

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of SBICAP Trustee Company Limited will be held on Friday, 18th day of September 2020 at 11:00 a.m.(IST) at shorter notice at the Board Room, SBICAP Trustee Company Limited, Mistry Bhavan, 04th Floor, 122 Dinshaw Vachha Road, Churchgate, Mumbai – 400 020 to transact the following business:-

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2020 and the Reports of the Directors' and Auditor's thereon; and
- 2) To appoint a Director in place of Shri. Ramanathan Viswanathan (DIN:08289691) who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint M/s. Desai Associates as Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India (CAG) from the conclusion of 15th Annual General Meeting until the conclusion of 16th Annual General Meeting and fix their remuneration.

"RESOLVED THAT pursuant to Section 139 and any other provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, approval of the Members be and is hereby accorded for the appointment of M/s Desai Associates, as the Statutory Auditors of the Company made by Comptroller and Auditor General of India for the financial year 2020-21 to hold office from the conclusion of 15th Annual General Meeting till the conclusion of 16th Annual General Meeting on a total remuneration of Rs. 3,97,000/- (Rupees Three Lakhs Ninety-Seven Thousand only) plus taxes for the financial year 2020-21."

SPECIAL BUSINESS:

- 4) 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 and who hold office until the date of forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ('the Act') and Article 150 of the Articles of Association of the Company, who is eligible for appointment, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 and has consented to act as Director of the Company be and is hereby appointed as a Director of the Company liable to retire by rotation".

5) **A. Appointment of Shri. Rajasekhar Raghavan (DIN 08116907) as an Additional Director**

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

“RESOLVED THAT in pursuance to the provisions of Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable Rules, Regulations, Notifications and Circulars, issued by the Ministry of Corporate Affairs in this regard and the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded for appointment of Shri. Rajasekhar Raghavan (DIN 08116907) as a Director on the Board of Directors of the Company, who was appointed as an Additional Director of the Company has received the requisite notice, as a Director of the Company.

RESOLVED FURTHER THAT any one of the Director and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized to undertake all the necessary steps for giving effect to the above resolution and file the necessary e-forms with the Registrar of Companies, Maharashtra, Mumbai in this regard.”

B. Appointment of Shri. Rajasekhar Raghavan (DIN 08116907) as Managing Director and Chief Executive Officer (MD&CEO).

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED FURTHER THAT, in pursuance to the provisions of Section 196 and 197 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 as amended from time to time and the applicable rules, regulations, notifications and circulars as may be issued by Ministry of Corporate Affairs in this regard and the applicable provisions of the Memorandum and Articles of Association and subject to the recommendation of the SBI Capital Markets Ltd (Holding Company), the consent of the Members be and is hereby accorded for appointment of Shri. Rajasekhar Raghavan (DIN 08116907) as the Managing Director and Chief Executive Officer as Key Managerial Personnel (KMP) of the Company with immediate effect till further order by State Bank of India or 31st May, 2021 whichever is earlier, on the remuneration and terms and conditions as are applicable to SBI Officers in TEGS-VI (Dy. General Manager) grade as decided by State Bank of India and detailed in the memorandum placed before the Board and for payment of ex-gratia to him as may be decided by the Board from time to time.

RESOLVED FURTHER THAT, the remuneration payable to Shri. Rajasekhar Raghavan, in the event of loss or inadequacy of profit of the company, shall not exceed the limits as specified in Section 197(3) read with Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT, any Director of the Company or the Company Secretary & Compliance Officer be and is hereby authorized to undertake all the necessary steps in this regard, and to file the necessary e-Forms (e-Form MGT-14, e-Form DIR-12 and e-Form

MR-1) for giving effect and registering the said appointment with the Registrar of Companies, Maharashtra, Mumbai.

RESOLVED FURTHER THAT any one of the Directors and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized to do all things which are incidental and undertake necessary steps in this regard for giving effect of the same.”

6) For keeping of Books of Account at the Corporate Office of the Company.

To consider and if thought fit with or without modification to pass the following resolution as a **Special Resolution**

“RESOLVED THAT the consent of the Members be and is hereby accorded for keeping the Books of Accounts of the Company as prescribed under Section 128 of the Companies Act, 2013, be kept at Mistry Bhavan, 04th Floor, 122 Dinshaw Vachha Road, Churchgate, Mumbai – 400 020 with effect from 15th September, 2020.

RESOLVED FURTHER THAT the Managing Director & CEO and/or Company Secretary & Compliance Officer be and are hereby authorized to submit the necessary intimation and forms to the Registrar of Companies, Maharashtra, Mumbai and all other Statutory Authorities, as may be required and undertake all steps for the purpose of giving effect to the above resolution”

7) For shifting place of keeping Registers, Returns, etc at the Corporate Office of the Company.

To consider and if thought fit with or without modification to pass the following resolution as a **Special Resolution**

“RESOLVED THAT, pursuant to the provisions of Section 94 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the Company for maintaining the Annual Return, Index of Members and other Statutory records and registers at Mistry Bhavan, 04th Floor, 122 Dinshaw Vachha Road, Churchgate, Mumbai – 400 020, being a place other than the Registered Office of the Company, with effect from 15th September, 2020.

RESOLVED FURTHER THAT the Managing Director & CEO and/or Company Secretary & Compliance Officer be and are hereby authorized to submit the necessary intimation and forms to the Registrar of Companies, Maharashtra, Mumbai and all other Statutory Authorities, as may be required and undertake all steps for the purpose of giving effect to the above resolution”

By Order of the Board

**Sd/-
Anupama Naidu
Company Secretary
ACS 33318**

Place:
Mistry Bhavan, 04th Floor,
122 Dinshaw Vachha, Road,
Churchgate, Mumbai – 400 020

CIN:U65991MH2005PLC158386

Date: 17th September, 2020

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.
2. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Company’s Registrars & Transfer Agents for its share registry is M/s. Datamatics Business Solutions Ltd having its office at Plot No. B-5, Part B Cross Lane, MIDC, Andheri East, Mumbai – 400093.
5. The map to the venue of the Annual General Meeting is attached, in terms of the requirements of the Secretarial Standards -2 issued by the Institute of Companies Secretaries of India (ICSI) for the perusal of the Members.
6. Details of Directors retiring by rotation/ seeking re-appointment at the meeting.

Name	Shri. Ramanathan Viswanathan (DIN: 08289691)	Shri. Arun Mehta (DIN 08674360)	Shri. Rajasekhar Raghavan (DIN 08116907)
Date of Birth	7 th June, 1964	10 th July 1962	01 st May, 1964
Date of first Appointment on the Board	21 st December, 2018	19 th February, 2020	18 th April, 2018
Qualification	Post-Graduate in Mathematics and a Certified Associate of the Indian Institute of Bankers; he has also attended Executive Development Programs in IIM Lucknow, ISB Hyderabad and Harvard Business School, Boston.	MA(Economics) CA IIB	M.Com CA IIB
Experience	Over 33 Years	Over 34 Years	Over 31 years
Shareholding in the company	20 Equity Shares	20 Equity Shares	20 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.	N.A.	N.A
Number of Board Meetings attended during the financial year.	One	---	Six

Other Directorship, Membership/ Chairmanship of Committees of other Boards	1. SBI Capital Markets Ltd. 2. SBICAP Securities Ltd. 3. SBICAP Ventures Limited	1 SBI Capital Markets Ltd. 2 SBICAP Securities Ltd. 3 SBICAP Ventures Limited	Nil
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By Order of the Board

Sd/-

**Anupama Naidu
Company Secretary
ACS 33318**

Place:

Mistry Bhavan, 04th Floor,
122 Dinshaw Vachha Road,
Churchgate, Mumbai – 400 020.

CIN: U65991MH2005PLC158386

Date: 17th September, 2020

Explanatory Statement [Pursuant to section 102 of the Companies Act 2013]

Item No. 3:

As per the provisions of Section 139 of the Companies Act, 2013, the Financial Statements of the Company are subject to the audit by an auditor duly appointed by the Comptroller and Auditor General of India (CAG), as we are a step-down subsidiary of State Bank of India (SBI). Accordingly, CAG has appointed M/s Desai Associates, as Statutory Auditor for the Financial Year 2020-21.

As per the provisions of Section 142(1) of the Companies Act, 2013, the remuneration of the Auditor of a Company shall be fixed in its General Meeting or in such manner as may be determined therein. Accordingly, The Board of Directors has considered the proposal for approval of the remuneration of M/s Desai Associates, the Statutory Auditors appointed by the Comptroller and Auditor General of India for the Financial Year 2020-21 for the Members approval. The Auditors have confirmed their eligibility for appointment under Section 141 of the Companies Act, 2013.

In view of the above, the Board hereby recommends remuneration of Rs. 3,97,000/- (Rupees Three Lakhs Ninety Seven Thousand only) payable to M/s Desai Associates, for the Financial Year 2020-21, as per the details given below:

Scope of Work	Amount
Statutory Audit of the financial statements as on 31 st March, 2021 (as specified by CAG vide letter dated 10.08.2020)	Rs. 1,72,000/-
Quarterly Limited Review report for 3 quarter i.e. June 20, Sept 20 & Dec 20 (Rs.35,000/- per quarter plus applicable taxes).	Rs.1,05,000/-
4 (no.) quarterly Audit of data for consolidated financial statements/ CFS Return (to be submitted to SBI) i.e. Rs.30,000/- per quarter plus applicable taxes (i.e. June 20, Sept 20, Dec 20 & Mar 21)	Rs. 1,20,000/-
Total	Rs.3,97,000/-

The above remuneration is excluding applicable taxes, if any.

The Members are requested to kindly consider the proposal of fixation of remuneration to M/s Desai Associates, Statutory Auditors appointed by Comptroller and Auditor General of India.

The Board of Directors recommend the resolution for the approval of the Members as an Ordinary Resolution.

None of the Directors or any Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the said resolution.

SPECIAL BUSINESS:

Item No. 4:

Board of Directors by way of Circular Resolution passed on 19th February, 2020 appointed Shri Arun Mehta (DIN 08674360) as an Additional Director & Chairman under Section 152 & 161(1) of the Companies Act, 2013 and Article 148 & 150 of the Articles of Association of the Company.

Being Additional Director, he holds office only up to the date of the ensuing Annual General Meeting.

Notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing the candidature of Shri Arun Mehta to the office of Director.

Background of Shri. Arun Mehta

Shri. Mehta has over 34 years experience in banking, having started his career with SBI in 1985. Shri. Mehta has handled various assignments both in India and overseas, across various functions, gaining wide experience in different areas of Banking. His assignments include Vice President (Syndication & Investment) at Hong Kong, Dy.General Manager (Merchant Banking) in International Banking Group handling ECBs, FCTLs and Loan Syndication, General Manager- Mid Corporate Group Ahmedabad responsible for the State of Gujarat as also Diu and Daman and Chief General Manager, Financial Control in the CFO vertical. Presently he is posted as Managing Director & Chief Executive Officer of SBI Capital Markets Limited.

The Board of Directors recommend appointment of Shri Arun Mehta to the office of Director.

The Board of Directors recommend the resolution for the approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives except Shri Arun Mehta are in any concerned or interested, financially or otherwise, in resolution of Item No. 4 in any manner whatsoever except of their shareholding interest, if any, in the Company.

Item No 5A & 5B:

5A.

Shri Rajasekhar Raghavan (DIN 08116907) was appointed as CEO & Whole-time Director of the Company. w.e.f. 18th April, 2018. He resigned as Whole Time Director & Chief Executive Officer w.e.f 10th September, 2020 to be appointed as Managing Director & Chief Executive Officer of the Company.

Shri Rajasekhar Raghavan (DIN 08116907) was appointed as an Additional Director on the Board of the Company w.e.f. 10th September, 2020.

In accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Shri Rajasekhar Raghavan (DIN 08116907) holds office up to the date of the ensuing Annual General Meeting. Further, the Company has received a notice under section 160 of the Companies Act, 2013, from a member proposing his candidature to the office of Director.

The Board of Directors recommend appointment of Shri Rajasekhar Raghavan (DIN 08116907) to the office of Director.

The Board of Directors recommend the resolution for the approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives except Shri Rajasekhar Raghavan (DIN 08116907) are in any concerned or interested, financially or otherwise, in resolution of Item No. 5A in any manner whatsoever except of their shareholding interest, if any, in the Company.

5B.

Shri Rajasekhar Raghavan (DIN 08116907) was appointed as an Additional Director on the Board of the Company w.e.f. 10th September, 2020. Further, he was appointed as a Managing Director & CEO of the Company with effect from 10th September, 2020 in the meeting of Board of Directors held on 10th September, 2020, subject to the approval of the Members in the ensuing General Meeting of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 he holds office upto the date of ensuing Annual General Meeting of the Company. Further, the Company has received a notice under section 160 of the Companies Act, 2013, from a Member proposing his candidature to the office of Director.

Further, Shri Rajasekhar Raghavan has confirmed that he fulfills all the conditions specified in Part I of Schedule V to the Companies Act, 2013 in respect of his appointment as a Managing Director of the Company.

Attention of the Members is drawn to the provisions of Section 196(4) of the Companies Act, 2013 which require the terms and conditions of appointment of the Managing Director of the Company, to be approved by the Members in the ensuing General Meeting. Accordingly, the details of the appointment, along with the terms and conditions and remuneration details of Shri Rajasekhar Raghavan as follows:

1. Terms and Conditions and Tenure:

- a) **Terms and Conditions:** The appointment will be on deputation from State Bank Ltd and accordingly the remuneration will be decided by State Bank Limited from time to time. Terms and Conditions of remuneration and other benefits as applicable to SBI officers in TEGS- VI (Dy. General Manager) grade as decided by State Bank of India and for payment of ex-gratia to him as may be decided by the Board from time to time.

- b) **Tenure** -The tenure of Shri. Rajasekhar Raghavan (DIN 08116907) as the Managing Director and Chief Executive officer as Key Managerial Personnel (KMP) of the Company with immediate effect till further order by State Bank of India or 31st May, 2021 whichever is earlier, on the remuneration and terms and conditions as are applicable to SBI Officers in TEGS-VI (Dy. General Manager) grade as decided by State Bank of India and for payment of ex-gratia to him as may be decided by the Board from time to time.

The above terms and conditions may be reviewed and revised, modified or amended by the Board of Directors at any time, during his appointment subject to the limits and compliance of the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

Further, in the event of loss or inadequacy of profits for the company, in any financial year, the remuneration payable to Shri Rajasekhar Raghavan shall be within the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013.

Background of Shri. Rajasekhar Raghavan:

Shri. Rajasekhar Raghavan is the Deputy General Manager of SBI and deputed as CEO & Whole Time Director of SBICAP Trustee Company Limited w.e.f 18th April, 2018. He is appointed as Managing Director & Chief Executive officer w.e.f 10th September, 2020.

The Board of Directors recommend the resolutions proposed in Item No. 5B as Special resolution, respectively, for the approval of the Members

None of the Directors, except Shri Rajasekhar Raghavan or any Key Managerial Personnel or their relatives are interested in the resolution.

Item No: 6& 7

The Registered Office of the Company is currently situated at 202, Maker Tower, E, Cuffe Parade, Colaba, Mumbai – 400 005. Presently the company operates from Apeejay House, 6th Floor 3 Dinshaw Wachha Road, Churchgate Mumbai 400020.

However, the Company has shifted its Corporate Office from Apeejay House, 6th Floor 3 Dinshaw Wachha Road, Churchgate Mumbai 400020 to Mistry Bhavan, 04th Floor, 122 Dinshaw Vachha Road, Churchgate, Mumbai – 400 020 w.e.f 10th September 2020.

In terms of the provisions of the Companies Act, 2013, the Books of Accounts, and the Statutory records and registers, including the Register of Members are required to be maintained at the Registered Office of the Company. Since, the equity shares of the Company are in dematerialized format, the Register of Members under Section 88 of the Companies Act 2013 is currently being maintained by the Registrar & Transfer Agent. It is proposed to maintain the books of accounts and the records and registers at the Corporate Office of the Company ie Mistry Bhavan, 04th Floor, 122 Dinshaw Vachha Road, Churchgate, Mumbai – 400 020.

The Board of Directors recommend the resolutions proposed in Item No. 6 & 7 as Special Resolution, respectively, for the approval of the Members

None of the Directors or the Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this item, except to the extent of their Shareholding interest, if any, in the Company.

By Order of the Board

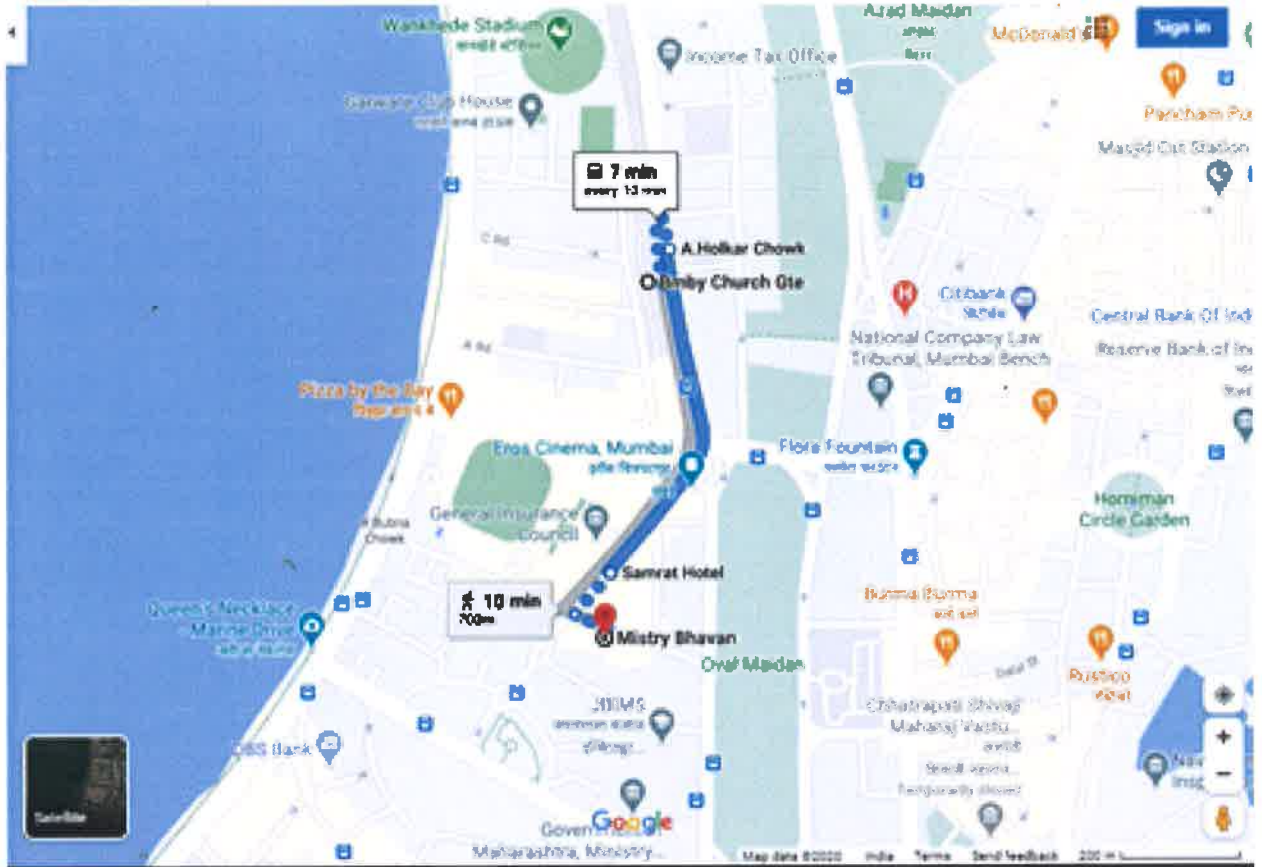
Sd/-
Anupama Naidu
Company Secretary
ACS 33318

Place:
Mistry Bhavan, 4th Floor,
122, Dinshaw Vachha Road,
Churchgate, Mumbai – 400 020
CIN:U65991MH2005PLC158386

Date: 17th September, 2020

MAP SHOWING LOCATION OF THE VENUE OF THE 15TH ANNUAL GENERAL MEETING OF THE COMPANY.

Venue: Mistry Bhavan, 4th Floor, 122, Dinshaw Vachha Road, Churchgate, Mumbai – 400 020



PROXY FORM**Form No. 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: U65991MH2005PLC158386

Name of the Company: [SBICAP Trustee Company Limited](#)

Registered office: 202, Maker Tower 'E', Cuffe Parade, Colaba, Mumbai - 400 005.

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/ We being the member ofholding.....shares, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him

2. Name:
Address:
E-mail Id:
Signature:

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 Members of the Company, to be held on Friday, 18th day of September 2020 at 11:00 a.m.(IST) at shorter notice at the Board Room, SBICAP Trustee Company Limited, Mistry Bhavan, 04th Floor, 122 Dinshaw Vachha, Road, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- 1) To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2020 and the Reports of the Directors' and Auditor's thereon.
- 2) To appoint a Director in place of Shri. Ramanathan Viswanathan (DIN: 08289691) who, retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint M/s. Desai Associates as Statutory Auditors of the company appointed by the Comptroller and Auditor General of India from the conclusion of 15th Annual General Meeting until the conclusion of 16th Annual General Meeting and fix their remuneration.
- 4) To appoint Shri Arun Mehta (DIN 08674360) as a Director of the Company.
- 5)
 - A. Appointment of Shri. Rajasekhar Raghavan (DIN 08116907) as an Additional Director
 - B. Appointment of Shri. Rajasekhar Raghavan (DIN 08116907) as Managing Director and Chief Executive Officer (MD&CEO).
- 6) To approve keeping of Books of Accounts at the corporate office of the Company.
- 7) To approve shifting place of keeping Registers, Returns, etc at the corporate office of the Company

Signed this day of 2020

Signature of Shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

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.

**SBICAP TRUSTEE COMPANY LIMITED
CIN U65991MH2005PLC158386**

Registered Office: 202, Maker Tower, 'E', Cuffe Parade, Colaba, Mumbai -400 005

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I/We hereby record my/our presence at the **15th Annual General Meeting of SBICAP Trustee Company Limited** held on Friday, 18th day of September 2020 at 11:00 a.m.(IST) at shorter notice at the Board Room, SBICAP Trustee Company Limited, Mistry Bhavan, 04th Floor, 122 Dinshaw Vachha Road, Churchgate, Mumbai – 400 020

Full Name of Member: _____

Regd. Folio No. No. of Shares Held () _____

Full Name of the Proxy (In Block Letters) _____

Signature of the Member (s) or Proxy present _____

Please complete and sign this attendance slip and handover at the entrance of the meeting hall. Only member(s) or his/her/their proxy with this attendance slip will be allowed entry to the meeting. Duplicate slips will not be issued at the entrance.

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