



SBI CAPITAL MARKETS LIMITED

(CIN : U99999MH1986PLC040298)

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

NOTICE

NOTICE is hereby given that the 46th Extra-Ordinary General Meeting of the Members of SBI Capital Markets Limited will be held on Monday, 29th November 2021, 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:

SPECIAL BUSINESS:

1. To re-appoint Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) as an Independent Director of the Company for a second term and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution with or without any modification(s):

"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) and pursuant to the recommendations of the Nominations and Remuneration Committee and Board of Directors of the Company, approval of the Members be and is hereby accorded to re-appoint Shri. Ananth Narayan Gopalakrishnan (DIN 05250681), as an Independent Director of the Company for period of two years (second term), effective from 29th November 2021 to 28th November 2023 and whose office 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: 03rd November 2021

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.**





EXPLANATORY STATEMENT TO THE EXTRA -ORDINARY 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. 1

To re-appoint Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) as an Independent Director of the Company for a second term.

Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) was appointed as an Independent Director on the Board of the Company pursuant to the section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 by the Shareholders at the 42nd Extra Ordinary General Meeting held on Thursday, 29th November 2018 for the first term for period of three consecutive years effective from 29th November 2018 to 28th November 2021.

The Nomination and Remuneration Committee (NRC) at its meeting held on 05th May 2021, noted the annual evaluation of the performance of the Board, its committees, the Chairman and Independent Directors for the Financial Year 2020-2021.

The NRC noted that Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) has been assigned good scores by other Board members during his tenure of three consecutive years. Further, taking into consideration the knowledge, acumen, expertise and experience and the substantial contribution made during his tenure as an Independent Director since appointment, the Board of Directors on the recommendations of NRC has proposed to re-appoint Ananth Narayan Gopalakrishnan (DIN 05250681) as an Independent Director of the Company for the period of two years (second term) i.e. effective from 29th November 2021 upto 28th November 2023.

As required under Section 160 of the Act, the Company has received notice in writing from State Bank of India (member of the Company), proposing the candidature of Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) as an Independent Director of the Company for second term.

Further, in terms of proviso to sub-section (5) of Section 152, Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) fulfils the conditions specified in the Act for his appointment as an Independent Director.



In terms of Section 150(1), Section 152 (2) and other applicable provisions of the Companies Act 2013 and the relevant applicable rules thereto, the proposal for re-appointment of Shri. Ananth Narayan (DIN 05250681) is being placed as Special Business for passing the same by way of Special Resolution by the Members of the Company.

As per the requirements of the applicable provisions of the Companies Act, 2013, the Explanatory Statement to the Notice of 46th Extra Ordinary General Meeting, the following statements have been included:

Applicable provisions of the Companies Act, 2013	Statements
Section 149(6)(a)	In the opinion of the Board, Shri. Ananth Narayan Gopalakrishnan, is a person of integrity and possess relevant expertise and experience.
Section 152(6)	In the opinion of the Board, Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) fulfill the conditions specified in the Companies Act, 2013 for appointment as an Independent Director.
Item IV(3) - Schedule IV	In the opinion of the Board, Shri. Ananth Narayan Gopalakrishnan fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder and they are independent of the management.

As per the requirements of Item IV(4) of Schedule IV to the Companies Act, 2013, the appointment of Independent Director will be formalized through a letter of appointment containing certain details as set out therein.

Additional information in respect of Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) pursuant to the Secretarial Standards on General Meetings (SS-2), is provided at "Annexure A" to this Notice. A brief profile of Shri. Ananth Narayan Gopalakrishnan is also provided at "Annexure B" to this Notice.

Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) has indicated his willingness to hold office of an Independent Director on the Board of the SBICAP for second term of two consecutive years. He has also submitted his consent in writing to act as an Independent Director and Declaration of Independence applicable under Section 149(7), Section 164 of the Companies Act, 2013 and Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014.

The copy of letter for appointment of Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) setting out of the terms and conditions of re-appointment for a second term is available on the website of the Company.





It is now proposed to seek the approval of the Members to re-appoint Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) as an Independent Director for period of two consecutive years (second term) for the period 29th November 2021 upto 28th November 2023.

Except for Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) 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 Special Resolution as set out in item no.1 of the Notice for approval of the Members.

By order of the Board
For SBI Capital Markets Limited

Amit Shah
Company Secretary



Place : Mumbai
Date : 03rd November 2021

Annexure A

Details of Directors seeking appointment at 46th Extra-Ordinary General Meeting to be held on 29th November 2021

[Pursuant to Secretarial Standards - 2 of the General Meetings.]

Name of the Director	Shri. Ananth Narayan Gopalakrishnan
Date of Birth	18 th May 1969
Age	52 years
Qualifications	Post-graduate Diploma in Management from Indian Institute of Management Lucknow and Bachelor's degree in technology (Electrical Engineering) from Indian Institute of Technology, Bombay
Experience	22 years
No. of Shares held	Nil
Terms & Conditions	Second Term of Two consecutive years
Remuneration Last Drawn	N.A
Remuneration sought to be paid*	N.A
Number of Board Meetings attended during the Financial Year 2020-2021	Six (6)
Date of Appointment	29 th November 2018
Relationship with other Directors/ Manager/ Key Managerial Personnel	Nil
Directorships held in other Companies in India**	1) Clearcorp Dealing Systems (India)Limited 2) Agappe Diagnostics Limited 3) Care Ratings Limited 4) Yes Bank Limited 5) Dvara Research Foundation
Directorships held in other Companies outside India**	1) Southern Ridges Macro Fund (Cayman Islands) 2) Southern Ridges Master Macro Fund (Cayman Islands)
Membership on the Committee Board of other Companies	Nil





Annexure B

Brief Profile of Director seeking appointment/re-appointment at 46th Extra-Ordinary General Meeting to be held on 29th November 2021

Shri. Ananth Narayan is an Associate Professor, Finance at SPJIMR and carries a rich experience of 20 years in financial markets trading and sales experience across India, South Asia and ASEAN, in foreign exchange, fixed income, debt capital markets, asset liability management and research. He is Post-graduate Diploma in Management from Indian Institute of Management Lucknow and is a Bachelor of Technology (Electrical Engineering) from Indian Institute of Technology Bombay. He was Regional Head of Financial Markets, ASEAN & South Asia, Standard Chartered Bank, the Managing Director, Global Rates, South Asia, Deutsche Bank, the Director (Fixed Income & Currencies Trading, India) at Citi Bank. He was member of various committees and working group of RBI and SEBI dealing with Policy and Market Development. At present he holds directorships on the Board of Clearcorp Dealing Systems (India) Ltd. and Mirae Asset Global Investments (India) Pvt. Ltd





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 :

Name :	
Address :	
E-mail ID :	
Signature :	

Or failing him

Name of the member (s) :	
Registered Address :	
E- mail ID :	
Folio No. / Client ID :	

Or failing him

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 Extra-Ordinary General Meeting of the company, to be held on Monday, 29th November 2021, 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
SPECIAL BUSINESS			
1.	To re-appoint Shri. Ananth Narayan Gopalakrishnan (DIN 05250681) as an Independent Director of the Company for a second term.		

Signed this ----- day of -----2021.

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 Extra-Ordinary General Meeting Venue of M/s. SBI Capital Markets Ltd. scheduled to be held on Monday, 29th November 2021, at the Registered Office of the Company situated at 202 Maker Tower E, Cuffe Parade, Mumbai 400005

