



**SBI CAPITAL MARKETS LIMITED**

(CIN : U99999MH1986PLC040298)

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

**NOTICE**

NOTICE is hereby given that the 39A Extra-ordinary General Meeting of the Members of SBI Capital Markets Limited will be held on Friday, 13<sup>th</sup> April, 2018 at 2.00 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 partial modification of the earlier resolution passed by the Members at its meeting held on 22<sup>nd</sup> September, 2016 to modify the terms of the resolution by deleting the entire para two of the resolution pertaining to the sub-limits assigned for borrowing of Rs. 1,000 Crores to be utilised to meet the funding requirement arising out of devolvement due to underwriting activities 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 in partial modification of the earlier resolution passed by the Members at its meeting held on 22<sup>nd</sup> September, 2016 consent of the Members be and is hereby accorded to modify the terms of the resolution by deleting the entire second paragraph of the resolution pertaining to the sub-limits assigned for borrowing of Rs. 1,000 Crores to be utilised to meet the funding requirement arising out of devolvement due to underwriting activities.”

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

**Amit Shah  
Company Secretary**

Place : Mumbai  
Date : 12<sup>th</sup> April,, 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

The Board of Directors in their meeting held on 25<sup>th</sup> July 2016 had approved overall borrowing limit of Rs. 2,000 crores (Rupees Two Thousand Crores). Within the overall limit, the Board had approved a sub-limit of Rs 1,000 crores to be used exclusively for meeting commitments arising out of devolvement on account of underwriting of bonds within the overall borrowing limits of Rs. 2,000 crores. The said proposal was duly approved by the Members of the Company at 30<sup>th</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2016.

Currently, all the issuances more than Rs. 500 crores and not with a single investor are to be routed through the electronic bidding platform of the Stock Exchanges. SEBI vide circular No. SEBI/HO/DDHS/CIR/P/2018/05 dated January 5, 2018 have brought certain changes in the usage of electronic book mechanism for issuance of debt securities on private placement basis which is likely to have significant impact on DCM business.

Summary of the key changes and their impact is highlighted below:

| Sr. No | Existing Regulation                                                                                                                                                                                       | Revised Regulation                                                                                                                                                                                                                                                                                    |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1      | <ul style="list-style-type: none"><li>- All issuances above Rs. 500 crores to be made through EBP</li><li>- Direct deals with investor irrespective of size not required to be done through EBP</li></ul> | All issuances above Rs. 200 crores shall be made through EBP                                                                                                                                                                                                                                          |
| 2      | <ul style="list-style-type: none"><li>- Investors can either bid directly or through Arrangers</li><li>- Multiple Bids allowed</li></ul>                                                                  | <ul style="list-style-type: none"><li>- Any investor with bid size in excess of Rs.15 crores or 5% of the issue size to be bid directly and not through Arranger</li><li>- Only one bid allowed by the bidder</li><li>- An Arranger shall not bid on behalf of eligible participants if the</li></ul> |



| Sr. No | Existing Regulation                                                                                                                                                                                      | Revised Regulation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|        |                                                                                                                                                                                                          | <p>amount exceeds Rs. 15 crores or 5% of the base issue size, whichever is lower</p> <ul style="list-style-type: none"> <li>- In case the bidder does not make the pay-in he is debarred from participating on the EBP for 30 days</li> </ul>                                                                                                                                                                                                                                                         |
| 3      | Negotiation post bidding allowed                                                                                                                                                                         | <ul style="list-style-type: none"> <li>- Negotiation post bidding not allowed.</li> <li>- Issuer cannot withdraw unless the following conditions are met:-</li> <li>- issuer is unable to receive the bids upto base issue size;</li> <li>- bidder has defaulted on payment towards the allotment;</li> <li>- cut-off yield is higher than the estimated cut off yield where the base issue size is fully subscribed.</li> <li>- Penalty for withdrawal is debarment for 7 days</li> <li>-</li> </ul> |
| 4      | <p>Pay-in and allotment was decided by the issuer based on the requirement of funds and market considerations.</p> <p>Arrangers were allowed to intimate the name of the investors upto pay-in date.</p> | <p>SEBI has formalized the post issue process &amp; timelines</p> <ul style="list-style-type: none"> <li>- Allotment of Bonds (provisional) on the bidding platform by the issuer</li> <li>- Pay-in by Investors will be on T+1 day wherein T is the date of bidding</li> <li>- Investors will receive Securities in their account on T+2 day</li> <li>- Issuer will receive pay-out of funds on T+2 day</li> </ul>                                                                                   |

Since the launch of the new EBP platform very few issuers have approached the market. Some of the issuers are waiting to see how the markets develop over a period of time. In view of the said regulatory changes and to have certainty before the bidding process, one of the option to be adopted by the arranger to the issue is bidding a large amount through the bidding platform and down-selling the same in secondary market to claim the arranger fee on the transaction.



This is one of the way in which market may develop which will require us to invest our commitment in the issue in order to be eligible to receive fees from the transaction.

In view of the above, the Board of Directors of the Company of the Company, subject to the approval of members, has accorded approval for partial modification of the earlier resolution passed by the Board at its meeting held on 25<sup>th</sup> July, 2016 to modify the terms of the resolution to modify the terms of the resolution by enhancing the sub-limits mentioned in para (i) and (iii) of paragraph 2 of the said resolution from Rs. 1,000 Crores to Rs. 2,000 Crores which is with the overall borrowing limits of the Company and may be utilised to meet the funding requirement arising out of devolvement due to underwriting activities.

The Board of Directors in their meeting held on 27<sup>th</sup> March, 2018 had approved the notice for convening 39<sup>th</sup> Extra-Ordinary General Meeting scheduled to be held on 23<sup>rd</sup> April, 2018 at 4 pm at the registered office of the Company. Accordingly, State Bank of India vide its letter ref.no. A&S/AS/3578 dated 03<sup>rd</sup> April, 2018 has accorded approval to hold the 39<sup>th</sup> EGM at the proposed date, time and venue. 38<sup>th</sup> EGM was convened on 29<sup>th</sup> November, 2017 to consider re-appointment Smt. Varsha Purandare (DIN 05288076) as Managing Director & CEO of the Company. The current EGM is being convened at a shorter notice. In view of the same, the said EGM is numbered as 39A Extra-Ordinary General Meeting.

None of the other Directors / Key Managerial Personnel /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 1 of the Notice.

The Board commends the Special Resolution set out in Item No. 1 of the Notice for approval by the shareholders.

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

**Amit Shah  
Company Secretary**

Place : Mumbai  
Date : 12<sup>th</sup> April, 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 39A Extra-ordinary General Meeting of the company, to be held on Friday, the 13<sup>th</sup> day of April, 2018 at 2.00 p.m. at the Board Room, 20<sup>th</sup> Floor, SBI Capital Markets Limited,





202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 and at any adjournment thereof in respect of such resolutions as are indicated below :

| Resolution No.          | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                               | For | Against |
|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| <b>Special Business</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                           |     |         |
| 1.                      | To consider and accord approval for partial modification of the earlier resolution passed by the Members at its meeting held on 22 <sup>nd</sup> September, 2016 to modify the terms of the resolution by deleting the entire para two of the resolution pertaining to the sub-limits assigned for borrowing of Rs. 1,000 Crores to be utilised to meet the funding requirement arising out of devolvement due to underwriting activities |     |         |

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 39<sup>th</sup> Extra-Ordinary General Meeting of SBI Capital Markets Ltd. scheduled at Registered Office of the Company situated at 202 Maker Tower E, Cuffe Parade, Mumbai 400005**

