



SBI CAPITAL MARKETS LIMITED

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

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of SBI Capital Markets Limited will be held on Thursday, 27th September, 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 :-

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2018, the audited Statement of Profit & Loss for the year ended 31st March, 2018 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 with or without any modification:

"RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2018, the audited Statement of Profit & Loss for the year ended 31st March, 2018, 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 31st March, 2018, be and are hereby received, considered, approved and adopted."

2. To confirm the Interim Dividend of Rs. 22.50 per Equity Share paid on 30th March 2018 and to declare the said Interim Dividend of Rs. 22.50 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 with or without any modification:

"RESOLVED THAT the Interim Dividend of Rs. 22.50 per Equity Share paid on 31st March, 2018 be and is hereby confirmed and declared as the Final Dividend for the year ended 31st March, 2018."

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 2018-19 and authorize the Board to fix the remuneration as recommended by the Board and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution with or without any modification:

1

Registered Office: 202, Maker Tower 'E', Cuffe Parade, Mumbai – 400005 Tel.:22178300 Fax : 22188332

Email : corporate.office@sbicaps.com Web: www.sbicaps.com CIN : U99999MH1986PLC040298

A Wholly Owned Subsidiary of State Bank of India



“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 2018-19 be and is hereby noted and confirmed.

“RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 the Board of Directors of the Company be and is hereby authorised to fix the remuneration, out of pocket expenses, living expenses etc. of M/s. Ummed Jain & Co., Chartered Accountants, Statutory Auditors appointed by the Comptroller and Auditor General of India for the Financial Year 2018-19 as may deem fit, as recommended by the Board of Directors of the Company.”

4. **To consider and approve the re-appointment of Shri. T. L. Palani Kumar, Director, who retires by rotation and being eligible, offers himself for re-appointment as a 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 with or without any modification:**

“RESOLVED THAT pursuant to the provisions of Sections 152(6) 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), who retires by rotation at the 32nd Annual General Meeting and being eligible, offers himself for re-appointment as a Director liable to retire by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.”

Special Business

5. **To consider and approve the increase in the overall Borrowings limits of the Company from Rs. 2,000 Crore to Rs. 4,000 Crore under Section 180(1)(c) of the Companies Act, 2013**

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

RESOLVED THAT in supersession of the earlier resolutions passed by the Members at their various meetings and pursuant to Section 179(3), Section 180(1)(c) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of





Association of the Company, consent of the Members be and is hereby accorded to borrow in one or more tranches from time to time any sum or sums of monies (exclusive of interest) on such terms and conditions as may be determined, from any one or more of the Company's bankers and/or from any one or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities, whether by way of cash credit, intra-day facility/ies, advance or deposits, loans, commercial papers, long/short term loans, credit limit, syndicated loans, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company to the aggregate limit of Rs. 4,000/- Crores (Rupees Four Thousand Crores Only) which exceeds the aggregate of the paid-up capital of the Company and its free reserves as prescribed under the Companies Act, 2013 and any other provisions as may be applicable.

"RESOLVED FURTHER THAT in accordance with the provisions of Section 179(3)(d) of the Companies Act, 2013, consent of the Members be and is hereby accorded to authorise the Board to delegate authority in favour of Managing Director & CEO of the Company to exercise the overall borrowing powers of the Company to the extent of Rs. 4,000 Crores in one or more tranches on such terms and conditions as may deem fit from time to time.

"RESOLVED FURTHER THAT in connection with the aforesaid credit facilities from State Bank of India and/or Scheduled Commercial Bank or any other bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any other entity/entities or issuance of commercial paper, the Company do hereby give its consent to the giving and creation of the pledge and/or marking lien on the shares, debentures/bonds, units of mutual fund and other marketable securities belonging to the Company and/or such other shares/debentures/bonds and other marketable securities belonging to the Company and as may be pledged/offered as collateral from time to time, and the Company do hereby agree to enter a pledge/ mark a lien in respect of these securities;

"RESOLVED FURTHER THAT in connection with the above, the Managing Director & CEO of the Company or any other authorised official as may be authorised by the Board severally be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."



“RESOLVED FURTHER THAT the Common Seal of the Company, if necessary, be affixed on the deeds, documents, instruments and papers in the presence of the Managing Director & CEO and any one of the Directors of the Company, who shall sign the same, and the deeds, documents, instruments and papers shall also be countersigned by any one of the aforesaid authorized signatory or Company Secretary of the Company.”

6. To consider and approve the increase in the overall Borrowings limits of the Company from Rs. 2,000 Crore to Rs. 4,000 Crore under Section 180(1)(a) of the Companies Act, 2013

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

RESOLVED THAT in supersession of the earlier resolutions passed by the Members in their earlier meetings and pursuant to Section 180 (1)(a) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to sell, mortgage, pledge, mark a lien and/or charge, in addition to the mortgages/ charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all the movable properties of the Company and/or interest held by the Company in all or any of the movable properties of the Company both present and future in certain events of default, in favour of lender(s) for securing the borrowings of the Company availed/to be availed by way of credit facilities from State Bank of India and/or Scheduled Commercial Bank or any other bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any other entity/entities or issuance of commercial paper or to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act 2013, together with interest at the respective agreed rates, additional interest, in case of default or any other agreement / document, entered into/to be entered into between the Company and the lender(s) and investor(s), in respect of the said loan, borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf with the lender(s).

“RESOLVED FURTHER THAT in connection with the above, the Managing Director & CEO of the Company or any other authorised official as may be authorised by the Board severally be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”





“RESOLVED FURTHER THAT the Common Seal of the Company, if necessary, be affixed on the deeds, documents, instruments and papers in the presence of the Managing Director & CEO and any one of the Directors of the Company, who shall sign the same, and the deeds, documents, instruments and papers shall also be countersigned by any one of the aforesaid authorized signatory or Company Secretary of the Company.”

“RESOLVED FURTHER THAT a copy of the aforesaid resolution or any abstract thereof, duly certified as true copy by Managing Director or Whole Time Director or Company Secretary of the Company along with other documents as may be required from time to time for any or all of the aforesaid purposes and matters related thereto.”

By order of the Board
For SBI Capital Markets Limited


Amit Shah

Company Secretary

Place : Mumbai

Date : 28th August, 2018

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. 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. 5 & 6

As per the changes brought by SEBI to the Electronic Book-building Process (EBP) for private placement of debt which is likely to necessitate higher underwriting limit and usage of the book. This may lead to increase in underwriting as well as borrowing limit. A need is, therefore, felt to examine various risk parameters and mitigation measures thereof for higher fund requirement and underwriting capacity.

The markets post SEBI circular is still evolving. Whereas, the regular PSU issuers like PFC, REC etc. have still not launched any transaction in the EBP platform, the Debt Capital Market (DCM) group have seen deals in the private sector space. Most of the issuers are facing challenge in paying fees to arrangers since institutional investors beyond a certain threshold have to compulsorily bid directly in the system. DCM group may therefore be required to bid in the name of SBICAP (the Company) in the system and then down-sell these bonds in the market. Incidentally, the same principle was followed for placement of bonds issued by Reliance Jio Limited (rated AAA). The total issue size was Rs. 2,500 crore of which Rs. 2,000 crore was underwritten. Out of the underwritten portion, Rs. 500 crore were subscribed by the investors directly and Rs. 1,500 crore was subscribed by the Company which was later down-sold to investors.

Besides, the Exchanges after consultation with SEBI have specified settlement guidelines. The revised guidelines require that the funds for the bonds allotted, should reach the exchanges by 10:30 am on T+1 day (where T is date of bidding) instead of 1 PM earlier. Normally, in order to avoid any loss of interest to us, the Company redeems the liquid funds on T day and receive credit of funds to make pay-in by 11:30 am on T+1 day. However, under the revised process, there would be timing mismatch requiring us to use CC/intraday facility to manage these timing mismatches. Currently, the Company had been using existing CC/WCDL facility of Rs. 1,000 crores towards underwriting activities for this purpose.

As a result of the above, the requirements for both underwriting as well as funding will increase. Currently, the Board of Directors of the Company have accorded approvals to underwrite bonds up to Rs. 2,500 crores. Further, the Board of Directors of the Company, at its meeting held on 20th July, 2018, has considered and accorded its approval to increase the underwriting limit in the category "Stock-in-trade for Downselling" for underwriting debt securities up to Rs. 3,500 crores.





Further, in order to support our underwriting obligations as well as DCM business under the revised framework by SEBI and Exchanges, the Company has CC/WCDL facility of Rs. 1,000 crores with State Bank of India. The Company had taken an ad-hoc limit of additional Rs. 1,000 crores from SBI in order to support the underwriting for Reliance Jio transaction. The said facility has been squared off with no outstanding dues as on date. Additionally, with the revised framework for pay-in stipulated by EBP, the Company would require an intra-day limit of Rs. 500 crores to support the pay-in commitments. Since there would be no funding requirements in these commitments, there would not be any net borrowing at the end of the day.

Presently, the maximum borrowing that is permitted by the members at the Annual General Meeting is Rs. 2,000 crores. As highlighted above, the fund requirements are likely to increase and considering the need for higher flexibility to meet emerging requirements, it is, therefore, proposed to increase the overall borrowing limits of the Company under Section 180(1)(c) and Section 180 (1)(a) from Rs. 2000 Crores to Rs. 4,000 Crores in one or more tranches from time to time.

Accordingly, the Board recommends the increase in the overall borrowing limits of the Company to the extent of Rs. 4,000 Crores (Rupees Four Thousand Crores Only) under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 as set out in the resolution for approval of members.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.


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. 5 & 6 of the Notice.

The Board commends the Special Resolution set out in Item No. 5 & 6 of the Notice for approval by the shareholders.

Place : Mumbai
Date : 28th August, 2018



By order of the Board
For SBI Capital Markets Limited


Amit Shah
Company Secretary



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 32nd Annual General Meeting of the company, to be held on Thursday, the 27th day of September, 2018 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 4000005 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Particulars	For	Against
Ordinary Business			
1.	To receive, consider, approve and adopt the audited Balance Sheet as at 31 st March, 2018, the audited Statement of Profit & Loss for the year ended 31 st March, 2018 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. 22.50 per Equity Share paid on 30 th March 2018 and to declare the said Interim Dividend of Rs. 22.50 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 2018-19 and authorize the Board to fix the remuneration payable to M/s. Ummed Jain & Co., Chartered Accountants, for the Financial Year 2018-19 as it may deem fit.		
4.	To consider and approve the re-appointment of Shri. T. L. Palani Kumar, Director, who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation.		



Resolution No.	Particulars	For	Against
	Special Business:		
5.	To consider and approve the increase in the overall Borrowings limits of the Company from Rs. 2,000 Crore to Rs. 4,000 Crore under Section 180 (1)(c) of the Companies Act, 2013.		
6.	To consider and approve the increase in the overall Borrowings limits of the Company from Rs. 2,000 Crore to Rs. 4,000 Crore under Section 180 (1)(a) of the Companies Act, 2013.		

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 Annual General Meeting Venue of
SBI Capital Markets Ltd. scheduled to be held on 27th September, 2018 at the Registered
Office of the Company situated at
- 202 Maker Tower E, Cuffe Parade, Mumbai 400005**

