



SBI CAPITAL MARKETS LIMITED
(CIN : U99999MH1986PLC040298)

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

NOTICE

NOTICE is hereby given that the 42nd Extra-ordinary General Meeting of the Members of SBI Capital Markets Limited will be held on Thursday, 29th November, 2018 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 consider and accord approval for appointment of Shri Ananth Narayan (DIN 05250681) as an Independent Director of the Company and in this regard:

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

“RESOLVED THAT subject 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. Ananth Narayan (DIN 05250681), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from State Bank of India (member) proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years AND THAT he 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 : 3rd November, 2018



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.





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. 1

To consider and accord approval for appointment of Shri. Ananth Narayan (DIN 05250681) as an Independent Director of the Company

The Company has received notice under Section 160 of the Companies Act, 2013 from State Bank of India (member of the Company), vide letter ref. no.: A&S/NBS/BP/4351 dated 10th October, 2018 proposing candidature of Shri. Ananth Narayan (DIN 05250681) as an Independent Director of the Company to hold office for a period of 3 (three) consecutive years.

Shri. Ananth Narayan (DIN 05250681) has conveyed his consent for appointment as an Independent Director of the Company. In terms of Section 149 (7) of the Companies Act, 2013, Shri. Ananth Narayan (DIN 05250681) has also given a Declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Copy of the above notice received from State Bank of India proposing appointment of Shri. Ananth Narayan (DIN 05250681) as an Independent Director, for a period of 3 (three) consecutive years and the consent received from Shri. Ananth Narayan (DIN 05250681), were also placed before the Nomination & Remuneration Committee for their approval and recommendations to the Board and to the Board for their approval.

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 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 following statements from the Board have been included with respect to the appointment of Shri. Ananth Narayan (DIN 05250681) as an Independent Director of the Company :





Applicable provisions of the Companies Act, 2013	Statement from the Board
Section 149(6)(a)	In the opinion of the Board, Shri. Ananth Narayan (DIN 05250681) is a person of integrity and possess relevant expertise and experience.
Section 152	In the opinion of the Board, Shri. Ananth Narayan (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 (DIN 05250681) fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is 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.

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

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

Shri. Ananth Narayan is interested in the resolution set out in Item No. 1 of the Notice with regard to his appointment as an Independent Director.

The relatives of Shri. Ananth Narayan may be deemed to be interested in the resolution set out in Item No. 1 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. 1 of the Notice for approval by the shareholders of the Company.

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.

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

A handwritten signature in blue ink, appearing to read "Amit Shah", written over a horizontal line.

**Amit Shah
Company Secretary**

Place : Mumbai

Date : 3rd November, 2018



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 :	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Extra-ordinary General Meeting of the company, to be held on Thursday, 29th day of November, 2018 at 4.00 p.m. at the Registered Office of the Company situated at 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 consider and accord approval for appointment of Shri. Ananth Narayan (DIN 05250681) as an Independent Director of the Company		

Signed this ----- day of ----- 2018.

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 reaching to venue of 42nd Extra-Ordinary General Meeting of SBI Capital Markets Ltd. scheduled to be held at Registered Office of the Company situated at 202 Maker Tower E, Cuffe Parade, Mumbai 400005

