd & 4. Investec Capital Services (India) Pvt. Ltd.
Membership on the Committee Board of other Companies	<p>(i) SBICAP Ventures Ltd</p> <ul style="list-style-type: none"> Share Allotment Committee- Chairman Nomination and Remuneration Committee -Member <p>(ii) SBICAP Securities Ltd</p> <ul style="list-style-type: none"> Committee of Directors- Chairman Audit Committee- Member Corporate Social Responsibility Committee- Member Nomination and Remuneration Committee- Member 	<p>(i) SBICAP Ventures Ltd</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Member Share Allotment Committee- Member Corporate Social Responsibility Committee- Member <p>(ii) SBICAP Securities Ltd</p> <ul style="list-style-type: none"> Audit Committee- Member Corporate Social Responsibility Committee- Member Nomination and Remuneration Committee- Member Committee of Directors- Member Risk Management Committee- Member Information Technology Strategy Committee- Member <p>(iii) SBICAP Trustee Company Ltd</p> <ul style="list-style-type: none"> Audit Committee- Member Committee of Directors- Member CSR Committee- Member

Details pertaining to remuneration to the Managing Director & CEO and Whole Time Director have been provided in the Ordinary resolutions item no.5 and item no.6 respectively.



Brief Profile**(i) Shri Rajay Kumar Sinha**

Shri Rajay Kumar Sinha is currently Managing Director and CEO at SBI Capital Markets Limited. He is Deputy Managing Director at State Bank of India, Corporate Centre, Mumbai.

Prior to his current assignment, Shri. Sinha was in charge of Treasury operations of the Bank consisting of Investment portfolio, Money Market, Equity, Private Equity & Forex operations of the Bank. Shri. Sinha has managed the Financial Institution Relationship, Treasury Operations and ALM of SBI's overseas operations.

Shri. Sinha joined State Bank of India as Probationary Officer in 1991 and has worked in banking verticals like Treasury, International Banking and Retail Banking.

(ii) Shri. Shesh Verma

Shri. Shesh Verma has over 32 years of banking experience, having started his career as a Probationary Officer with State Bank of India in 1991. He has held various positions in India, across multiple functions viz., Retail Banking, Commercial Banking, Branch Banking, High Value Credit, Import Export Finance, Forex Operations, Retail Branch Head, Commercial Branch Head, Controllers of Commercial Banking Branches etc.,

Prior to assuming charge as President & Chief Operating Officer of SBICAP with effect from 23rd May 2023, further promoted as CGM – SBI on 13th June 2023, his roles included General Manager at Pune with 4 corporate branches catering 200 corporate and non-corporate customers of entire Madya Pradesh and Maharashtra (ex-Mumbai), from May 2021 to May 2023.

He was DGM in Credit Management, SBI, Corporate Centre from July 2020 to April 2021, DGM and Branch Head, CCG Branch, Nehru Place, New Delhi from June 2019 to June 2020. He was RM at Overseas Branch, New Delhi from June 2018 to May 2019 with credit portfolio of 10 large corporate customers, including 4 large PSUs.

The most challenging assignment of his career was maintaining top ranking in Business growth as well as compliance amongst all 7 zones of Patna Circle, when he was the Dy GM and Zonal Head at Dhanbad, Jharkhand from Sept 2016 to May 2018 where he headed 4 regions having 180 branches including 3 SME Branches, 2 RASMECCS, 6 districts headquarter branches and 175 retails branches spread over 6 districts of State.

He was AGM & Branch Head for the Overseas Branch Moradabad (U.P.) with a team of 50 Officers and staff, engaged in providing entire range of Banking services to large exporters of metal and non-metal who supply handicrafts to entire world.

During the period 1991 to 2010, he had held assignments spanning various facets of Relationship Manager - Corporate customers at Overseas Branch, Kanpur, Team Leader - Credit Processing at LHO Lucknow, Chief Manager and Branch Head, Credit Specialist,



Division Manager, Credit Officer, Human Resources Manager, Branch Manager and Assistant Manager - General Banking in Kanpur, and Lucknow, Uttar Pradesh.

He is B.Com with Master's degree in Economics, CAIIB Part I & II and holds Post Graduate Diploma in Financial Advising, AMFI, MSME, General Insurance, AML & KYC .

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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 : Board Room, 1501, 15th Floor, A & B Wing, Parinee Crescenzo, BKC, Bandra (East), Mumbai- 400 051

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 37th Annual General Meeting of the company, to be held on Wednesday, 20th September 2023, at 4.00 pm. at the Registered Office of the Company situated at the Board Room, 1501, 15th Floor, A & B Wing, Parinee Crescenzo, BKC, Bandra (East), Mumbai- 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below :

Registered Office: SBI Capital Markets Limited, 1501, 15th floor, A & B Wing, Parinee Crescenzo Building, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400 051 | Tel: 4196 8300 |

Email: corporate.office@sbicaps.com

Web: www.sbicaps.com | CIN: U99999MH1986PL040298



Resolution No.	Particulars		For	Against
ORDINARY BUSINESS				
1	To receive, consider and adopt the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the Financial Year ended 31 st March 2023 together with the Statement of Profit & Loss for the year ended on that date, Cash Flow Statement and the Reports of the Board of Directors and Auditors (Standalone & Consolidated) thereon and the comments of the Comptroller & Auditor General of India under Section 143(6) of the Companies Act, 2013			
2	To confirm the Final Dividend for the Financial Year 2022-2023			
3	To authorise the Board of Directors of SBI Capital Markets Limited to fix the remuneration and other terms and conditions of the Statutory Auditors, as appointed by the Office of the Comptroller & Auditor General, India under Section 139 (5) of the Companies Act, 2013 for the Financial Year 2023-2024			
4.	To consider and approve the re-appointment of Smt.Shilpa Naval Kumar (DIN: 02404667), Non-Executive Director of the Company who retires by rotation and being eligible, offer herself for re-appointment (liable to retire by rotation) as a Director on the Board of Company			
SPECIAL BUSINESS				
5	To approve appointment, terms and conditions, remuneration and other benefits of Shri. Rajay Kumar Sinha (DIN: 09218041) as Managing Director & Chief Executive Officer and Whole Time Key Managerial Personnel of the Company			
6	To approve appointment, terms and conditions, remuneration and other benefits to Shri. Shesh Verma (DIN 10177209) as Whole-Time Director and Key Managerial Personnel of the Company			

Signed this _____ day of _____-2023.

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.

Affix one Rupee

Revenue Stamp

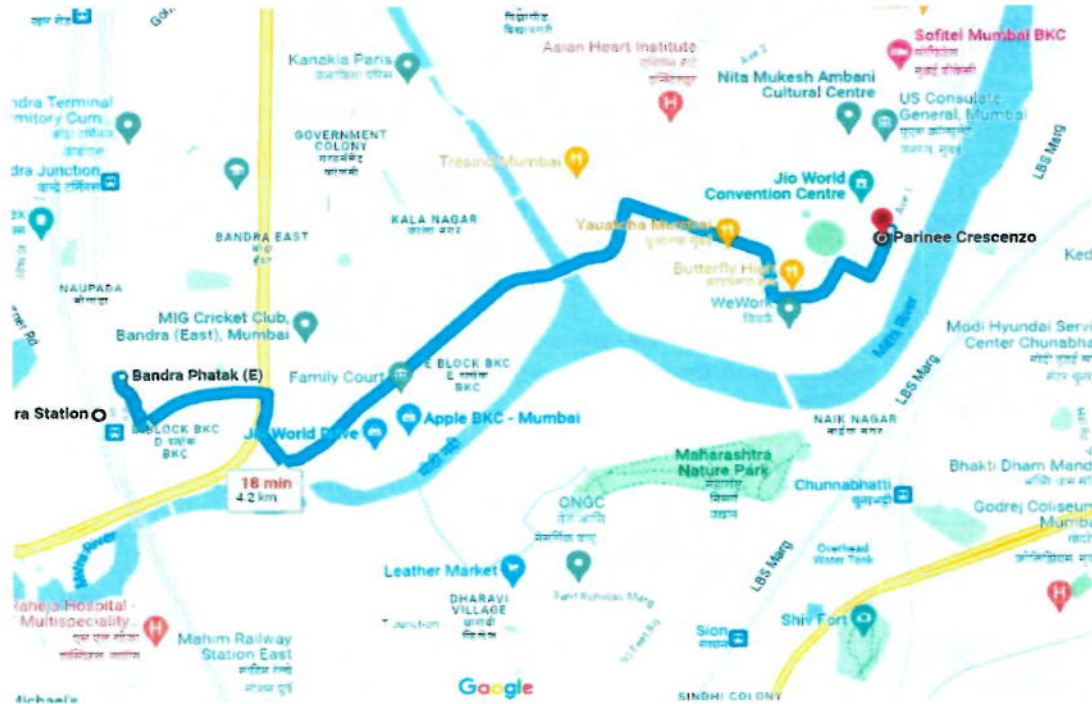
Registered Office: SBI Capital Markets Limited, 1501, 15th floor, A & B Wing, Parinee Crescenzo Building, G Block, Bandra Kurla Complex, Bandra East, Mumbai- 400 051 | Tel: 4196 8300 |

Email: corporate.office@sbicaps.com

Web: www.sbicaps.com | CIN: U99999MH1986PL040298



Road map for 37th Annual General Meeting Venue of M/s. SBI Capital Markets Ltd. scheduled to be held on Wednesday, 20th September 2023, at 4.00 p.m. at the Registered Office of the Company situated at 1501, 15th Floor, A & B Wing, Parinee Crescenzo, BKC, Bandra (East), Mumbai.



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