

SBI CAPITAL MARKETS LIMITED

(CIN : U99999MH1986PLC040298)

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

NOTICE

NOTICE is hereby given that the 37th Extra-ordinary General Meeting of the Members of SBI Capital Markets Limited will be held on Wednesday, 15th June, 2016 at 5.30 p.m. at the Board Room, 20th Floor, SBI Capital Markets Limited, 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005, to transact the following business :-

SPECIAL BUSINESS:

1. To seek approval to acquire and invest in the Equity Shares of M/s. SBI Foundation

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

"RESOLVED THAT in accordance with the provisions of Section 117, Section 179(3), Section 186, Section 188 of the Companies Act 2013 read with Rule 4(2) of the Companies (Corporate Social Responsibility Policy) Rules 2014, and all other applicable provisions if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the Rules made thereunder, approval of the Member be and is hereby accorded to acquire 1,001 equity shares of SBI Foundation of Rs 10/- each at par value."

RESOLVED FURTHER THAT the Managing Director & CEO and Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect this resolution".

By order of the Board
For SBI Capital Markets Limited



Amit Shah
Company Secretary

Place : Mumbai

Date : 17th May, 2016

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

M/s. SBI Foundation has been set up as 100% subsidiary of State Bank of India in terms of Section 8 of the Companies Act 2013 for carrying out Corporate Social Responsibility (CSR) activities for the State Bank Group. It is envisaged that all the SBI Group entities i.e. the Associate Banks and Subsidiaries of State Bank of India would contribute to SBI Foundation for undertaking CSR activities.

In terms of Rule 4(2) of the Companies (Corporate Social Responsibility) Rules 2014, the Board of a Company may decide to undertake its CSR activities approved by the CSR Committee, through a registered trust or registered society or a company established under Section 8 of the Companies Act 2013, either singly or along with its holding or subsidiary or associate company, or alongwith any other company or holding or subsidiary or associate company of such other company, or otherwise.

The Board of SBI Foundation has accorded an in-principle approval for transfer of 1,001 Equity shares of Rs. 10/- each at par held by SBI and the individual nominees/representatives on behalf of SBI to SBI Capital Markets Ltd vide it letters ref. nos: SBIF/2015-16/286 & SBIF/2015-16/506 dated 18th February, 2016 and 10th March, 2016 respectively.

Accordingly, in terms of Section 179(3), Section 186 of the Companies Act 2013 read with Rule 4(2) of the Companies (Corporate Social Responsibility Policy) Rules 2014, it is proposed to acquire 1,001 equity shares of SBI Foundation of Rs.10/- each at par.

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the following details are given for information of the Board :

<u>Sr. No.</u>	<u>Particulars</u>	<u>Information</u>
(i)	Name of the related party	SBI Foundation
(ii)	Nature of the relationship	SBI Foundation being a wholly owned subsidiary company of State Bank of India is a fellow subsidiary of SBI Capital Markets Ltd.

<u>Sr. No.</u>	<u>Particulars</u>	<u>Information</u>
(iii)	Nature, duration of the contract and particulars of the contract or arrangement.	Transfer of 1,001 Equity Shares of SBI Foundation of Rs.10/- each at par aggregating to Rs. 10,010 in favour of SBI Capital Markets Ltd as per letters ref. nos: SBIF/2015-16/286 & SBIF/2015-16/506 dated 18 th February, 2016 and 10 th March, 2016 respectively received from SBI Foundation.
(iv)	Material terms of the contract or arrangement including the value, if any.	Transfer of 1,001 Equity Shares of SBI Foundation of Rs.10/- each at par aggregating to Rs. 10,010 in favour of SBI Capital Markets Ltd.
(v)	Any advance paid or received for the contract or arrangement, if any.	Nil
(vi)	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract.	The Equity shares of SBI Foundation are being transferred in favour of SBI Capital Markets Ltd at par value.
(vii)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All factors relevant to the contract have been considered.
(viii)	Whether the contract / arrangement / transaction is in the ordinary course of business of the Company.	Yes
(ix)	Whether the contract / arrangement / transaction with the Related Party is on an arm's length basis.	Yes
(x)	Justification for entering into such contract / arrangement / transaction	Since SBI Foundation is registered under Section 8 of the Companies Act 2013 for carrying out Corporate Social Responsibility (CSR) activities for the State Bank Group. It

<u>Sr. No.</u>	<u>Particulars</u>	<u>Information</u>
		is envisaged that all the SBI Group entities i.e. the Associate Banks and Subsidiaries of State Bank of India may contribute to SBI Foundation for undertaking CSR activities.
(xi)	Any other information relevant or important for the Board to take a decision on the proposed transaction	Nil

The Board at their 182nd Board meeting has accorded its approval to acquire 1,001 equity shares of SBI Foundation of Rs.10/- each at par.

The aforesaid proposed transaction falls under the purview of Section 188 of the Companies Act 2013, i.e. Related Party Transaction, hence, apart from the approval of the Board of Directors by means of a resolution passed at the Board meeting, it also requires approval of the Shareholders (members) at an Extra-ordinary General Meeting.

Accordingly, the Shareholders (members) are requested to consider and accord approval to acquire 1,001 equity shares of SBI Foundation of Rs.10/- each at par on the terms and conditions as specified in this Statement pursuant to Section 102(1) of the Companies Act, 2013.

None of the Directors except Smt. Arundhati Bhattacharya, Chairman and Shri V.G. Kannan, Non-Executive Nominee Direct being Directors of SBI Foundation / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution as set out at Item No. 1 of the Notice for approval by the shareholders.

Relevant documents referred to in the accompanying Notice and this 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



Amit Shah
Company Secretary

Place : Mumbai

Date : 17th May, 2016

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 37th Extra-ordinary General Meeting of the company, to be held on Wednesday, the 15th day of June, 2016 at 5.30 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 seek approval to acquire and invest in the Equity Shares of M/s. SBI Foundation.		

Signed this ----- day of ----- 2016.

Signature of the shareholder

Signature of Proxy holder(s)

Affix one Rupee Revenue Stamp
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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 37th Extra-Ordinary General Meeting of SBI Capital Markets Ltd. scheduled at 202 Maker Tower E, Cuffe Parade, Mumbai 400005

