



**SBI CAPITAL MARKETS LIMITED**

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

**NOTICE**

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of SBI Capital Markets Limited will be held on Friday, 22<sup>nd</sup> September 2017, at 4.00 p.m. at the Board Room, 20<sup>th</sup> 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 31<sup>st</sup> March, 2017, the audited Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2017 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 31<sup>st</sup> March, 2017, the audited Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2017, 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 31<sup>st</sup> March, 2017, be and are hereby received, considered, approved and adopted."

2. To confirm the Interim Dividend of Rs. 20/- per Equity Share paid on 30<sup>th</sup> March 2017 and to declare the said Interim Dividend of Rs. 20/- 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. 20/- per Equity Share paid on 30<sup>th</sup> March, 2017 be and is hereby confirmed and declared as the Final Dividend for the year ended 31<sup>st</sup> March, 2017."

3. 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 2017- 18 and approve the remuneration amounting to Rs. 22.25 Lacs inclusive of out of pocket expenses plus taxes as applicable payable to M/s Ummed Jain & Co., Chartered Accountants, for the Financial Year 2017-18 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 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 2017-18 be and is hereby noted and confirmed.

**"RESOLVED FURTHER THAT** the remuneration amounting to Rs. 22.25 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), the Statutory Auditors appointed by the Comptroller and Auditor General of India for the Financial Year 2017-18 as recommended by the Board of Directors of the Company be and is hereby approved."

**SPECIAL BUSINESS :**

**4. Appointment of Shri Narayan K. Seshadri as an Independent Director of the Company.**

To consider and accord approval for appointment of Shri Narayan K. Seshadri (DIN 00053563) as an Independent Director for second term, to hold office for a term of three consecutive years from the 31st Annual General Meeting of the Company upto 34<sup>th</sup> Annual General Meeting to be held in calendar year 2020. 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), Shri Narayan K. Seshadri (DIN 00053563), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director for second term, to hold office for a term of three consecutive years from the 31st Annual General Meeting of the Company upto 34<sup>th</sup> Annual General Meeting to be held in calendar year 2020 **AND THAT** he shall not be liable to retire by rotation."



**5. Appointment of Shri. T. L. Palani Kumar as a Director liable to retire by rotation**

To consider and accord approval for appointment Shri T. L. Palani Kumar (DIN00177014) as 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:

**"RESOLVED THAT** pursuant to the provisions of Sections 160 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), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, in the category of retire by rotation."

By order of the Board  
For SBI Capital Markets Limited



Amit Shah  
Company Secretary

Place : Mumbai  
Date : 4th August, 2017

**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**

Shri Narayan K. Seshadri was appointed as an Independent Director of the Company at the 28<sup>th</sup> Annual General Meeting of the Company held on 05<sup>th</sup> September, 2014 for a term of 3 (three) year i.e. upto the conclusion of 31<sup>st</sup> Annual General Meeting of the Company in the calendar year 2017.

The Company has received notice under Section 160 of the Companies Act, 2013 from State Bank of India (the member of the Company) alongwith the prescribed Deposit of Rs.1,00,000/-, proposing the candidature of Shri Narayan K. Seshadri for appointment as an Independent Director for second term, to hold office for a term of three consecutive years from the 31<sup>st</sup> Annual General Meeting of the Company upto 34<sup>th</sup> Annual General Meeting to be held in calendar year 2020.

The proposal to appoint Shri Narayan K. Seshadri as an Independent Director under Section 149 and 150 of the Companies Act, 2013 (herein after referred to as 'the Act') to to hold office for a term of three consecutive years from the 31<sup>st</sup> Annual General Meeting of the Company upto 34<sup>th</sup> Annual General Meeting to be held in calendar year 2020, was placed at the 13<sup>th</sup> Nomination and Remuneration Committee to approve and recommend to the Board and further at the 189<sup>th</sup> Board meeting held on 4<sup>th</sup> August, 2017, to approve and recommend to the Shareholders of the Company.

Shri Narayan K. Seshadri is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received declaration from Shri Narayan K. Seshadri that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

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

Shri Narayan K. Seshadri joined the Board of Directors of the Company on 5<sup>th</sup> September 2014. Shri Narayan K. Seshadri is a member of the Committee of Directors and the Chairman of the Audit Committee, Nomination and Remuneration Committee and the



Corporate Social Responsibility Committee, HR Committee, Risk Management Committee of the Company.

Shri Narayan K. Seshadri is the Chairman and CEO of Halcyon Group an Investment Advisory and Management Services enterprises specializing in 'turnaround' and 'turn up' activities. He is a Chartered Accountant. He headed Andersen and KPMG Business Consulting businesses before founding Halcyon. He carries a rich experience of over 32 years in Finance, Accounts, Audit, Advisory and Management Services. His experience ranges across industries in different countries.

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

Shri Narayan K. Seshadri is interested in the resolution set out in Item No. 4 of the Notice with regard to his appointment as an Independent Director.

The relatives of Shri Narayan K. Seshadri may be deemed to be interested in the resolution set out in 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 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. 4 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.

None of the Directors, except Shri Narayan K. Seshadri is concerned or interested in the aforesaid resolution.

**Item No. 5 :**

Shri T.L. Palani Kumar (DIN00177014) was appointed as an Additional Director of the Company at the 185<sup>th</sup> Board meeting held on the 26<sup>th</sup> October, 2016. In terms of the provisions of Section 152 of the Companies Act, 2013, he holds office upto the date of the 31<sup>st</sup> Annual General Meeting and is eligible for appointment as a Director liable to retire by rotation.







The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his appointment as a Director liable to retire by rotation at the 31<sup>st</sup> Annual General Meeting of the Company. Shri T. L. Palani Kumar (DIN00177014) has conveyed his consent for appointment as a Director.

The Board recommends the passing of the said resolution by the members.

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.

None of the Directors, except Shri T. L. Palani Kumar (DIN00177014), is concerned or interested in the aforesaid resolution.



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

A handwritten signature in blue ink, appearing to read 'Amit Shah'.

**Amit Shah  
Company Secretary**

Place : Mumbai  
Date : 4<sup>th</sup> August, 2017



**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 31<sup>st</sup> Annual General Meeting of the company, to be held on Friday, the 22<sup>nd</sup> day of September, 2017 at 4.00 p.m. at the Board Room, 20<sup>th</sup> Floor, SBI Capital Markets Limited,





202, Maker Tower 'E', Cuffe Parade, Mumbai 400005 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Particulars	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider, approve and adopt the audited Balance Sheet as at 31 <sup>st</sup> March, 2017, the audited Statement of Profit & Loss for the year ended 31 <sup>st</sup> March, 2017 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. 20 per Equity Share paid on 30 <sup>th</sup> March 2017 and to declare the said Interim Dividend of Rs. 20 per Equity Share as the Final Dividend		
3.	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 2017- 18 and approve the remuneration amounting to Rs. 22.25 Lacs inclusive of out of pocket expenses plus taxes as applicable payable to M/s Ummed Jain & Co., Chartered Accountants, for the Financial Year 2017-18.		
<b>Special Business</b>			
4.	To consider and accord approval for appointment of Shri Narayan K. Seshadri (DIN 00053563) as an Independent Director for second term, to hold office for a term of three consecutive years from the 31 <sup>st</sup> Annual General Meeting of the Company upto 34 <sup>th</sup> Annual General Meeting to be held in calendar year 2020.		



5.	To consider and accord approval for appointment of Shri T. L. Palani Kumar (DIN 00177014) as Director liable to retire by rotation.		
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Signed this ----- day of -----2017.

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**

