

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 62125553

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 Mutual Fund Trustee Limited** will be held on Tuesday, July 28, 2020 at 11.30 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, 2020.
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. S.K. Mitra 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. S. K. Mitra (DIN: 00029961), 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, 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
L&T Mutual Fund Trustee Limited



Ankit Sheth
Authorised Signatory

Date: July 3, 2020
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 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 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 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.

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 FORMING PART OF THE NOTICE DATED JULY 3, 2020

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolution:

Item No. 3:

The Board had appointed Mr. S.K. Mitra (DIN: 00029961) as an Additional Director of the Company with effect from December 4, 2019 in accordance with the provisions of Section 161 of the Act. Mr. S. K. Mitra holds office as Director till the date of this Annual General Meeting.

Mr. S.K. Mitra is currently on the Board of Directors and Committees of several reputed companies in diverse industries. He is an advisor to a large international bank and associated with several international as well as domestic NGOs, Committees and Chambers in India.

Mr. Mitra comes with a rich experience of over three decades, across industries. With extensive experience in setting up and running new ventures in full range of financial services, developing differential business strategies for rapid growth, and managing relationship with foreign multinational investors. Mr. Mitra has worked with companies like Aditya Birla Group, GIC Mutual Fund, American Express and Standard Chartered in the past. He has also worked in close quarters with the government and the regulators of India.

One of the early batches of investment bankers in India, Mr. Mitra was instrumental in setting up the Merchant Banking Divisions of Bank of India in 1977 and for Standard Chartered Bank in 1978.

He is a regular contributor of articles in reputed domestic and international financial publications and continues to deliver talks in domestic and international forums. Currently, he is the India Correspondent for Asia Asset Management, Hong Kong.

Mr. Mitra has completed his M.Sc (Calcutta University).

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

For the information of the Members, the Company has received a declaration from Mr. Mitra 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. Mitra and accordingly, recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the Members.

Save and except Mr. Mitra 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 a Directors seeking re-appointment/appointment at the Twenty Fourth Annual General Meeting pursuant to SS-2:

Name of the Director	Mr. Shailesh Haribhakti (DIN:00007347)	Mr. S.K.Mitra (DIN: 00029961)
Date of Birth/ age	March 12, 1956 (64 years)	January 16, 1948 (72 years)
Qualifications	Chartered Accountant and Cost Accountant	M.Sc (Calcutta University) MBA (USA)
Date of appointment on the Board	June 15, 2017	December 4, 2019
Remuneration	Sitting fees as approved by the Board ⁽¹⁾	Sitting fees as approved by the Board ⁽¹⁾
Experience / Brief Profile	<p>Mr. Shailesh Haribhakti is a Chartered Accountant and Cost Accountant, and a Certified Internal Auditor, Financial Planner & Fraud Examiner, with over four decades of experience. He is currently Chairman of Shailesh Haribhakti & Associates, Chartered Accountants.</p> <p>He is currently the Non-Executive Chairman of Future Lifestyle Fashions Limited, Blue Star Limited and NSDL e-Governance Infrastructure Limited. He serves as an Independent Director of several other public and private limited companies.</p> <p>He actively promotes “shared value” creation and a green environment through his own enterprise Planet People & Profit Consulting Private Limited and his leadership roles as Chairman of the CSR committees of some of the Boards that he serves on.</p> <p>He was associated with 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</p>	<p>Mr. S.K. Mitra is currently on the Board of Directors and Committees of several reputed companies in diverse industries. He is an advisor to a large international bank and associated with several international as well as domestic NGOs, Committees and Chambers in India.</p> <p>Mr. Mitra comes with a rich experience of over three decades, across industries. With extensive experience in setting up and running new ventures in full range of financial services, developing differential business strategies for rapid growth, and managing relationship with foreign multinational investors.</p> <p>Mr. Mitra has worked with companies like Aditya Birla Group, GIC Mutual Fund, American Express and Standard Chartered in the past. He has also worked in close quarters with the government and the regulators of India.</p> <p>One of the early batches of investment bankers in India, Mr. Mitra was instrumental in setting up the Merchant Banking Divisions of Bank of India in 1977 and for Standard Chartered Bank in 1978.</p> <p>He is a regular contributor of articles in reputed domestic and international financial publications and continues to deliver talks in domestic and international forums. Currently,</p>

Name of the Director	Mr. Shailesh Haribhakti (DIN:00007347)	Mr. S.K.Mitra (DIN: 00029961)
	Chairman of NPS (National Pension Scheme) Trust from 2015-2017.	he is the India Correspondent for Asia Asset Management, Hong Kong.
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	<ol style="list-style-type: none"> 1. ACC Limited 2. Ambuja Cements Limited 3. Blue Star Limited 4. Bajaj Electricals Limited 5. Bennett Coleman and Company Limited 6. Bluevine Technologies Private Limited 7. Cloud Info Solutions Private Limited 8. Epigeneres Biotech Private Limited 9. Future Lifestyle Fashions Limited 10. Foundation for Audit Quality 11. Gaja Trustee Company Private Limited 12. IBS Fintech India Private Limited 13. Intuit Consulting Private Limited 14. L&T Finance Holdings Limited 15. Mentorcap Management Private Limited 16. NSDL E-Governance Infrastructure Limited 17. Planet People and Profit Consulting Private Limited 18. Torrent Pharmaceuticals Limited 	<ol style="list-style-type: none"> 1. Asirvad Micro finance Limited 2. Centrum Capital Limited 3. Centrum Financial Services Limited 4. Cheminova India Limited 5. North Karnataka Expressway Limited 6. Onward Technologies Limited 7. Robocash Private Limited
Memberships of committees across companies (only Statutory Committees as	A. Audit Committee <ol style="list-style-type: none"> 1. Blue Star Limited 2. Bajaj Electricals Limited (Chairperson) 3. Bennett Coleman & Company Limited 	A. Audit Committee <ol style="list-style-type: none"> 1.Cheminova India Limited 2.North Karnataka Expressway Limited B. Nomination and Remuneration Committee

Name of the Director	Mr. Shailesh Haribhakti (DIN:00007347)	Mr. S.K.Mitra (DIN: 00029961)
required to be constituted under the Act considered)	<p>(Chairperson)</p> <p>4. Future Lifestyle Fashions Limited</p> <p>5. L&T Finance Holdings Limited (Chairperson)</p> <p>6. L&T Mutual Fund Trustee Limited</p> <p>7. NSDL E- Governance Infrastructure Limited (Chairperson)</p> <p>8. Torrent Pharmaceuticals Limited (Chairperson)</p> <p>B. Nomination and Remuneration Committee</p> <p>1. ACC Limited (Chairperson)</p> <p>2. Ambuja Cements Limited</p> <p>3. Bennett Coleman & Company Limited</p> <p>4. Future Lifestyle Fashions Limited</p> <p>5. L&T Finance Holdings Limited</p> <p>6. NSDL E- Governance Infrastructure Limited</p> <p>7. Torrent Pharmaceuticals Limited (Chairperson)</p> <p>C. Stakeholders Relationship Committee</p> <p>1. ACC Limited Torrent pharmaceuticals Limited</p> <p>D. Corporate Social Responsibility Committee</p> <p>1. ACC Limited (Chairperson)</p> <p>2. L&T Finance Holdings Limited (Chairperson)</p>	<p>1. Cheminova India Limited</p> <p>C. Corporate Social Responsibility Committee</p> <p>1. Cheminova India Limited</p>
Shareholding in the Company (Equity)	Nil	Nil
Relationship with	None	None

Name of the Director	Mr. Shailesh Haribhakti (DIN:00007347)	Mr. S.K.Mitra (DIN: 00029961)
other Directors / Manager / Key Managerial Personnel		
Number of Board meetings attended during the FY 2019-20	All meetings (i.e. six out of six meetings)	Two out of two meetings

(1) For the details pertaining to the remuneration last drawn, please refer the Board's Report.

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



Ankit Sheth
Authorised Signatory

Date: July 3, 2020
Place: Mumbai

L&T Mutual Fund Trustee Limited

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ATTENDANCE SLIP

TWENTY FOURTH ANNUAL GENERAL MEETING – TUESDAY, JULY 28, 2020 AT 11.30 A.M.
(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

FolioNo./DPID&ClientID:.....

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 11.30 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-mail ID :
 Folio No./DPID & 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 11.30 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 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. Shailesh Haribhakti (DIN: 00007347), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. Appointment of Mr. S. K. Mitra as a Director of the Company.

Signed this _____ day _____ of 2020.

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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