

L&T Capital Markets Limited

Registered Office: Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400 098
CIN: U67190MH2013PLC240261; Email: secretarial@lfs.com; Website: www.lfs.com
Phone: +91 22 6212 5000; Fax: +91 22 6212 5553

NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Seventh Annual General Meeting** ("AGM") of the Members of **L&T Capital Markets Limited** will be held on Monday, July 29, 2019 at 10:30 AM. 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 report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2019.
2. To appoint a director in place of Mr. Sunil Prabhune (DIN: 07517824), who retires by rotation and being eligible, offers himself for re-appointment.

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



Urvashi Singh
Company Secretary
ACS No - 50298

Date: July 5, 2019
Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SEVENTH 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 the provisions of 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.

2. Members are requested to intimate change, if any, in their address to the Company at its registered office.
3. 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 9.30 a.m. and 6.00 p.m.
4. The Members are requested to bring their copy of Annual Report to the AGM.
5. 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.
6. 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.
7. The Members / Proxies should fill the Attendance Slip for attending the AGM.
8. All documents referred to in the AGM Notice are available for inspection at the registered office on any working day of the Company, between 9:30 a.m. to 6:00 p.m. from the date of dispatch of Notice till July 29, 2019.
9. 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.

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

Name of the Director	Mr. Sunil Prabhune (DIN: 07517824)
Date of Birth/age	May 24, 1975 (44 years)
Qualifications	Business Management from Xavier Institute of Management
Date of first appointment on the Board	October 16, 2017
Remuneration	NA ⁽¹⁾
Experience/Brief Profile	<p>Mr. Sunil Prabhune is the Chief Executive of Rural Finance, which includes Micro Loans, Farm Equipment Finance and Two Wheeler Finance. He also leads the Digital, IT and Analytics strategy for L&T Financial Services ("LTFS").</p> <p>A harbinger of change, Mr. Prabhune has guided the Farm Equipment Finance business towards 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 details, while keeping an eye on the larger picture, has aided him in realigning the Micro Loan business, and increasing its national footprint. Under his leadership, the Rural Finance business has evolved into a market leader in multiple segments and geographies.</p> <p>In his capacity as the Group Head - Digital, IT and Analytics, Mr. Prabhune's focus is on further enhancing organizational efficiency and customer experience. Additionally, Mr. Prabhune also leads various inorganic growth initiatives of the organization, in line with the strategy of driving the retailisation of the portfolio.</p> <p>Mr. Prabhune plays a pivotal role leading the Strategic Cost optimization drive across LTFS, which has helped the organization become more competitive. Previously at LTFS, in his role as the Chief Human Resource Officer, Mr. Prabhune was instrumental in driving the transformational journey of organizational structure and skills, aligning these initiatives to focused execution and targeted RoEs.</p> <p>He joined LTFS in 2013 and has more than 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</p>

	capacities in the past. Mr. Prabhune is a Gold Medalist in Business Management from Xavier Institute of Management, Bhubaneswar. He is an avid reader and a sports enthusiast.
The terms and conditions of appointment / re-appointment	Appointed as a Director liable to retire by rotation.
Directorships held in other companies (excluding foreign companies) as on date	1) L&T Financial Consultants Limited 2) L&T Infra Investment Partners Trustee Private Limited 3) L&T Infra Debt Fund Limited
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	A. Corporate Social Responsibility Committee 1) L&T Financial Consultants Limited 2) L&T Capital Markets Limited
Shareholding in the Company (Equity)	One share held jointly with L&T Finance Holdings Limited
Relationship with other Directors / Manager / Key Managerial Personnel	None
Number of Board Meetings attended during FY 2018-19	All meetings (i.e. Five out of five Meetings)

⁽¹⁾ Mr. Sunil Prabhune is 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 5, 2019
Place: Mumbai

L&T Capital Markets Limited

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ATTENDANCE SLIP

SEVENTH ANNUAL GENERAL MEETING – MONDAY, JULY 29, 2019 AT 10:30 AM

(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 Seventh Annual General Meeting of the Company at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400 098 on **Monday, July 29, 2019**, at **10:30 a.m.**

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

.....

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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/ Client Id :
DP 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 Seventh Annual General Meeting of the Company, to be held on **Monday, July 29, 2019, at 10:30 a.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, 2019.
2. To appoint a director in place of Mr. Sunil Prabhune (DIN: 07517824), who retires by rotation and being eligible, offers himself for re-appointment.

Signed this _____ day _____ of 2019

Affix revenue stamp of Re.1

.....
Signature of Member

.....

Signature of first Proxy Holder Signature of second Proxy Holder Signature of third Proxy Holder

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.

