

# L&T Mutual Fund Trustee Limited



Regd. Office: Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East),  
Mumbai - 400098, Maharashtra, India, CIN: U65993MH1996PLC211198  
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 Mutual Fund Trustee Limited** will be held on Monday, July 11, 2022 at 12:30 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 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. Shailesh Haribhakti (DIN: 00007347), who retires by rotation, and being eligible, offers himself for re-appointment.

### Special Business:

#### 3. Appointment of Mr. Syed Waqar Abbas Naqvi as a 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-enactments thereof for the

time being in force) and pursuant to the provisions of the Articles of Association of the Company, Mr. Syed Waqar Abbas Naqvi (DIN: 07146059), who was appointed as an Additional Director under the Act and categorised as an Independent Director under the provisions of Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, and who is eligible for appointment as a Director 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".

By Order of the Board of Directors  
For **L&T Mutual Fund Trustee Limited**

**Savita Kodain**  
**Authorised Signatory**

**Date:** April 27, 2022

**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 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 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 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 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.

3. Members are requested to intimate change, if any, in their address to the Company at its registered office.

4. Proxy 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 9.00 a.m. and 6.00 p.m. at the Registered Office of the Company on any working day.

5. The Members are requested to bring their copy of the 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 AGM, 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. 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.

10. Additional information of Directors seeking appointment / 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.

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE NOTICE DATED APRIL 27, 2022**

**ITEM NO. 3**

The Board had appointed Mr. Syed Waqar Abbas Naqvi (DIN: 07146059) as an Additional Director of the Company with effect from March 17, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), to comply with the requirements under Securities and Exchange Board of India (Mutual Funds) Regulations, 1996. Mr. Naqvi holds office as Director upto the date of the ensuing Annual General Meeting ("AGM").

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

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

Mr. Syed Waqar Abbas Naqvi has secured first class in MBA in Finance and an Associate member of the Institute of Cost Accountants; ex CEO of Taurus AMC Ltd., having earlier served as VP & Business Head – Off Shore Funds and Specialty Businesses in a 7-year stint at Regional / Country Head / Business Head level in Aditya Birla SL AMC, 30 years of experience in financial services with the last 14+ years as CEO. Good understanding of Domestic and International Markets, Portfolio Management Services, Gold Funds, Real Estate, other products, overseeing investment management function, Compliance, Accounts and Finance, Operations Management, Client Servicing; has extensive exposure to the financial services / investment management domain, with a good understanding of the processes; consistent high performer in terms of bottom line; outstanding network of relationships; experienced in creating, developing, training and managing large talent teams; adept at relationship management with Regulators, key stake holders and employees, has conducted various training programs, delivered lectures, and written articles in newspapers.

Been Jury / Judge for various competitions for Start Ups. Past Chairman of the AMFI ARN Committee. Past member of the O.P. Jindal University Guiding Committee.

Current member of the Guiding Committee of University of Science & Technology, Meghalaya.

At present, he holds directorship in Friends of Forces Foundation and is a designated.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Mr. Naqvi and accordingly, recommends the resolution set forth in Item No. 3 of the Notice for approval of the Members.

Save and except Mr. Naqvi being the appointee, none of the Directors of the Company and their relatives, other than to the extent of their shareholding, if any, in the Company, are concerned/ interested, financially or otherwise, in the above resolution.

**ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE TWENTY SIXTH ANNUAL GENERAL MEETING PURSUANT TO SS-2:**

<b>Name of the Director</b>	<b>Mr. Shailesh Haribhakti (DIN: 00007347)</b>	<b>Mr. Syed Waqar Abbas Naqvi (DIN: 07146059)</b>
<b>Date of Birth/ age</b>	March 12, 1956 (66 years)	February 13, 1968 (54 years)
<b>Qualifications</b>	Chartered Accountant, Cost Accountant, and a Certified Internal Auditor, Financial Planner & Fraud Examiner.	B.Com, ACMA, MBA
<b>Date of appointment on the Board</b>	June 15, 2017	March 17, 2022
<b>Remuneration</b>	Sitting fees as approved by the Board <sup>(1)</sup>	Sitting fees as approved by the Board <sup>(1)</sup>
<b>Experience/ Brief Profile</b>	<p>Shailesh Haribhakti has over five decades of experience in developing and leading one of India's most respected and diversified Chartered Accounting firm – Haribhakti &amp; Co. LLP. He is currently chairman of Shailesh Haribhakti &amp; Associates, Chartered Accountants. He has been conferred with the Global Competent Boards Designation (GCB.D) by Competent Boards Inc.</p> <p>He is also currently the Non-Executive Chairman of L&amp;T Mutual Fund Trustee Limited, Blue Star Limited, Protean E-Gov Technologies Limited (Formerly known as NSDL e-Governance Infrastructure Limited), Mentorcap Management Private Limited, Planet People &amp; Profit Consulting Private Limited, and IBS Fintech India Private Limited. He is the Vice Chairman of GovEVA Private Limited.</p> <p>He serves as a Chairman/ Independent Director on the Boards of several other public and private limited companies. He is a strong supporter of a clean and green environment, shared value creation and has pioneered the concept of 'innovating to zero' in the social context.</p> <p>He was associated with the Indian Institute of Management Ahmedabad (IIMA), BMA, IIA (Mumbai), ICAI (WIRC), IMC, FPSB and Rotary Club of Bombay over the last several decades. For two years he served on the Standards Advisory Council of the IASB in London and was the Chairman of National Pension Scheme Trust from 2015-2017. He has been conferred with the 'Distinguished Fellowship of IOD (Institute of Directors) Award – 2009', by the Institute of Directors.</p>	<p>Syed Waqar Abbas Naqvi has secured first class in MBA in Finance and an Associate member of the Institute of Cost Accountants; ex CEO of Taurus AMC Ltd., having earlier served as VP &amp; Business Head – Off Shore Funds and Specialty Businesses in a 7-year stint at Regional/ Country Head/ Business Head level in Aditya Birla SL AMC, 30 years of experience in financial services with the last 14+ years as CEO. Good understanding of Domestic and International Markets, Portfolio Management Services, Gold Funds, Real Estate, other products, overseeing investment management function, Compliance, Accounts and Finance, Operations Management, Client Servicing; has extensive exposure to the financial services/ investment management domain, with a good understanding of the processes; consistent high performer in terms of bottom line; outstanding network of relationships; experienced in creating, developing, training and managing large talent teams; adept at relationship management with Regulators, key stake holders and employees, has conducted various training programs, delivered lectures, and written articles in newspapers. Been Jury/Judge for various competitions for Start Ups. Past Chairman of the AMFI ARN Committee. Past member of the O.P. Jindal University Guiding Committee. Current member of the Guiding Committee of University of Science &amp; Technology, Meghalaya.</p> <p>At present, he holds directorship in Friends of Forces Foundation and is a designated partner of Right Standard Ventures LLP.</p>
<b>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.

<b>Directorships held in other companies (excluding foreign companies) as on March 31, 2022</b>	<ol style="list-style-type: none"> <li>1. Torrent Pharmaceuticals Limited</li> <li>2. Protean E-Gov Technologies Limited (Formerly known as NSDL e-Governance Infrastructure Limited)</li> <li>3. ACC Limited</li> <li>4. Ambuja Cements Limited</li> <li>5. Blue Star Limited</li> <li>6. Bajaj Electricals Limited</li> <li>7. Bennett Coleman and Company Limited</li> <li>8. Planet People &amp; Profit Consulting Private Limited</li> <li>9. L&amp;T Finance Holdings Limited</li> <li>10. Goveva Private Limited</li> <li>11. Cnergyis Infotech India Private Limited</li> <li>12. IBS Fintech India Private Limited</li> <li>13. Brookprop Management Services Private Limited</li> <li>14. Foundation for Audit Quality</li> <li>15. Epigeneres Biotech Private Limited</li> <li>16. MentorCap Management Private Limited</li> <li>17. Gaja Trustee Company Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Friends of Forces Foundation &gt;&gt; NOTICE</li> <li>2. Right Standard Ventures LLP (Designated Partner)</li> </ol>
<b>Memberships of committees across companies as on March 31, 2022 (only statutory committees as required to be constituted under the Act considered)</b>	<p><b>A. Audit Committee</b></p> <ol style="list-style-type: none"> <li>1. Blue Star Limited</li> <li>2. Bajaj Electricals Limited<sup>(C)</sup></li> <li>3. Bennett Coleman &amp; Company Limited<sup>(C)</sup></li> <li>4. L&amp;T Finance Holdings Limited</li> <li>5. L&amp;T Mutual Fund Trustee Limited</li> <li>6. NSDL E- Governance Infrastructure Limited<sup>(C)</sup></li> <li>7. Torrent Pharmaceuticals Limited<sup>(C)</sup></li> </ol> <p><b>B. Corporate Social Responsibility &amp; Sustainability Committee</b></p> <ol style="list-style-type: none"> <li>1. Torrent Pharmaceuticals Limited</li> </ol> <p><b>C. Corporate Social Responsibility &amp; ESG Committee</b></p> <ol style="list-style-type: none"> <li>1. L&amp;T Finance Holdings Limited<sup>(C)</sup></li> </ol> <p><b>D. Corporate Social Responsibility Committee</b></p> <ol style="list-style-type: none"> <li>1. ACC Limited<sup>(C)</sup></li> </ol>	<p>Nil</p>

	<p><b>E. Nomination &amp; Remuneration Committee</b></p> <ol style="list-style-type: none"> <li>1. Torrent Pharmaceuticals Limited<sup>(C)</sup></li> <li>2. L&amp;T Finance Holdings Limited</li> <li>3. Blue Star Limited</li> <li>4. Protean E-Gov Technologies Limited (formerly known as NSDL e-Governance Infrastructure Limited)</li> <li>5. Ambuja Cements Limited</li> <li>6. ACC Limited<sup>(C)</sup></li> <li>7. Bennett Coleman and Company Limited</li> <li>8. Bajaj Electricals Limited</li> <li>9. Brookprop Management Services Private Limited</li> </ol> <p><b>F. Stakeholders Relationship Committee</b></p> <ol style="list-style-type: none"> <li>1. ACC Limited</li> <li>2. Torrent Pharmaceuticals Limited</li> </ol>	
<b>Shareholding in the Company (Equity)</b>	Nil	Nil
<b>Relationship with other Directors / Manager / Key Managerial Personnel</b>	None	None
<b>Number of Board meetings attended during FY22</b>	All meetings (i.e. seven out of seven meetings)	N.A. <sup>(2)</sup>

<sup>(1)</sup> For the details pertaining to the remuneration last drawn, please refer Annual Return in Form MGT-7 forming part of the Board's Report

<sup>(C)</sup> Chairperson

<sup>(2)</sup> Mr. Syed Waqar Abbas Naqvi appointed as an Additional Director with effect from March 17, 2022

By Order of the Board of Directors  
For **L&T Mutual Fund Trustee Limited**

**Date:** April 27, 2022

**Place:** Mumbai

**Savita Kodain**  
**Authorised Signatory**

# L&T Mutual Fund Trustee Limited



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## ATTENDANCE SLIP

### TWENTY SIXTH ANNUAL GENERAL MEETING – MONDAY, JULY 11, 2022 AT 12:30 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 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 12:30 p.m.

.....  
First / Sole holder / Proxy

.....  
Second holder / Proxy

.....  
Third holder / Proxy

# L&T Mutual Fund Trustee Limited

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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 12:30 p.m. at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400 098 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. Shailesh Haribhakti (DIN: 00007347), who retires by rotation and being eligible offers himself for re-appointment.

#### Special Business:

- Appointment of Mr. Syed Waqar Abbas Naqvi (DIN: 07146059), as a Director of the Company.

Signed this ..... day ..... of 2022

Affix  
revenue  
stamp of  
Re.1

.....  
Signature of Shareholder

.....  
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.**