

**L&T Capital Markets Limited**

**Regd. Office:** Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098

CIN: U67190MH2013PLC240261; Email: secretarial@lifs.com; Website: www.lifs.com

Phone: +91 22 6212 5000; Fax: +91 22 6621 7509

**NOTICE OF THE SIXTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixth Annual General Meeting ("AGM") of the Members of L&T Capital Markets Limited will be held on Thursday, August 9, 2018 at 2.00 p.m. at the registered office of the Company at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400 098, to transact the following business:

**Ordinary Business:**

1. To consider and adopt the audited financial statements of the Company together with the reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2018.
2. To appoint a director in place of Mr. Dinanath Dubhashi (DIN: 03545900), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business:**

3. **Appointment of Mr. Sunil Prabhune as the Non-Executive Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act"), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Mr. Sunil Prabhune (DIN: 07517824), who was appointed as an Additional Director of the Company with effect from October 16, 2017 and holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment and in respect of whom the Company has received a notice under the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as a Director on the Board of the Company, liable to retire by rotation."

4. **Appointment of Mr. Srikanth J. as the Non-Executive Director of the Company.**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act"), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Mr. Srikanth J. (DIN: 07876348), who was appointed as an Additional Director of the Company with effect from October 16, 2017 and holds office up to the date of this Annual General Meeting of the Company, and is eligible for appointment and in respect of whom the Company has received

a notice under the provisions of Section 160 of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as a Director liable to retire by rotation”

**5. Selling and transferring the business of Branch at DIFC, Dubai of the Company:**

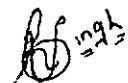
To consider and, if thought fit, to pass the following resolution as an **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted, subject to such other approvals and permissions as may be required to sell and transfer the entire business undertaking both present and future, of the Branch of the Company, located at DIFC, Dubai, to L&T Capital Markets (Middle East) Limited on such terms and conditions as may be deemed fit by the Board of Directors.

**RESOLVED FURTHER THAT** in connection with the aforesaid, the Board of Directors be and are hereby authorised to:

1. finalize and execute such deeds, documents, instruments or writings as may be necessary, proper, desirable or expedient as they may deem fit and to give such directions and / or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be necessary in this regard;
2. to sell and transfer the entire business undertaking for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company; and
3. generally to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to delegate any of the powers stated above to any official(s) as may be deemed appropriate.

By Order of the Board of Directors  
For **L&T Capital Markets Limited**



**Urvashi Singh**  
Company Secretary  
ACS No - 50298

**Date:** July 18, 2018  
**Place:** Mumbai

## NOTES:

1. The Statement as required under Section 102 of the Companies Act, 2013 ("the Act") is annexed to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SIXTH ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as 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. However, 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 proxy for any other person or Member. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the AGM. Further, the proxy holder shall carry a valid proof of identity at the AGM.

3. Members are requested to intimate change, if any, in their address to the Company at its registered office.
4. Proxy register shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting. Inspection shall be allowed between 9.00 A.M. and 6.00 p.m.
5. The Members are requested to bring their copy of Annual Report to the AGM.
6. Corporate members intending to send their authorised representative(s) to attend the AGM are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the AGM.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Members/ Proxies should fill the Attendance Slip for attending the AGM.
9. All documents referred to in the AGM Notice are available for inspection at the registered office on any working day of the Company, between 11:00 a.m. to 1:00 p.m. from the date of dispatch of Notice till Thursday, August 9, 2018.
10. Additional information of Directors seeking appointment/re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed to the Notice.

## **ANNEXURE TO THE NOTICE**

### **The Statement as per the provisions of Section 102 of the Companies Act, 2013**

#### **ITEM NO. 3:**

The Board on October 16, 2017 had appointed Mr. Sunil Prabhune as an Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013. Mr. Prabhune holds office as a director upto the date of Sixth Annual General Meeting.

The Company has received a notice in accordance with the provisions of Section 160 of the Act proposing the candidature of Mr. Prabhune for the office of Director.

Mr. Prabhune is currently the Chief Executive of Rural Finance which includes Micro Loan, Farm Equipment Finance and Two Wheeler Finance. Under his dynamic leadership, the Rural Finance business has evolved into a market leader in multiple segments.

A harbinger of change, Mr. Prabhune has helped the Farm Equipment Finance business in its endeavour to achieve a dominant position. The business has witnessed a turnaround aided by enhanced loan book quality, reduced NPAs and strengthening of the collection infrastructure. Digitization of the credit process has enabled the Two Wheeler Finance business to become a leader in multiple geographies. Mr. Prabhune's ability to focus on detail, while keeping an eye on the larger picture, has aided him in realigning the Micro Loan business, while increasing its national footprint.

In his role as the Chief Human Resources Officer, Mr. Prabhune has been an enabling force for leadership development and change management. Under his guidance, the Human Resources team at LTFS is driving the transformation of the organization structure and skills, aligning it towards focused execution and achieving the target ROE.

Mr. Prabhune also oversees Facilities & Channel Management and plays a pivotal role leading the Strategic Cost optimization drive across LTFS, which has helped the organization become more competitive.

Mr. Prabhune joined L&T Financial Services in 2013 and has around two decades of experience in global and regional leadership roles across sectors, particularly in areas of organizational change, transformation management and building capabilities for leadership. He has also headed process efficiency and digitization in his previous roles and has been associated with organizations like ICICI Bank, Novartis, GE, and ICI in various capacities in the past.

Mr. Prabhune is a Gold Medalist in Business Management from Xavier Institute of Management, Bhubaneswar. Mr. Prabhune is an avid reader and a sports enthusiast.

The Company has received a declaration from Mr. Prabhune that he is not disqualified to be appointed as a Director under the Act.

The Board is of the view that considering the rich and varied experience of Mr. Prabhune, it would be in the interest of the Company to appoint him as the Director of the Company and his appointment as the Director of the Company would be of immense significance to the Company and accordingly, recommends his appointment to the Members for approval.

The Board recommends the Ordinary Resolution set forth in Item No. 3 of the notice for approval of the Members.

Save and except Mr. Prabhune being the appointee, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 4:**

The Board on October 16, 2017 had appointed Mr. Srikanth J. as an Additional Director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013. Mr. Srikanth J. holds office as a director upto the date of Sixth Annual General Meeting.

The Company has received a notice in accordance with the provisions of Section 160 of the Act proposing the candidature of Mr. Srikanth J. for the office of Director.

In the current role of Mr. Srikanth J. at Housing Finance, he is responsible for driving overall business growth in the Real Estate Finance and Home Loans & LAP verticals. Under his guidance, the Real Estate Finance business has grown significantly in the last one year. He has been with the Group in various verticals such as corporate credit risk, structured corporate finance, SME and supply chain finance.

Mr. Srikanth J. has around two decades of experience in the BFSI segment in various areas like corporate credit risk, commercial loans/capital market products and SME. Previously, he was with BNP Paribas in India and Dubai in various capacities in corporate banking. He also worked with Commerz Bank in trade finance operations.

Mr. Srikanth J. is an MBA from IIM, Lucknow and holds an Engineering degree. He loves reading, movies and is a sports enthusiast.

The Board is of the view that considering the rich and varied experience of Mr. Srikanth J., it would be in the interest of the Company to appoint him as the Director of the Company and his appointment as the Director of the Company would be of immense significance to the Company and accordingly, recommends his appointment to the Members for approval.

The Company has received a declaration from Mr. Srikanth J. that he is not disqualified to be appointed as a Director under the Act.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the notice for approval of the Members.

Save and except Mr. Srikanth J. being the appointee, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 5:**

The Members are requested to note that the Company has a branch in Dubai International Finance Centre ("DIFC") for carrying out operations in Dubai. In order to meet the recurring expenses at the branch, LTCM has been remitting funds to Dubai.

The Board at its meeting held on January 20, 2017 had approved the proposal to incorporate a wholly owned subsidiary in Dubai pursuant to the requirements of the Reserve Bank of India.

However, with a view to have a simplicity in corporate structure at LTFS Group, it was proposed to incorporate the company ("L&T Capital Markets (Middle East) Limited") as per the applicable laws and regulations of DIFC and Dubai Financial Services Authority as a wholly owned subsidiary of L&T Finance Holdings Limited ("Holding Company") rather than under the Company and sell / transfer the business undertaking of the Branch of the Company at DIFC, Dubai to L&T Capital Markets (Middle East) Limited.

The aforesaid proposal was approved by the Board of Holding Company on March 21, 2017.

The Members may further note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation to the aforesaid section states that 'undertaking' inter alia means undertaking which generates twenty percent (20%) or more of the total income of the company during the previous financial year.

Further, as the revenue of the DIFC branch is more than 20% of the total revenue of the Company for FY 2017-18, the Board recommends the Special Resolution set forth in Item No. 5 of the notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway interested or concerned in the resolution.

**Additional information of Director seeking appointment/re-appointment at the Sixth Annual General Meeting pursuant to SS- 2:**

<b>Name of the Director</b>	<b>Mr. Dinanath Dubhashi</b>	<b>Mr. Sunil Prabhune</b>	<b>Mr. Srikanth J.</b>
<b>Date of Birth/age</b>	May 31, 1966 (52 years)	May 24, 1975 (43 years)	October 8, 1972 (45 years)
<b>Qualifications</b>	Post Graduate from IIM Bangalore BE (Mechanical)	Business Management from Xavier Institute of Management	MBA from IIM Bachelor of Engineering
<b>Date of first appointment on the Board</b>	April 13, 2016	October 16, 2017	October 16, 2017
<b>Remuneration</b>	NA <sup>(1)</sup>	NA <sup>(1)</sup>	NA <sup>(1)</sup>
<b>Experience/Brief Profile</b>	<p>Mr. Dinanath Dubhashi is the Managing Director &amp; Chief Executive Officer of L&amp;T Finance Holdings Limited, the parent Company. With a rich experience of over two decades, he has worked in multiple domains of financial services such as Corporate Banking, Cash Management, Credit Rating, Retail Lending and Rural Finance. He has been with L&amp;T Financial Services since 2007 and has been instrumental in scaling up the retail business operations manifold, across customer segments and geographies.</p> <p>Under his leadership, LTFH has been transformed into an organization focused on creating superior shareholder value through a sustained increase in Return on Equity (RoE), through</p>	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.

	decisive strategic choices in businesses, structures and people. Prior to LTFS, he was associated with organizations such as BNP Paribas, CARE Ratings and SBI Capital Markets in various capacities. He is a Post Graduate from IIM Bangalore and also holds a B.E. (Mechanical) degree.		
<b>The terms and conditions of appointment / re-appointment</b>	Appointed as a Director liable to retire by rotation.	Appointed as a Director liable to retire by rotation.	Appointed as a Director liable to retire by rotation.
<b>Directorships held in other companies (excluding foreign companies) as on date</b>	<ol style="list-style-type: none"> <li>1) L&amp;T Finance Holdings Limited</li> <li>2) L&amp;T Infrastructure Finance Company Limited</li> <li>3) L&amp;T Infra Debt Fund Limited</li> <li>4) L&amp;T Finance Limited (erstwhile Family Credit Limited)</li> <li>5) L&amp;T Housing Finance Limited</li> <li>6) L&amp;T Investment Management Limited</li> <li>7) L&amp;T Infra Investment Partners Advisory Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1) L&amp;T Financial Consultants Limited</li> <li>2) Mudit Cement Private Limited</li> <li>3) L&amp;T Trustee Company Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1) L&amp;T Infra Investment Partners Advisory Pvt. Limited</li> </ol>
<b>Memberships of committees of other companies (only Statutory Committees as required to be constituted under the Act considered)</b>	<b>A. Audit Committee</b> <ol style="list-style-type: none"> <li>1) L&amp;T Infrastructure Finance Company Limited</li> <li>2) L&amp;T Infra Debt Fund Limited</li> <li>3) L&amp;T Housing Finance Limited</li> <li>4) L&amp;T Finance Limited (erstwhile Family Credit Limited)</li> </ol>	<b>A. Corporate Social Responsibility Committee</b> <ol style="list-style-type: none"> <li>1) L&amp;T Financial Consultants Limited</li> </ol>	<b>A. Corporate Social Responsibility Committee</b> <ol style="list-style-type: none"> <li>1) L&amp;T Infra Investment Partners Advisory Pvt. Limite</li> </ol>

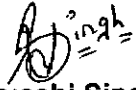


	<p><b>B. Stakeholders Relationship Committee</b></p> <ol style="list-style-type: none"> <li>1) L&amp;T Infrastructure Finance Company Limited</li> <li>2) L&amp;T Finance Limited (erstwhile Family Credit Limited)</li> </ol> <p><b>C. Nomination and Remuneration Committee</b></p> <ol style="list-style-type: none"> <li>1) L&amp;T Infrastructure Finance Company Limited</li> <li>2) L&amp;T Infra Debt Fund Limited</li> <li>3) L&amp;T Housing Finance Limited</li> <li>4) L&amp;T Finance Limited (erstwhile Family Credit Limited)</li> </ol> <p><b>D. Corporate Social Responsibility Committee</b></p> <ol style="list-style-type: none"> <li>1) L&amp;T Finance Holdings Limited</li> <li>2) L&amp;T Infrastructure Finance Company Limited</li> <li>3) L&amp;T Infra Debt Fund Limited</li> <li>4) L&amp;T Housing Finance Limited</li> <li>5) L&amp;T Finance Limited (erstwhile Family Credit Limited)</li> <li>6) L&amp;T Infra Investment Partners Advisory Private Limited</li> <li>7) L&amp;T Investment Management Limited</li> <li>8) L&amp;T Financial Consultants Limited</li> </ol>		
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<b>Shareholding in the Company (Equity)</b>	One share held jointly with L&T Finance Holdings Limited	One share held jointly with L&T Finance Holdings Limited	-
<b>Relationship with other Directors / Manager / Key Managerial Personnel</b>	None	None	None
<b>Number of Board Meetings attended during FY 2017-18</b>	Four out of four Meetings	Two out of four Meetings	Two out of four Meetings

<sup>(1)</sup> Mr. Dinanath Dubhashi, Mr. Sunil Prabhune and Mr. Srikanth JR. are in the services of L&T Financial Services Group ("LTFS") and draws remuneration from another company within the LTFS. No commission or sitting fees is paid separately for attending the meetings of the Board and/or any Committee of the Company.

By Order of the Board of Directors  
For L&T Capital Markets Limited

  
Urvashi Singh  
Company Secretary  
ACS No - A50298

Date: July 18, 2018  
Place: Mumbai

**L&T Capital Markets Limited**

**Regd. Office:** Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098

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**ATTENDANCE SLIP**

**SIXTH ANNUAL GENERAL MEETING – THURSDAY, AUGUST 9, 2018 AT 2.00 P.M.**

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No. : .....

DP ID & Client ID: .....

Name : .....

Address : .....

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

I hereby record my presence at the Sixth Annual General Meeting of the Company at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098 on **Thursday, August 9, 2018** at 2.00 p.m.

.....  
First / Sole holder / Proxy

.....  
Second holder / Proxy

.....  
Third holder / Proxy

.....

**L&T Capital Markets Limited**

**Regd. Office:** Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098  
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**Form No. MGT-11  
PROXY FORM**

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

Name of the member(s) : .....  
Registered address : .....  
E-mail ID : .....  
Folio No. : .....  
DP ID & Client ID : .....

I/We, being the member(s) of ..... shares of the above named company, hereby appoint:

- (1) Name: .....  
Address: .....  
E-mail Id: ..... Signature ....., or failing him
- (2) Name: .....  
Address: .....  
E-mail Id: ..... Signature ....., or failing him
- (3) 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 Sixth Annual General Meeting of the Company, to be held on Thursday, August 9, 2018 at 2.00 p.m. at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. To consider and adopt the audited financial statements of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2018.
2. To appoint a director in place of Mr. Dinanath Dubhashi (DIN: 03545900), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business:**

3. Appointment of Mr. Sunil Prabhne as the Non-Executive Director of the Company.
4. Appointment of Mr. Srikanth J. as the Non-Executive Director of the Company.
5. Selling and transferring the business of branch at DIFC, Dubai of the Company.

Signed this \_\_\_\_\_ day \_\_\_\_\_ of 2018

Affix revenue stamp of Re.1
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.....  
Signature of Member

.....  
First / Sole holder / Proxy

.....  
Second holder / Proxy

.....  
Third holder / Proxy

**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.