

L&T INVESTMENT MANAGEMENT LIMITED

Regd. Office: Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East),
Mumbai - 400098, Maharashtra, India
CIN: U65991MH1996PLC229572
Website: www.ltfs.com; Phone: +91 22 6212 5000; Fax: +91 22 6621 7319

Notice of the Twenty First Annual General Meeting

NOTICE is hereby given that the **Twenty first Annual General Meeting ("AGM")** of the Members of L&T Investment Management Limited ("the Company") will be held on August 21, 2017, Monday, at 11.00 a.m. at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East) Mumbai - 400 098 to transact the following businesses:

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. R. Shankar Raman (DIN: 00019798), who retires by rotation, and being eligible, offers himself for re-appointment.
3. **To ratify the appointment of M/s. Sharp & Tannan, Chartered Accountants, 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 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 other applicable provisions, if any, and pursuant to the resolution passed by the members at the Twentieth Annual General Meeting ("AGM") of the Company held on May 25, 2016 in respect of the appointment of the Auditors, M/s. Sharp & Tannan, Chartered Accountants, ICAI Registration No. 109982W ("S&T"), till the conclusion of the 25th AGM, the Company hereby ratifies the appointment of S&T as the Statutory Auditors of the Company, to hold office from the conclusion of the 21st AGM till the conclusion of the 22nd 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 of appointment, including remuneration of the Statutory Auditors."

SPECIAL BUSINESS:

4. **Appointment of Mr. Dinanath Dubhashi as a Director of the Company:**

To consider and, if thought fit, to pass with or without any modification, if any, the following resolution, as an **Ordinary Resolution:**

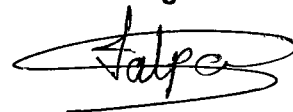
“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Mr. Dinanath Dubhashi (DIN: 03545900), who was appointed as an Additional Director of the Company with effect from January 21, 2017 and holds office up to the date of this Annual General Meeting of the Company 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 of the Company, liable to retire by rotation.”

5. Appointment of Ms. Anisha Motwani as an Independent Director of the Company:

To consider and, if thought fit, to pass with or without any modification, if any, the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and Schedule IV to the Act and pursuant to the provisions of the Articles of Association of the Company, Ms. Anisha Motwani (DIN: 06943493), who was appointed as an Additional Director of the Company with effect from April 10, 2017 and holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice under the provisions of Section 160 of the Act, proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years i.e. from April 10, 2017 to April 9, 2022.”

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



Jalpa Jadav
Company Secretary

Place: Mumbai
Date: July 27, 2017

Notes:

1. The information required to be provided under section 102 of the Companies Act, 2013 and the Secretarial Standard 2 on General Meetings is annexed to the Notice along with additional information of Directors seeking re-appointment/ appointment at the ensuing Annual General Meeting ("AGM"). Ms. Rupa Rege Nitsure was appointed as an Additional Director of the Company by the Board on June 21, 2016. She has resigned from the Board with effect from January 20, 2017 and accordingly approval of shareholders is not sought for appointment as an Independent Director. Further disclosures as required under Secretarial Standard 2 on General Meetings with respect to details of directors who are proposed to be appointed/ re-appointed are provided in Annexure to this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY FIRST 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. THE PROXY FORM, IN ORDER TO BE VALID, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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 later than forty eight hours before the commencement of the AGM i.e. by 11.00 a.m. on Monday, August 21, 2017. 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. 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.
5. The Members are requested to bring their copy of the Annual Report to the AGM.
6. The Members/Proxies should fill the Attendance Slip for attending the Meeting.
7. All Proxy-holder should carry their identity card at the time of attending the Meeting.
8. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the Meeting.

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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 11.00 a.m. and 1.00 p.m., up to the date of the AGM.
10. Route map of venue is enclosed herewith for reference of the Members.

ANNEXURE TO THE NOTICE

The Statement under Section 102 of the Companies Act, 2013 ("the Act")

ITEM NO. 4

The Board had appointed Mr. Dinanath Dubhashi (DIN: 03545900) as an Additional Director of the Company with effect from January 21, 2017, in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), on the recommendations of the Nomination and Remuneration Committee. Mr. Dinanath Dubhashi holds office as Director till the date of this Annual General Meeting.

Mr. Dinanath Dubhashi has a rich experience of over 25 years across multiple domains in financial services such as Corporate Banking, Cash Management, Credit Rating, Retail Lending and Rural Financing. He joined L&T Financial Services in 2007 and has been instrumental in scaling up the Retail business operations manifold, across customer segments and geographies. Under his leadership, Retail Business has grown both organically and inorganically to reach asset size of about Rs. 28,000 crore, serving over 30 lakh customers.

Prior to this, he was associated with organizations such as BNP Paribas, CARE Ratings and SBI Caps in various capacities.

The Company has received a notice along with the deposit of Rs. 1,00,000/- in accordance with Section 160 of the Act proposing the candidature of Mr. Dinanath Dubhashi for the office of Director.

For the information of Members, the Company has received a declaration from Mr. Dubhashi that he is not disqualified to be appointed as a Director under the Act.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Mr. Dubhashi and accordingly recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Save and except Mr. Dinanath Dubhashi, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

ITEM NO. 5

The Board had appointed Ms. Anisha Motwani (DIN: 06943493) as an Additional Director of the Company effective April 10, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), basis the recommendation of the Nomination and Remuneration Committee of the Company. Ms. Motwani holds office as a Director till the date

of this Annual General Meeting. Since, Ms. Motwani possesses the relevant expertise and experience and fulfil the criteria applicable to Independent Director as stated in Section 149 (6) of the the Act, the Board recommends Ms. Motwani's appointment as an Independent Director of the Company. Section 149(10) of the Act restricts the tenure of Independent Director to two terms of up to ten years, with a single term not exceeding five years. In compliance with Section 149 of the Act, it is proposed to appoint Ms. Motwani as an Independent Director of the Company to hold office for a term of 5 years i.e. from April 10, 2017 to April 9, 2022.

Ms. Anisha Motwani is currently an advisor with the World Bank on the prestigious 'Swachh Bharath programme' & 'National Mission for clean Ganga'. She is also the strategic advisor to the Max Group of companies guiding them on key brand & digital transformation projects across several lines of businesses.

She is the author of Storm the Norm – first-of-its-kind collection of contemporary stories of truly inspiring businesses and brands from India that either wrote or rewrote the norms of their respective industries and brought in unprecedented change and vibrancy.

She comes with a rich experience of over 28 years in diverse industries - advertising, auto-manufacturing, financial and health services. As an architect of several well-known consumer brands like Nestle Polo, Nestle Maggi, Dabur Hair Oils & Shampoos, Real Fruit Juices, Pepsi Lays Chips, McDonalds India, GM's Chevrolet, Coca Cola, Max New York Life Insurance, Max Healthcare etc.

She has studied Bachelor in Science and is an MBA graduate.

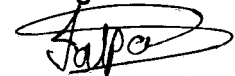
The Company has received a notice along with the deposit of Rs. 1,00,000/- in accordance with the provisions of Section 160 of the Act proposing the candidature of Ms. Motwani for the office of Independent Director.

In the opinion of the Board, Ms. Motwani fulfils the conditions specified in the Act and she is independent of the Management. For the information of Members, the Company has received a declaration from Ms. Motwani that she is not disqualified to be appointed as an Independent Director under the Act.

The Board is of the view that the Company would greatly benefit from the rich and varied experience of Ms. Vasudeva and accordingly recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the Members.

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

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



Jalpa Jadav
Company Secretary

Place: Mumbai
Date: July 27, 2017

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Additional Information of Directors seeking re-appointment/appointment at the Twenty First Annual General Meeting pursuant to Secretarial Standards:

Name of the Director	Mr. R. Shankar Raman	Mr. Dinanath Dubhashi	Ms. Anisha Motwani
Date of Birth	December 20, 1958	May 31, 1966	June 21, 1963
Qualifications	Chartered Accountant and Grad CWA Degree in Commerce from Madras University.	BE. Mechanical, PGDM-IIM	MBA graduate B.Sc
Date of Appointment on the Board	January 20, 2010	January 21, 2017	April 10, 2017
Remuneration last drawn (Rs. in Lakhs)	(1)	(2)	N.A. (3)
Brief Profile	<p>Mr. R. Shankar Raman is the Chief Financial Officer and Member of the Board at Larsen & Toubro Limited (L&T). He is a Non-Executive Director on the Board of L&T Finance Holdings Limited and L&T Investment Management Limited.</p> <p>Mr. Shankar Raman has 33 years' experience in the field of Finance and management. He joined the L&T Group in 1994 to set up L&T Finance Limited. After six successful years with L&T Finance, he moved to L&T to oversee the Finance function. Mr. Shankar Raman is on the board of several companies within the L&T Group.</p> <p>Mr. Shankar Raman is a Chartered and Cost Accountant by profession and has a degree in</p>	As mentioned in the explanatory statement.	As mentioned in the explanatory statement.

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Name of the Director	Mr. R. Shankar Raman	Mr. Dinanath Dubhashi	Ms. Anisha Motwani
	Commerce from Madras University.		
Directorships held in other companies (excluding foreign and private companies) as on date	1) Larsen and Toubro Limited 2) L&T Infrastructure Development Projects Limited 3) L&T Hydrocarbon Engineering Limited 4) L&T Finance Holdings Limited 5) Larsen & Toubro Infotech Limited 6) L&T Seawoods Limited 7) L&T Realty Limited 8) L&T Metro Rail (Hyderabad) Limited	1) L&T Finance Holdings Limited 2) L&T Housing Finance Limited 3) L&T Finance Limited (erstwhile family credit Limited) 4) L&T Capital Markets Limited 5) L&T Infra Debt Fund Limited 6) L&T Infrastructure Finance Company Limited 7) L&T Infra Investments Partners Advisory Private Limited ⁽⁴⁾	1) Prataap Snacks Limited 2) India Shelter Finance Corporation Limited 3) PNB Metlife India Insurance Company Limited
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	A. Audit Committee 1) L&T Finance Holdings Limited 2) L&T Investment Management Limited 3) L&T Metro Rail (Hyderabad) Limited 4) L&T Infrastructure Development Projects Limited 5) L&T Realty Limited 6) L&T Seawoods Limited B. Stakeholders Relationship Committee 1) L&T Finance Holdings Limited C. Nomination and Remuneration Committee 1) L&T Investment Management Limited	A. Audit 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 Infra Investment Partners Advisory Private Limited ⁽¹⁾ 6) L&T Finance Limited (erstwhile family credit Limited) B. Stakeholders Relationship Committee 1) L&T Infrastructure Finance Company Limited	A. Audit Committee 1) Prataap Snacks Limited 2) PNB Metlife India Insurance Company Limited B. Stakeholders Relationship Committee 1) Prataap Snacks Limited C. Nomination and Remuneration Committee 1) India Shelter Finance Corporation Limited 2) PNB Metlife

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Name of the Director	Mr. R. Shankar Raman	Mr. Dinanath Dubhashi	Ms. Anisha Motwani
	2) L&T Infrastructure Development Projects Limited 3) L&T Realty Limited 4) L&T Seawoods Limited D. Corporate Social Responsibility Committee 1) Larsen and Toubro Limited 2) L&T Finance Holdings Limited 3) L&T Investment Management Limited 4) L&T Infrastructure Development Projects Limited 5) L&T Seawoods Limited 6) L&T Realty Limited	2) L&T Finance Limited (erstwhile family credit Limited)	India Insurance Company Limited D. Corporate Social Responsibility Committee 1) Prataap Snacks Limited 2) India Shelter Finance Corporation Limited 3) PNB Metlife India Insurance Company Limited
Shareholding in the Company (Equity)	1 share jointly with L&T Finance Holdings Limited.	1 share jointly with L&T Finance Holdings Limited.	Nil
Relationship with other Directors / Manager/ Key Managerial Personnel	None	None	None
Number of Board meetings attended during the FY 2016-17	three out of six Meetings	One out of one meeting	N.A

⁽¹⁾ Mr. R Shankar Raman is in the service of Larsen and Toubro limited and draws remuneration from Larsen and Toubro Limited. Mr. Shankar Raman is not paid any sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.

⁽²⁾ Mr. Dinanath Dubhashi is in the service of L&T Finance Holdings limited ("L&TFH") and draws remuneration from LTFH. Mr. Dinanath Dubhashi is not paid any sitting fees separately for attending the meetings of the Board and/or any Committee of the Company.

⁽³⁾ No remuneration was drawn by Ms. Anisha Motwani, as she was appointed on April 10, 2017 i.e. after the financial year 2016-17. Ms. Motwani is entitled to receive sitting fees.

L&T Investment Management Limited

Registered Office

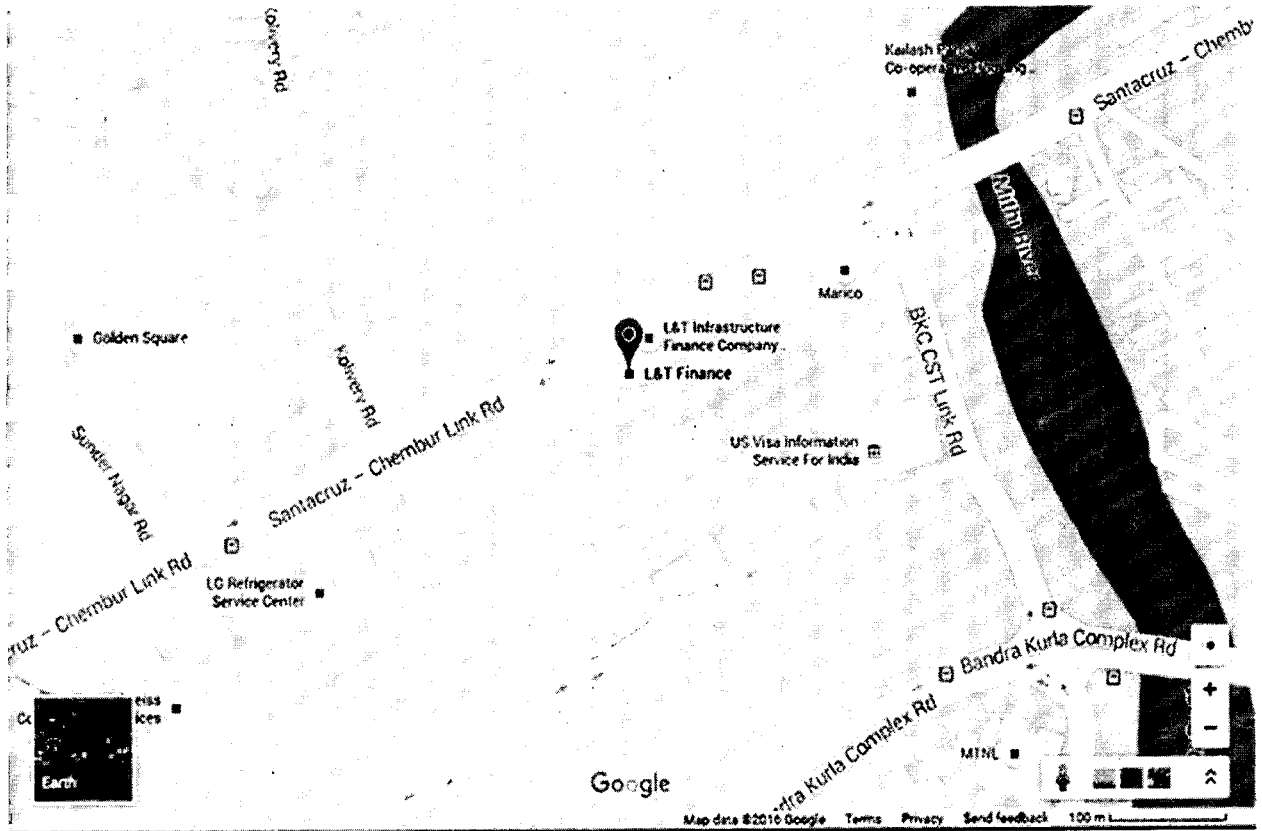
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(4) deemed public Company.

ROUTE - MAP AND LANDMARKS FOR THE VENUE OF THE MEETING:



L&T INVESTMENT MANAGEMENT LIMITED

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

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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 : _____
(2) Name : _____	Address : _____
E-mail Id: _____	Signature : _____
(3) Name : _____	Address : _____
E-mail Id: _____	Signature : _____

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 Twenty First Annual General Meeting of the Company, to be held on **Monday, August 21, 2017 at 11.00 a.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 resolutions as are indicated below:

Ordinary Business	Special Business
1. To consider and adopt the audited financial statements of the Company with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2017.	4. Appointment of Mr. Dinanath Dubhashi as a Director of the Company.
2. To appoint a director in place of Mr. R. Shankar Raman (DIN: 00019798), who	5. Appointment of Ms. Anisha Motwani as a Director of the Company

<p>retires by rotation, and being eligible, offers himself for re-appointment.</p>	
<p>3. To consider the ratification of appointment of M/s. Sharp & Tannan, Chartered Accountants, as the Statutory Auditors of the Company.</p>	

Signed this _____ day of _____ 2017

Signature of shareholder

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.**

L&T INVESTMENT MANAGEMENT LIMITED

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ATTENDANCE SLIP

TWENTY FIRST ANNUAL GENERAL MEETING – August 21, 2017 AT 11.00 A.M.

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 first Annual General Meeting of the Company at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400 098, on Monday, August 21, 2017.

First / Sole holder / Proxy

Second holder / Proxy

Third holder / Proxy