

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@lftfs.com; Website: www.lftfs.com; Phone: +91 22 6212 5000; Fax: +91 22 6212 5553

Notice of the Twenty Fifth Annual General Meeting

Notice is hereby given that the **Twenty Fifth Annual General Meeting** ("AGM") of the Members of **L&T Mutual Fund Trustee Limited** will be held on Wednesday, July 28, 2021 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 business:

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, 2021.
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.

Special Business:

3. **Appointment of Mr. Shrinivas Joshi 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. Shrinivas Joshi (DIN: 05189697), 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".

4. **Appointment of Mr. Jayant Gokhale 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. Jayant Gokhale (DIN: 00190075), 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 of Directors
For **L&T Mutual Fund Trustee Limited**

Chintan Mehta
Authorised Signatory

Date: July 5, 2021

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 FIFTH 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 5, 2021

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

ITEM NO. 3

The Board had appointed Mr. Shrinivas Joshi (DIN: 05189697) as an Additional Director of the Company with effect from September 14, 2020 in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"). Mr. Joshi holds office as Director till the date of this Annual General Meeting ("AGM").

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

The Company has received a declaration from Mr. Joshi 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. Joshi and accordingly, recommends the resolution set forth in Item No. 3 of the Notice for approval of the Members.

Save and except Mr. Joshi, being the appointee, none of the Directors of the Company and their relatives, other than to the extent of their shareholding, if any, in the Company, are concerned / interested, financially or otherwise, in the above resolution.

ITEM NO. 4

The Board had appointed Mr. Jayant Gokhale (DIN: 00190075) as an Additional Director of the Company with effect from November 03, 2020 in accordance with the provisions of Section 161 of the Act. Mr. Gokhale holds office as Director till the date of this AGM.

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

The Company has received a declaration from Mr. Gokhale 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. Gokhale and accordingly, recommends the resolution set forth in Item No. 4 of the Notice for approval of the Members.

Save and except Mr. Gokhale, being the appointee, none of the Directors of the Company and their relatives, other than to the extent of their shareholding, if any, in the Company, are concerned / interested, financially or otherwise, in the above resolution.

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

Name of the Director	Mr. Hemant Joshi (DIN:01519739)	Mr. Shrinivas Joshi (DIN: 05189697)	Mr. Jayant Gokhale (DIN: 00190075)
Date of Birth/ age	May 20, 1951 (70 years)	October 13, 1956 (64 years)	September 09, 1956 (64 years)
Qualifications	B.E. (Hons) Chemical Engineering Post Graduate Diploma in Industrial Engineering	B.Com, FCA, ACS	B.Com, FCA, LLB
Date of appointment on the Board	December 15, 2011	September 14, 2020	November 03, 2020
Remuneration	Sitting fees as approved by the Board. ⁽¹⁾	Sitting fees as approved by the Board. ⁽¹⁾	Sitting fees as approved by the Board. ⁽¹⁾
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. 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> <p>He was a member of the Pipeline Advisory Committee, a committee setup by the Petroleum & Natural Gas Regulator to advice on Gas pipeline issues.</p>	<p>Mr. Shrinivas Joshi is a practising Chartered Accountant for over 4 decades and is also a member of the Institute of Company Secretaries of India.</p> <p>He is a partner at CVK & Associates, Chartered Accountants, Mumbai. He is holding directorship in SBI Cards and Payment Services Limited and also is a Director in Accounting Research Foundation and in XBRL India, companies formed by ICAI.</p> <p>He was the Chairman of WIRC of ICAI and is currently a member of Central Council of ICAI.</p>	<p>Mr. Jayant Gokhale is on the Board of PTC India Limited and R. A. Podar College of Commerce & Economics Alumni Association. He was also associated with several Committees of ICAI, IRDAI & RBI and has authored articles related to taxation, finance and economy in various financial publications.</p> <p>Mr. Gokhale is the founder partner of Gokhale & Sathe Chartered Accountants, Mumbai and was Head of Audit Department. He has also acted as Chairman of EAC (Expert Advisory Committee) for 3 years, CASLB, FRRB (Financial Reporting Review Board), PRB (Peer Review Board), WIRC of ICAI and Vice Chairman of ASB (Accounting Standards Board) & AASB (Auditing & Assurance Standards Board). He has also been a faculty for C&AG's Indian Audit & Accounts Service Academy at Shimla & Mumbai, YASHADA, National Academy of Direct Taxes (NADT) & Regional Training Institute (RTI) of Income Tax Dept., JBIMS (Jamnalal Bajaj Institute of Management Studies), IES Management Institute & IIM Bengaluru.</p>
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.	Appointed as a Director liable to retire by rotation.
Directorships held in other companies (excluding foreign companies) as on date	None	<ol style="list-style-type: none"> 1. SBI Cards and Payment Services Limited 2. ICAI Accounting Research Foundation 3. Extensible Business Reporting Language (XBRL) India 	<ol style="list-style-type: none"> 1. PTC India Limited 2. R.A. Podar College of Commerce & Economics Alumni Association

Name of the Director	Mr. Hemant Joshi (DIN:01519739)	Mr. Shrinivas Joshi (DIN: 05189697)	Mr. Jayant Gokhale (DIN: 00190075)
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	None	A. Audit Committee 1. SBI Cards and Payment Services Limited (Chairperson) 2. ICAI Accounting Research Foundation 3. Extensible Business Reporting Language (XBRL) India (Chairperson) B. Nomination and Remuneration Committee 1. SBI Cards and Payment Services Limited	A. Audit Committee 1. PTC India Limited (Chairperson) B. Stakeholders Relationship Committee 1. PTC India Limited
Shareholding in the Company (Equity)	Nil	Nil	Nil
Relationship with other Directors / Manager/ Key Managerial Personnel	None	None	None
Number of Board meetings attended during FY 2020-21	All meetings (i.e. six out of six meetings)	Three out of three 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 of Directors
For **L&T Mutual Fund Trustee Limited**

Chintan Mehta
Authorised Signatory

Date: July 5, 2021

L&T Mutual Fund Trustee Limited

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ATTENDANCE SLIP

TWENTY FIFTH ANNUAL GENERAL MEETING – WEDNESDAY, JULY 28, 2021 AT 11.30 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 Fifth Annual General Meeting of the Company at Brindavan, Plot No. 177, C.S.T Road, Kalina, Santacruz (East), Mumbai – 400 098 on Wednesday, July 28, 2021 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. /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 : Singnature, or failing him / her

(2) Name:

Address:

E-mail Id : Singnature, or failing him / her

(3) Name:

Address:

E-mail Id : Singnature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fifth Annual General Meeting of the Company, to be held on Wednesday, July 28, 2021 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 financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon.
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.

Special Business:

3. Appointment of Mr. Shrinivas Joshi as a Director of the Company.
4. Appointment of Mr. Jayant Gokhale as a Director of the Company.

Signed this _____ day _____ of 2021.

.....
Signature of Member

Affix revenue
stamp of Re. 1

.....
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.