

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 6621 7509

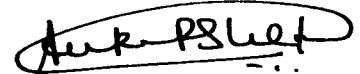
NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Third Annual General Meeting (“AGM”)** of the Members of **L&T Investment Management Limited** will be held on Friday, June 28, 2019, at 10.00 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, 2019.
2. To appoint a director in place of Mr. M.V.Nair (DIN: 02284165), who retires by rotation, and being eligible, offers himself for re-appointment.

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



Ankit Sheth
Authorised Signatory

Date: June 6, 2019
Place: Mumbai

L&T Investment Management Limited

Registered Office

Brindavan, Plot No. 177

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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 Notice 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.

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

Name of the Director	Mr. M.V. Nair
Date of Birth/ age	March 3, 1952 (67 years)
Qualifications	Graduate (B. Sc)
Date of appointment on the Board	April 01, 2013
Remuneration	Rs. 1,80,000 (sitting fees for attending the Board, Committee and Independent Directors meetings)
Experience / Brief Profile	<p>Mr. M.V. Nair is presently the Non- Executive Chairman of Transunion CIBIL Limited.</p> <p>Mr. Nair was the Chairman and Managing Director of Union Bank of India ("UBI") since April 1, 2006 until March 2012. Prior to joining UBI, Mr.Nair was the Chairman and Managing Director of Dena Bank.</p> <p>Mr. Nair has been associated with many important committees set up by Reserve Bank of India (Committee on Priority Sector, Committee on Customer Services in Banks, High Powered Committee, to review the Lead Bank Scheme etc.). Mr. Nair was also the Chairman of Indian Banks' Association during June 2009-2010.</p>
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) TransUnion CIBIL Limited 2) Gujarat International Finance Tec-City Company Limited 3) BQ Padmavathy Finance Academy Private Limited 4) BQ Digital Learning Private Limited 5) Encore Asset Reconstruction Company Private Limited 6) Gift SEZ Limited 7) Karvy Fintech Private 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. Gujarat International Finance Tec-City Company Limited 2. Encore Asset Reconstruction Company Private Limited <p>B. Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. Gujarat International Finance Tec-City Company Limited (Chairperson) 2. TransUnion CIBIL Limited <p>C. Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> 1. L&T Investment Management Limited (Chairperson)

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Name of the Director	Mr. M.V. Nair
Shareholding in the Company (Equity)	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	None
Number of Board meetings attended during the FY 2018-19	Three out of five meetings

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ATTENDANCE SLIP

TWENTY THIRD ANNUAL GENEAL MEETING – FRIDAY, JUNE 28, 2019 AT 10.00 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 10.00 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
Third Annual General Meeting of the Company, to be held on Friday, June 28, 2019 at 10.00
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:

- Adoption of 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.

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2. Appointment of a Director in place of Mr. M.V.Nair (DIN: 02284165), who retires by rotation and being eligible offers himself for re-appointment.

Signed this _____ day _____ of 2019

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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