

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 Website: www.ltfs.com; Phone: +91 22 6212 5000;
Fax: +91 22 6621 7509

NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Third Annual General Meeting ("AGM")** of the Members of **L&T Mutual Fund Trustee Limited** will be held on Friday, June 28, 2019 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 Businesses:

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, 2019.
2. To appoint a director in place of Mr. Hemant Joshi (DIN: 01519739), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint **M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No. 117366W/W-100018), as the Statutory Auditors of the Company to fill in the casual vacancy caused due to the resignation of M/s. Price Water House, Chartered Accountants and for a period of 5 years 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 Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, **M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No. 117366W/W-100018), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Price Waterhouse, Chartered Accountants, to hold office till the conclusion of the Twenty Third Annual General Meeting ("AGM") and thereafter as the Statutory Auditors from the conclusion of Twenty Third AGM till the conclusion of the Twenty Eighth AGM.**

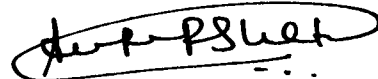
RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions of appointment (including remuneration) and to do all such other acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

Special Business:**4. Appointment of Ms. Malini Thadani 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, Ms. Malini Thadani (DIN: 01516555), who was appointed as an Additional Director and who holds office up to the date of this Annual General Meeting of the Company and is eligible for appointment 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 a Director on the Board of the Company, liable to retire by rotation."

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



Ankit Sheth
Authorised Signatory

Place: Mumbai
Date: June 6, 2019

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 THIRD 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.

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. All documents referred to in the explanatory statement 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 till Friday, June 28, 2019.

10. Additional information of Director 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.

ANNEXURE TO THE NOTICE

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

Item No. 3:

The Board of Directors at the Board Meeting held on April 25, 2019 has appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, with registration number 117366W/W-100018 as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Price Waterhouse Chartered Accountants.

As per the provisions of Companies Act, 2013 read with rules made thereunder, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within 30 days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment is required to be approved by the company at a general meeting convened within 3 months of the recommendation of the Board. Accordingly, the Board of Directors has recommended to the Members of the Company for their approval at the Annual General Meeting by way of passing an ordinary resolution, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, to hold office till the conclusion of the Twenty Third Annual General Meeting ("AGM"). Further, it is also recommended by the Board to appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company from the conclusion of Twenty Third AGM till the conclusion of the Twenty Eighth AGM.

As per the provisions of the Act, read with rules made thereunder, a casual vacancy caused due to resignation of statutory auditor needs to be approved by the Members in a general meeting within three months. Accordingly, the Board of Directors has recommended to the Members of the Company for their approval at the Annual General Meeting by way of passing an ordinary resolution, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, to hold office till the conclusion of the Twenty Third AGM and thereafter from the conclusion of Twenty Third AGM till the conclusion of the Twenty Eighth AGM.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the Members, would be within the limits prescribed under the Act.

Consent of the Members is therefore sought in connection with the proposed appointment of M/s. Deloitte Haskins & Sells LLP as the Statutory Auditors of the Company.

None of the Directors of the Company including their relatives is, in anyway concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 4:

The Board had appointed Ms. Malini Thadani (DIN: 01516555) as an Additional Director of the Company with effect from December 21, 2018 in accordance with the provisions of Section 161 of the Act. Ms. Malini Thadani holds office as Director till the date of this Annual General Meeting.

Ms. Malini Thadani has been a sustainability leader with experience across Asia - 19 markets spanning including Asia majors - India, China, Singapore, Indonesia, Malaysia, Australia. She has been a leader of high level stakeholder groups, positions on international and regional Boards for industry bodies and not-for-profits organisations and also a strategic advisor on sustainability.

She has experience in designing, developing and implementing large-scale, complex, cross-border sustainability projects in partnership with global and regional thinktanks, not-for-profits and academia, specialising in areas including livelihoods, employability, entrepreneurship, sustainable finance, environmental resource security. Currently, Ms Thadani is a Senior Advisor in FTI Consulting India and has been Head of Corporate Sustainability, Asia, The Hongkong and Shanghai Banking Corporation Limited (HSBC), Head of Communications, CSR, Sustainability and Government Affairs, HSBC India. Prior to joining HSBC in 1995, she has been into Indian Revenue Service as an Additional Commissioner of Income tax, Mumbai, India for over 14 years.

She holds a graduation degree and a masters degree in History from Delhi University and a masters degree in Public Administration from Ohio University, USA. She has also done the Cycle Special Etranger at the Ecole Nationale d' Administration in Paris.

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

For the information of the Members, the Company has received a declaration from Ms. Thadani that she 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 Ms. Thadani and accordingly, recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Save and except Ms. Thadani being the appointee, none of the Directors 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.

Additional information of Directors seeking re-appointment / appointment at the Twenty Third Annual General Meeting pursuant to SS-2:

Name of the Director	Mr. Hemant Joshi	Ms. Malini Thadani
Date of Birth/ age	May 30, 1951 (67 years)	July 29, 1957 (61 years)
Qualifications	a.) B.E. (Hons) Chemical Engineering b.) Post Graduate Diploma in Industrial Engineering	a) Masters degree in Public Administration from Ohio University, USA b) Masters degree in History from Delhi University c) Diploma in government, ENA, Paris, France
Date of appointment on the Board	December 15, 2011	December 21, 2018
Remuneration	Rs. 4,40,000 (sitting fees for attending the Board and Audit committee)	Rs.80,000 (sitting fees for attending the Board)
Experience / Brief Profile	<p>Mr. Hemant Joshi has spent a long career in the area of Infrastructure Development. He was responsible for building CRISIL Infrastructure Advisory from its inception in 1994 to its current status of leadership. Under his leadership, CRISIL Infrastructure Advisory did significant work in shaping policies for private sector participation in Infrastructure for State Governments, Government of India and numerous countries in the South African region.</p> <p>During his stint as an Executive Director and Chief Operating Officer of CRISIL, he was actively involved in transforming CRISIL from a monoline Rating Agency to its current position as India's leading provider of Ratings, Research, Risk and Policy Advisory.</p> <p>Mr. Joshi retired as MD & CEO of CRISIL Risk and Infrastructure Solutions Limited (CRIS Ltd) in the year 2009.</p>	As mentioned in the explanatory statement

	He was a member of the Pipeline Advisory Committee, a committee setup by the Petroleum & Natural Gas Regulator to advice on Gas pipeline issues.	
Terms and conditions of appointment / re-appointment	Appointed as a Director liable to retire by rotation.	Appointed as a Director liable to retire by rotation.
Directorships held in other companies (excluding foreign companies) as on date	None	1) Allcargo Logistics Limited 2) Pune City Connect Development Foundation
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	None	None
Shareholding in the Company (Equity)	NIL	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	None	None
Number of Board meetings attended during the FY 2018-19	Seven out of seven meetings	Two out of two meetings

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



Ankit Sheth
Authorised Signatory

Place: Mumbai
Date: June 6, 2019

L&T Mutual Fund Trustee Limited

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

CIN: U65993MH1996PLC211198, E-mail: secretarial@lfs.com; Website: www.lfs.com;
Phone: +91 22 6212 5000; Fax: +91 22 6212 7509

ATTENDANCE SLIP

TWENTY THIRD ANNUAL GENERAL MEETING – FRIDAY, JUNE 28, 2019 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 Third Annual General Meeting of the Company at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400 098 on Friday, June 28, 2019 at 11.00 a.m.

.....
First / Sole holder / Proxy

.....
Second holder / Proxy

.....
Third holder / Proxy

L&T Mutual Fund Trustee Limited

Regd. Office: Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East),
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CIN: U65993MH1996PLC211198, E-mail: secretarial@ltfs.com; Website: www.ltfs.com;
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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

(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 Third Annual General Meeting of the Company, to be held on Friday, June 28, 2019 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 resolution as are indicated below:

Ordinary Business:

1. Adoption of 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, 2019.
2. Appointment of a Director in place of Mr. Hemant Joshi (DIN: 01519739), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No. 117366W/W-100018), as the Statutory Auditors of the Company to fill in the casual vacancy

caused due to the resignation of M/s. Price Water House, Chartered Accountants and for a period of 5 years as the Statutory Auditors of the Company

Special Business:

4. Appointment of Ms. Malini Thadani as a Director of the Company.

Signed this _____ day _____ of 2019

Affix revenue stamp of Re.1

.....
Signature of Shareholder

.....
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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