

L&T Capital Markets Limited

Registered Office: L&T House, N. M. Marg, Ballard Estate, Mumbai - 400 001
CIN: U67190MH2013PLC240261; Email: secretarial@ltfinance.com
Website: www.ltfs.com; Phone: +91 22 66217300/7400; Fax: +91 22 6621 7301/7302

NOTICE OF THE FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Fifth Annual General Meeting ("AGM")** of the Members of **L&T Capital Markets Limited** will be held on Monday, August 14, 2017 at 11.00 A.M. at L&T House, Ballard Estate, Mumbai - 400001 to transact the following business:

Ordinary Business:

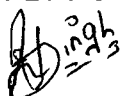
1. To consider and adopt the audited financial statements of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2017.
2. To appoint a director in place of Mr. Dinanath Dubhashi (DIN: 03545900), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Sharp & Tannan, Chartered Accountants (ICAI Registration No. 109982W), as the Statutory Auditors 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 139 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the Fourth Annual General Meeting ("AGM") of the Company held on August 23, 2016 in respect of the appointment of the Statutory Auditors, M/s. Sharp & Tannan, Chartered Accountants (ICAI Firm Registration No. 109982W), till the conclusion of the Ninth AGM, the Company hereby ratifies the appointment of M/s. Sharp & Tannan, as the Statutory Auditors of the Company to hold office from the conclusion of Fifth AGM till the conclusion of the Sixth AGM.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof), be and is hereby authorised to decide and finalise the terms and conditions including remuneration of the Statutory Auditors."

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



Urvashi Singh
Company Secretary
ACS No. 50298

Date: August 4, 2017
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 FIFTH 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.

3. Members are requested to intimate change, if any, in their address to the Company at its Registered Office.
4. All Proxy-holder should carry their identity card at the time of attending the Meeting.
5. Proxies registers 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.
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. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
8. The Members/ Proxies should fill the Attendance Slip for attending the Meeting.
9. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 9.30 A.M. and 6.00 P.M. upto the date of the Annual General Meeting.
10. Additional information of Directors seeking appointment/re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the SS-2, is annexed to the Notice.

ANNEXURE TO THE NOTICE

Item No 2:

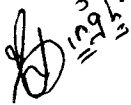
Additional information of Director seeking re-appointment at the Fifth Annual General Meeting pursuant to Secretarial Standard 2 on General Meetings:

Name of the Director	Mr. Dinanath Dubhashi
Date of Birth	May 31, 1966
Qualifications	BE (Mechanical) PGDM from IIM, Bangalore
Date of appointment on the Board	April 13, 2016
Remuneration	NA ⁽¹⁾
Experience/Brief Profile	<p>Mr. Dinanath Dubhashi is the Managing Director & Chief Executive Officer of L&T Finance Holdings Limited. (LTFH). 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&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 decisive strategic choices in businesses, structures and people. Prior to LTFH, 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.</p>
The terms and conditions of appointment	Appointed as a Director liable to retire by rotation.
Directorships held in other companies (excluding foreign companies) as on date	<ol style="list-style-type: none"> 1. L&T Finance Holdings Limited 2. L&T Infrastructure Finance Company Limited 3. L&T Infra Debt Fund Limited 4. L&T Housing Finance Limited 5. L&T Infra Investment Partners Advisory Private Limited 6. L&T Finance Limited (erstwhile Family Credit Limited) 7. Grameen Capital (India) Pvt. Limited
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<p>A. Audit Committee</p> <ol style="list-style-type: none"> 1. L&T Infrastructure Finance Company Limited 2. L&T Infra Debt Fund Limited 3. L&T Housing Finance Limited 4. L&T Capital Markets Limited

	5. L&T Infra Investment Partners Advisory Private Limited 6. L&T Finance Limited (erstwhile Family Credit Limited) B. Stakeholders Relationship Committee 1. L&T Infrastructure Finance Company Limited 2. L&T Finance Limited (erstwhile Family Credit Limited) C. Nomination and Remuneration Committee 1. L&T Infrastructure Finance Company Limited 2. L&T Infra Debt Fund Limited 3. L&T Housing Finance Limited 4. L&T Capital Markets Limited 5. L&T Finance Limited (erstwhile Family Credit Limited) D. Corporate Social Responsibility Committee 1. L&T Finance Holdings Limited 2. L&T Housing Finance Limited 3. L&T Infra Investment Partners Advisory Private Limited 4. L&T Finance Limited (erstwhile Family Credit Limited)
Shareholding in the Company (Equity)	1 share held jointly with L&T Finance Holdings Limited
Relationship with other Directors/Manager/Key Managerial Personnel	-
Number of Board Meetings attended during FY 2016-17	Five out of Five Meetings

⁽¹⁾ Mr. Dinanath Dubhashi being in the services of L&T Financial Services Group is not paid any commission or sitting fees 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. 50298

Date: August 4, 2017
Place: Mumbai

L&T Capital Markets Limited

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**ATTENDANCE SLIP
FIFTH ANNUAL GENERAL MEETING – MONDAY, AUGUST 14, 2017 AT 11.00 A.M**

Folio No.:
Name:
Address:
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PLEASE COMPLETE THIS ATTENDANCE SLIP
AND HAND OVER AT THE ENTRANCE OF THE
MEETING HALL

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

I hereby record my presence at the Fifth Annual General Meeting of the Company at L&T House, Ballard Estate, Mumbai – 400001 on **Monday, August 14, 2017 at 11.00 a.m.**

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

.....

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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]

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:, or failing him

(2) Name:
Address:
E-mail Id:, or failing him

(3) Name:
Address:
E-mail Id:

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifth Annual General Meeting of the Company, to be held on at **Monday, August 14, 2017 at 11.00 A.M.** At L&T House, Ballard Estate, Mumbai – 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Sr. No	Resolution
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, 2017.
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.
3	To ratify the appointment of M/s. Sharp & Tannan, Chartered Accountants (ICAI Registration No. 109982W), as the Statutory Auditors of the Company.

Signed this..... day.....of 2017
Signature of Shareholder

Affix
revenue
stamp of
Re.1

.....
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.

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Route Map to the AGM Venue

