

L&T INVESTMENT MANAGEMENT LIMITED

Regd. Office: Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East),
Mumbai – 400098, Maharashtra, India
CIN: U65991MH1996PLC229572; E-mail:secretarial@ltfs.com; Website: www.ltfs.com;
Phone: +91 22 6212 5000; Fax: +91 22 6212 5553

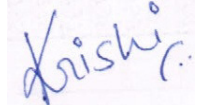
NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting (“AGM”)** of the Members of **L&T Investment Management Limited** will be held on Tuesday, July 28, 2020, at 11.00 a.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 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, 2020.
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.

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



Krishi Jain
Company Secretary
ACS No.-A57527

Date: July 3, 2020
Place: Mumbai

L&T Investment Management Limited**Registered Office**

Brindavan, Plot No. 177
CST Road, Kalina, Santacruz (East),
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NOTES:**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY FOURTH 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 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.

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

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

Name of the Director	Mr. R. Shankar Raman (DIN: 00019798)
Date of Birth/ age	December 20, 1958 (61 years)
Qualifications	B.Com from Madras University, Chartered Accountant and Cost Accountant
Date of appointment on the Board	January 20, 2010
Remuneration	N.A ⁽¹⁾
Experience / Brief Profile	Mr. R. Shankar Raman is serving as the Wholetime Director and the Chief Financial Officer at Larsen & Toubro Limited (L&T). He is also on the board of several companies within the L&T Group. He joined the L&T Group in 1994 to set up L&T Finance Limited. Over the past 36 years, he has worked for leading listed corporates in varied capacities in the field of finance and general management.
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	<ol style="list-style-type: none"> 1. Larsen & Toubro Limited 2. L&T Finance Holdings Limited 3. Larsen & Toubro Infotech Limited 4. L&T Hydrocarbon Engineering Limited 5. L&T Seawoods Limited 6. L&T Metro Rail (Hyderabad) Limited 7. L&T Infrastructure Development Projects Limited 8. Mindtree Limited 9. L&T Construction Equipment 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 Finance Holdings Limited 2. L&T Infrastructure Development Projects Limited 3. L&T Metro (Rail) Hyderabad Limited 4. Larsen & Toubro Infotech Limited 5. Mindtree Limited <p>B. Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. L&T Finance Holdings Limited 2. L&T Infrastructure Development Projects Limited

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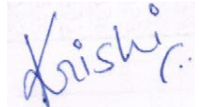
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Name of the Director	Mr. R. Shankar Raman (DIN: 00019798)
	C. Stakeholders Relationship Committee 1. L&T Finance Holdings Limited D. Corporate Social Responsibility Committee 1. Larsen & Toubro Limited 2. L&T Finance Holdings Limited 3. L&T Investment management Limited 4. L&T Infrastructure Development Projects Limited 5. L&T Seawoods Limited
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 2019-20	All meetings (i.e. four out of four meetings)

⁽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 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
L&T Investment Management Limited



Krishi Jain
 Company Secretary
 ACS No.-A57527

Date: July 3, 2020
Place: Mumbai

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ATTENDANCE SLIP**TWENTY FOURTH ANNUAL GENERAL MEETING – TUESDAY, JULY 28, 2020 AT 11.00 A.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 Fourth Annual General Meeting of the Company
at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400 098 on Tuesday,
July 28, 2020 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-mailID :

FolioNo./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
- (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 Twenty Fourth Annual General Meeting of the Company, to be held on Tuesday, July 28, 2020 at 11.00 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 resolution as are indicated below:

Ordinary Business:

1. Adoption of audited financial statements for the year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
2. Appointment of a Director in place of Mr. R. Shankar Raman (DIN: 00019798), who retires by rotation and being eligible offers himself for re-appointment.

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Signed this _____ day _____ of 2020.

Affix revenue stamp of Re.1

.....
Signature of Member

.....
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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