

L&T Investment Management Limited



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

CIN: U65991MH1996PLC229572; E-mail: secretarial@ltfs.com;

Website: www.ltfs.com; Phone: +91 22 6212 5000; Fax: +91 22 6212 5553

Notice of the Twenty Sixth Annual General Meeting

Notice is hereby given that the **Twenty Sixth Annual General Meeting (“AGM”)** of the Members of **L&T Investment Management Limited** will be held on Monday, July 11, 2022 at noon 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, 2022.

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.

By Order of the Board of Directors
For **L&T Investment Management Limited**

Date: April 27, 2022

Place: Mumbai

Savita Kodain
Authorised Signatory

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY 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 Companies Act, 2013 ("the Act") and Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of Members not exceeding fifty and holding in 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 later 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 9.00 a.m. and 6.00 p.m. at the Registered Office of the Company on any working day.

4. The Members are requested to bring their copy of the 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 AGM, 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. Documents referred to in the Notice, if any, 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 the Notice up to and including the date of the AGM and at the AGM venue.
9. Additional information of Director seeking re-appointment at the ensuing AGM, as required under Clause 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), is annexed to the Notice.

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

Name of the Director	Dinanath Dubhashi (DIN: 03545900)
Date of Birth / age	May 31, 1966/ 56 years
Qualifications	B.E. (Mechanical) and Post Graduate from IIM, Bangalore
Date of appointment on the Board	January 21, 2017
Remuneration	N.A. ⁽¹⁾
Experience / Brief Profile	<p>With a rich experience of over three decades, Mr. Dubhashi has worked in multiple domains of Financial Services such as Retail & Infrastructure lending, Rural Finance, Corporate Banking, Cash Management, Credit Ratings, Insurance and Wealth Management.</p> <p>He has been associated with LTFH since 2007 and has been instrumental in scaling up the retail business operations manifold, across customer segments and geographies. During his tenure as MD & CEO since 2016, LTFH has achieved several market leading positions in Farm Equipment Finance, Two-Wheeler Finance, Micro Loans and Renewable Power Finance.</p> <p>The strategy roadmap defined under his leadership has transformed LTFH into an organisation focussed on delivering sustainable returns through decisive strategic choices. The increase in retail proportion of loan book under his leadership, to 51% in FY22, has been built on the foundations of distinctive digital and analytics-based offering and a robust risk management framework.</p> <p>As a part of his professional journey, he has also been associated with organisations such as BNP Paribas, CARE Ratings and SBI Capital Markets in various capacities.</p> <p>He has been co-chairing the FICCI Committee on NBFCs since 2018 and is also on the Board of the Finance Industry Development Council (FIDC).</p>
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 March 31, 2022	<ol style="list-style-type: none"> 1. L&T Finance Holdings Limited 2. L&T Finance Limited 3. L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited) 4. L&T Infra Investment Partners Advisory Private Limited 5. Finance Industry Development Council
Memberships of committees across companies as on March 31, 2022 (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 Finance Limited 2. L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited) <p>B. Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. L&T Finance Limited 2. L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited)

	<p>C. Corporate Social Responsibility (“CSR”) Committee/ CSR and ESG Committee</p> <ol style="list-style-type: none"> 1. L&T Finance Holdings Limited 2. L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited) ^(C) 3. L&T Investment Management Limited 4. L&T Infra Investment Partners Advisory Private Limited <p>D. Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> 1. L&T Finance Limited ^(C) 2. L&T Infra Credit Limited (formerly known as L&T Infra Debt Fund Limited) ^(C)
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 the FY 2021-22	All meetings (i.e. six out of six meetings)

(1) Dinanath Dubhashi is in the service of L&T Finance Holdings Limited (“LTFH”) and draws remuneration from LTFH. Dinanath Dubhashi has not been paid any sitting fees separately for attending the meetings of the Board and/ or any Committee of the Company.

(C) Chairperson

By Order of the Board of Directors
For **L&T Investment Management Limited**

Date: April 27, 2022

Place: Mumbai

Savita Kodain
Authorised Signatory

L&T Investment Management Limited



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ATTENDANCE SLIP

TWENTY SIXTH ANNUAL GENERAL MEETING – MONDAY, JULY 11, 2022 AT NOON.

(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:

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

I hereby record my presence at the Twenty Sixth Annual General Meeting of the Company at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400 098 on Monday, July 11, 2022 at noon.

.....
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: Signature, or failing him / her
- (2) Name:
Address:
E-mail ID: Signature, or failing him / her
- (3) Name:
Address:
E-mail ID: Signature, or failing him / her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Twenty Sixth Annual General Meeting of the Company, to be held on Monday, July 11, 2022 at noon at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400098 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

- Adoption of audited financial statements for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.
- Appointment of a director in place of Mr. Dinanath Dubhashi (DIN: 03545900), who retires by rotation, and being eligible, offers himself for re-appointment.

Signed this day of 2022

Affix
revenue
stamp of
Re.1

.....
Signature of Member

.....
First/ Sole holder/ Proxy

.....
Second holder/ Proxy

.....
Third holder/ Proxy

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.