



SBI CAPITAL MARKETS LIMITED

(CIN : U99999MH1986PLC040298)

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

NOTICE

NOTICE is hereby given that the 39th Extra-ordinary General Meeting of the Members of SBI Capital Markets Limited will be held on Monday, 23rd April, 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, terms and conditions of remuneration and other benefits to Shri Biswa Ketan Das (DIN 0008067282) as Whole-Time Director 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 in terms of Articles 168, 169 and all other applicable Articles of the Articles of Association of the Company and pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and all the applicable Rules made under the Companies Act, 2013, approval of the Members be and is hereby accorded for appointment of Shri. Biswa Ketan Das (DIN 08067282), as Whole-Time Director of the Company, with effect from 27th March, 2018 for a period of two years, i.e. from 27th March, 2018 to 26th March, 2020, on the remuneration and terms and conditions as are applicable to SBI Officers in TEGS-VII (General Manager) grade as per details set out below and for payment of ex-gratia to him as may be decided by the Board from time to time."

Terms and conditions of remuneration and other benefits as applicable to SBI Officers in TEGS VII (General Manager) grade payable to Shri Biswa Ketan Das, as Whole Time Director :

1.	Basic Pay	As per SBI Officers' Service Rules in TEGS VII - presently Rs.85,000/- p.m.
2.	Dearness Allowance	As per SBI Officers' Service Rules in TEGS VII - presently Rs.50,607.81 p.m.
3.	Special Compensatory Allowance - 1	As per SBI Officers' Service Rules in TEGS VII- presently Rs. 1,000/- p.m.



4.	City Compensatory Allowance	As per SBI Officers' Service Rules in TEGS VII - presently Rs. 870/- p.m.
5.	Special Balancing Allowance	As per SBI Officers' Service Rules in TEGS VII - presently Rs. 3,042/- p.m.
6.	Deputation Allowance	As per SBI Officers' Service Rules in TEGS VII - presently Rs.4,000/- p.m.
7.	Special Allowance	As per SBI Officers' Service Rules in TEGS VII - presently Rs. 9,350/- p.m.
8.	Fixed Personal Allowance	As per SBI Officers' Service Rules in TEGS VII - presently Rs. 2,351/- p.m.
9.	Provident Fund Contribution	As per SBI Officers' Service Rules in TEGS VII
10.	Gratuity	As per SBI Officers' Service Rules in TEGS VII
11.	Residential Accommodation	As per SBI Officers' Service Rules in TEGS VII
12.	Travelling Expenses	As per SBI Officers' Service Rules in TEGS VII
13.	Halting Allowance and eligibility for stay	As per SBI Officers' Service Rules in TEGS VII
14.	Leave	As per SBI Officers' Service Rules in TEGS VII
15.	Provision of Car	As per SBI Officers' Service Rules in TEGS VII
16.	Medical Benefits	As per SBI Officers' Service Rules in TEGS VII
17.	Leave Travel Concession	As per SBI Officers' Service Rules in TEGS VII
18.	Encashment of Privilege Leave	As per SBI Officers' Service Rules in TEGS VII
19.	Membership of Clubs	As per SBI Officers' Service Rules in TEGS VII
20.	Personal entertainment	As per SBI Officers' Service Rules in TEGS VII

Also all other remuneration and benefits sanctioned/enhanced from time to time for TEGS VII (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	If the officer does not avail the leave travel concession



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
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By order of the Board
For SBI Capital Markets Limited



Amit Shah
Company Secretary



Place : Mumbai
Date : 28th March, 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 of the Company, at its meeting held on 27th March, 2018, has, subject to the approval of members, appointed Shri Biswa Ketan Das as Whole-time Director of the Company, for a period of two years, i.e. from 27th March 2018 to 26th March, 2020, on the remuneration and the terms and conditions as are applicable to SBI Officers in TEGS-VII (General Manager) grade as per details set out in the resolution at Item No. 1 of the Notice of the meeting and also as set out herein below, and for payment of ex-gratia to him as may be decided by the Board of Directors (herein after referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board), from time to time :

Terms and conditions of remuneration and other benefits as applicable to SBI Officers in TEGS VII (General Manager) grade payable to Shri Biswa Ketan Das, as Whole Time Director :

1.	Basic Pay	As per SBI Officers' Service Rules in TEGS VII - presently Rs.85,000/- p.m.
2.	Dearness Allowance	As per SBI Officers' Service Rules in TEGS VII - presently Rs.50,607.81 p.m.
3.	Special Compensatory Allowance - 1	As per SBI Officers' Service Rules in TEGS VII- presently Rs. 1,000/- p.m.
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9.	Provident Fund Contribution	As per SBI Officers' Service Rules in TEGS VII
10.	Gratuity	As per SBI Officers' Service Rules in TEGS VII

11.	Residential Accommodation	As per SBI Officers' Service Rules in TEGS VII
12.	Travelling Expenses	As per SBI Officers' Service Rules in TEGS VII
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19.	Membership of Clubs	As per SBI Officers' Service Rules in TEGS VII
20.	Personal entertainment	As per SBI Officers' Service Rules in TEGS VII

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Alongwith salary, allowance and perquisites, the following would be payable to the Bank by the borrowing organisation :

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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



Prior to approval by the Board on 27th March, 2018, the appointment and the remuneration and the terms and conditions of appointment of Shri Biswa Ketan Das as Whole-Time Director of the Company, were also approved and recommended for approval to the Board, by the Nomination and Remuneration Committee at its meeting held earlier on that day.

It is now proposed to seek the approval of the members for appointment of Shri Biswa Ketan Das as Whole-Time Director of the Company, with effect from 27th March, 2018 for a period of 2 (two) years i.e. from 27th March 2018 to 26th March, 2018, on the remuneration and the terms and conditions as are applicable to SBI Officers in TEGS-VII (General Manager) grade as per details set out in the resolution at Item No. 1 of the Notice of the meeting and also as set out above, and for payment of ex-gratia to him as may be decided by the Board of Directors (herein after referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board), from time to time.

Shri Biswa Ketan Das, Whole Time Director 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.

Shri Biswa Ketan Das satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment as Whole Time Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Shri Biswa Ketan Das joined State Bank of India as Probationary Officer in 1987. He has successfully completed various assignments and has gained wide range of experience in different aspects of banking like Branch Operations, Credit Management, Foreign Exchange and Treasury Management. He had opportunity to work as Regional Manager, Asst. General Manager (Administration), Dy. General Manager, Head - Portfolio Management Services. He has the experience of successfully heading two Networks of Delhi and Patna circles before joining SBI Capital Markets Limited as President & Chief Operating Officer. Shri Das is a post graduate in Chemistry and Certified Associate of Indian Institute of Bankers. He holds a Masters Degree in Business Administration with specialization in Marketing.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Biswa Ketan Das under Section 190 of the Act.

Shri Biswa Ketan Das is interested in the resolution set out in Item No.1 of the Notice, which pertains to his appointment and remuneration payable to him.





The relatives of Shri Biswa Ketan Das may be deemed to be interested in the resolution at 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 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 Ordinary 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 : 28th March, 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 39th Extra-ordinary General Meeting of the company, to be held on Monday, the 23rd day of April, 2018 at 4.00 p.m. 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 consider and accord approval for appointment, terms and conditions of remuneration and other benefits to Shri Biswa Ketan Das (DIN 08067282) as Whole-Time Director		

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 39th 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

