

SBICAP SECURITIES LIMITED

(CIN No U65999MH2005PLC155485)

*Regd Office:-Marathon Futorex, 12th Floor, A & B Wing, Mafatlal Mill Compound, N. M Joshi Marg,
Lower Parel, Mumbai- 400013*

NOTICE

NOTICE is hereby given that the 15thAnnual General Meeting of the members of SBICAP Securities Limited will be held on **Friday, 25th September, 2020 at 11.30 a.m. at the Board Room, SBICAP Securities Ltd, Marathon Futurex, 12th Floor, A Wing, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai 400013 at shorter Notice to transact the following business :-**

ORDINARY BUSINESS:

1) To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2020, the audited Statement of Profit and Loss for the year ended 31st March, 2020 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, with or without any modification, the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2020, the audited Statement of Profit and Loss for the year ended 31st March, 2020, 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, 2020, be and are hereby received, considered, approved and adopted."

2) To note and confirm the appointment of M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration Number 101048W) as the Statutory Auditors of the Company made by the Comptroller & Auditor General of India (CAG) for the Financial Year 2020-2021 and to approve the fixation of remuneration payable to them for the Financial Year 2020-2021, as recommended by the Board of Directors and in this regard to consider and if thought fit, to pass, with or without any modification, the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT the appointment of M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration Number 101048W) as the Statutory Auditors of the Company made by the Comptroller & Auditor General of India (CAG) for the Financial Year 2020-2021 be and is hereby noted and confirmed."

"RESOLVED FURTHER THAT the remuneration amounting to Rs. 17,40,000 inclusive of out of pocket expenses plus taxes as applicable, payable to M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration Number 101048W) for the Financial Year 2020-2021 as recommended by the Board of Directors be and is hereby approved."



3) To consider and approve the re-appointment of Shri Sharad Sharma, Director (DIN 05160057) who retires by rotation and being eligible, offers himself for re-appointment as director liable to retire by rotation and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of section 152(6) read with all 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 Sharad Sharma (DIN 05160057), who retires by rotation at the 15th Annual General Meeting and being eligible, offer 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:

4) To consider and accord approval for the appointment of Shri Arun Mehta (DIN 08674360) as a Director and in this regard to consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT Shri Arun Mehta (DIN 08674360), who was appointed as an Additional Director of the Company with effect from 14th February, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as a Director of the Company."

5) To consider and accord approval for the appointment of Shri R. Viswanathan (DIN 08289691) as a Director and in this regard to consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT Shri R. Viswanathan (DIN 08289691) who was appointed as an Additional Director of the Company with effect from 23rd June, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as a Director of the Company."

6) To consider and accord approval for the appointment of Shri D.P. Singh (DIN 08778465) as a Director and in this regard to consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT Shri D.P. Singh (DIN 08778465) who was appointed as an Additional Director of the Company with effect from July 02, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Act, be and is hereby appointed as a Director of the Company."



7) To seek approval for adoption of the new set of Articles of Association (AOA) in terms of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution :-

“RESOLVED THAT pursuant to the provisions of section 13 and 14 of the Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof) the approval of the members be and are hereby accorded for adoption of new set of Articles of Association of the Company, in substitution for and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary be and is hereby severally authorized to do all acts or steps as may be considered necessary, proper or expedient to give effect to this resolution and to file the requisite Forms, with the Ministry of Corporate Affairs.”

Place : Mumbai
Date: 23rd September, 2020



By Order of the Board
For SBICAP Securities Limited


Company Secretary

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. 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.
3. Map to the venue of the AGM, as per the requirement of Secretarial Standard 2 is attached for the perusal of the members.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4:

To consider and accord approval for the appointment of Shri Arun Mehta (DIN 08674360) as a Director :

Shri Arun Mehta (DIN 08674360) Managing Director & CEO, SBI Capital Markets Ltd. was appointed as an Additional Director of the Company with effect from 14th February, 2020. In terms of the provisions of section 161 of the Companies Act, 2013, he holds office upto the date of the 15th Annual General Meeting and is eligible for appointment as a Director.

Brief information and experience of Shri Arun Mehta as per provision of the Act read with Secretarial Standard issued by Institute of Company Secretaries of India.

Name	Shri Arun Mehta
Date of Birth	10/07/1962
Age	58
Qualification	Post Graduate in Economics and Certified Associate of the Indian Institute of Bankers.
Date of Appointment	14/ 02/ 2020
Remuneration sought to be paid	NA
Remuneration last drawn	NA
Experience	34 years
Shareholding in the Company	1 share as a Nominee of SBI Capital Markets Limited
Relation with other Director/ Manager or Key Managerial Person	NA
Number of Board meetings attended during the year	Nil (appointed on 14/02/2020)
Directorship in other Companies	1. SBI Capital Markets Limited 2. SBICAP Trustee Company Limited 3. SBICAP Ventures Limited
Manager or other Key Managerial Personnel in any other company	SBI Capital Markets Ltd. as Managing Director & CEO
Membership/ Chairmanship of Committees of other Boards	SBI Capital Markets Ltd : i) Committee of Directors - Member; ii) Risk Management Committee - Member; iii) CSR Committee - Member;



	iv) IT Strategy Committee - Member SBICAP Ventures Limited : Nomination & Remuneration Committee - Member
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The company has received notice pursuant to the provisions of section 160 of the Act from member proposing his appointment as a Director at the 15th Annual General Meeting of the Company. Shri Arun Mehta has conveyed his consent for appointment as a Director.

Relevant document referred to in the accompanying Notice and the Statement are open for inspection by Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.

Shri Arun Mehta, being appointee and his relatives are concerned or interested, in the aforesaid resolution, to the extent of his shareholding in the Company, if any.

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. 4 of the Notice.

The Board recommends the Ordinary resolution as set out in item no 4 of the Notice for approval by shareholders.



Item No. 5:

To consider and accord approval for the appointment of Shri R. Viswanathan (DIN 08289691) as a Director :

Shri R. Viswanathan (DIN 08289691) President & COO, SBI Capital Markets Ltd. was appointed as an Additional Director of the Company with effect from 23rd June, 2020. In terms of the provisions of section 161 of the Companies Act, 2013, he holds office upto the date of the 15th Annual General Meeting and is eligible for appointment as a Director.

Brief information and experience of Shri R. Viswanathan as per provision of the Act read with Secretarial Standard issued by Institute of Company Secretaries of India.

Name	Shri R. Viswanathan
Date of Birth	07/06/1964
Age	56
Qualification	Post-Graduate in Mathematics and a Certified Associate of the Indian Institute of Bankers
Date of Appointment	23/06/2020
Remuneration sought to be paid	NA
Remuneration last drawn	NA
Experience	over 33 years of banking experience,
Shareholding in the Company	1 share as a Nominee of SBI Capital Markets Limited
Relation with other Director/ Manager or Key Managerial Person	NA
Number of Board meetings attended during the year	Nil (appointed on 23/06/2020)
Directorship in other Companies	1. SBI Capital Markets Limited 2. SBICAP Trustee Company Limited 3. SBICAP Ventures Limited
Manager or other Key Managerial Personnel in any other company	SBI Capital Markets Ltd. as Whole-Time Director
Membership/ Chairmanship of Committees of other Boards	SBICAP Trustee Company Limited : i. Committee of Directors- Member ii. Audit Committee- Member iii. CSR Committee- Member SBICAP Ventures Limited : Corporate & Social Responsibility Committee - Chairman



The company has received notice pursuant to the provisions of section 160 of the Act from member proposing his appointment as a Director at the 15th Annual General Meeting of the Company. Shri R. Viswanathan has conveyed his consent for appointment as a Director.

Relevant document referred to in the accompanying Notice and the Statement are open for inspection by Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.

Shri R. Viswanathan, being appointee and his relatives are concerned or interested, in the aforesaid resolution, to the extent of his shareholding in the Company, if any.

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 of the Notice.

The Board recommends the Ordinary resolution as set out in item no.5 of the Notice for approval by shareholders.

Item No. 6

To consider and accord approval for the appointment of Shri D.P. Singh (DIN 08778465) as a Director :

Shri D.P. Singh (DIN 08778465) ED & Chief Marketing Officer, SBI Mutual Fund was appointed as an Additional Director of the Company with effect from 2nd July, 2020. In terms of the provisions of section 161 of the Companies Act, 2013, he holds office upto the date of the 15th Annual General Meeting and is eligible for appointment as a Director.

Brief information and experience of Shri D.P. Singh as per provision of the Act read with Secretarial Standard issued by Institute of Company Secretaries of India.

Name	Shri D.P. Singh
Date of Birth	07/08/1961
Age	59
Qualification	Post-Graduate in Commerce, Post Graduate Diploma holder in PMIR (Personnel Management & Industrial Relations) & a Certified Associate of the Indian Institute of Bankers
Date of Appointment	02/07/2020
Remuneration sought to be paid	NA
Remuneration last drawn	NA
Experience	Over 30 years of rich experience in Banking and Financial services industry
Shareholding in the Company	Nil



Relation with other Director/ Manager or Key Managerial Person	NA
Number of Board meetings attended during the year	Nil (appointed on 02/07/2020)
Directorship in other Companies	Nil
Manager or other Key Managerial Personnel in any other company	Nil
Membership/ Chairmanship of Committees of other Boards	Nil

The company has received notice pursuant to the provisions of section 160 of the Act from member proposing his appointment as a Director at the 15th Annual General Meeting of the Company. Shri D.P. Singh has conveyed his consent for appointment as a Director.

Relevant document referred to in the accompanying Notice and the Statement are open for inspection by Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.

Shri D.P. Singh, being appointee and his relatives are concerned or interested, in the aforesaid resolution, to the extent of his shareholding in the Company, if any.

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. 6 of the Notice.

The Board recommends the Ordinary resolution as set out in item no.6 of the Notice for approval by shareholders.

Item No. 7

To consider and accord approval for adoption of the new set of Articles of Association (AOA) in terms of the Companies Act, 2013 :

SBI vide their letter no; A&S/AS/689 dated 6th September, 2019 (Annexure A), advised us to make certain modifications in our Articles of Association (AOA) by incorporating clauses on appointment of SBI's nominee directors on the Board of the Company. Accordingly, we have inserted Article 87(2)(d) for the said appointment.

Further, section 5(6) and 5(9) of the Companies Act, 2013, states that the Company shall adopt the model table F on alteration of its articles. Accordingly, in lieu of the amendments to various articles in the existing AOA, it is considered prudent and desirable to adopt a new set of AOA of the Company, in line with table F. However, some of the existing articles of the AOA have been retained and adopted with suitable modifications as per the provisions of the Companies Act 2013, wherever required.



The Board at its 74th meeting held on 23rd Aril, 2020 has approved adoption of new set of Articles of Association (AOA) subject to approval of the members.

The new set of AOA to be substituted in place of existing AOA is vetted by the SBI Law department and by M/s. VKMG & Associates LLP, Secretarial Auditor of the Company.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of AOA.

Relevant document referred to in the accompanying Notice and the Statement are open for inspection by Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the 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. 7 of the Notice.

The Board recommends the Special resolution as set out in item no. 7 of the Notice for approval by shareholders.

Place: Mumbai
Date: 23rd September, 2020



For SBICAP Securities Limited


Company Secretary

SBICAP SECURITIES LIMITED
CIN : U65999MH2005PLC155485
Registered Office:Marathon Futurex, 12th Floor, A & B Wing, Mafatlal Mill
Compound, N. M Joshi Marg, Lower Parel, Mumbai- 400013

ATTENDANCE SLIP

ANNUAL GENERAL MEETING ON 25th September, 2020 AT 11. 30 a.m.

Name	
Address	
DP Id	
Client Id	
Folio No.	
No of Share Held	

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company.

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on Friday, **25th September 2020** at 12th Floor, Marathon Futurex, 12th Floor, A & B Wing, Mafatlal Mill Compound, N. M Joshi Marg, Lower Parel, Mumbai- 400013

.....
Member's/Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.



PROXY FORM
Form MGT-11

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

CIN: U65999MH2005PLC155485

Name of the Company: SBICAP Securities Limited

Registered Office: Marathon Futurex, 12th Floor, A & B Wing, Mafatlal Mill Compound, N. M. Joshi Marg, Lower Parel, Mumbai- 400013

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 15th Annual General Meeting of the company, to be held on **Friday, 25th September, 2020 at 11.30 a.m. at the Board Room, SBICAP Securities Ltd, Marathon Futurex, 12th Floor A Wing, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel, (East), Mumbai 400 013** to and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against
Ordinary Business			
1.	To consider approve and adopt the audited Balance Sheet as at 31 st March, 2020, the audited Statement of Profit and Loss for the year ended 31 st March, 2020 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 note and confirm the appointment of M/s. Batliboi & Purohit, Chartered Accountants, (Firm Registration Number 101048W) as the Statutory Auditors of the Company made by the Comptroller & Auditor General of India (CAG) for the Financial Year 2020-2021 and to approve the fixation of remuneration payable to them for the Financial Year 2020-2021, as recommended by the Board of Directors.		
3.	To consider and approve the re-appointment of Shri Sharad Sharma, Director (DIN 05160057) who retires by rotation and being eligible, offers himself for re-appointment as director liable to retire by rotation.		
Special Business			
4.	To consider and accord approval for the appointment of Shri Arun Mehta (DIN 08674360) as a Director		
5.	To consider and accord approval for the appointment of Shri R. Viswanathan (DIN 08289691) as a Director		
6.	To consider and accord approval for the appointment of Shri D.P. Singh (DIN 08778465) as a Director		
7.	To consider and approve adoption of new set of Articles of Association of the Company in terms of the Companies Act, 2013.		

Signed on 23rd September, 2020

Signature of the shareholder.....

Signature of Proxy holder(s)

Affix one Rupee
Revenue Stamp

Note:



1. 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.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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
4. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



Route Map / Direction to the venue of the 15th AGM to be held on 25th September, 2020

Venue: SBICAP Securities Ltd, Marathon Futurex, 12th Floor, A & B Wing, N.M. Joshi Marg, Lower Parel, Mumbai -400013

