



LIC MUTUAL FUND ASSET MANAGEMENT LIMITED
(Formerly known as-LIC Nomura Asset Management Company Limited)
CIN: U67190MH1994PLC077858

Registered Office: Industrial Assurance Building,
4th Floor, Opp. Churchgate Station,
Mumbai - 400 020.

Website: www.licmf.com E-mail id: cs.co@licnomuramf.com

Tel No.: (022) 6601 6000, Fax: (022) 2284 3660

NOTICE OF ANNUAL GENERAL MEETING TO MEMBERS

NOTICE is hereby given that the Twenty-Third Annual General Meeting of the Members of LIC Mutual Fund Asset Management Company Limited will be held on 31st August, 2017 at 11:00 A.M. at LIC of India, 7th Floor, Committee Room No. 1, Yogakshema Building, Jeevan Bima Marg, Mumbai - 400021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2017 and the Balance Sheet as on that date, together with the Reports of the Board of Directors' and Auditors' thereon.
2. To declare final dividend of Rs. 500/- per equity share (5% on face Value of shares) for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Vijay Kumar Sharma (DIN 02449088), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of the statutory auditors of the Company

The Board of Directors hereby recommend to the members, the ratification of M/s. M P Chitale & Co., Chartered Accountants, Mumbai (Firm Registration Number 101851W) as the statutory auditors of the Company to hold office till the conclusion of the Twenty Sixth Annual General Meeting to be held in 2020, to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

LIC Mutual Fund Asset Management Ltd.

Investment Managers to LIC Mutual Fund

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Opp. Churchgate Station, Mumbai-400 020.

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“RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Company hereby ratifies the appointment of M/s M P Chitale & Co., Chartered Accountants, Mumbai (Firm Registration Number 101851W), as Statutory Auditors of the Company, to hold office till the conclusion of the Twenty Sixth Annual General Meeting to be held in the year 2020 at such remuneration as mutually agreed between the Auditors and Board of Directors of the Company or such other officer of the Company as may be approved by the Board”.

SPECIAL BUSINESS:

5. **To consider and if thought fit, to pass with or without modification(s) the following resolution as a Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 160 and 161 of the Companies Act, 2013 (“the Act”) and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof), if any, of the Companies Act, 2013, Mr. Vijay Sharma holding DIN:07028178, who was appointed as Additional Independent Director in the meeting of Board of Directors held on 01st March, 2017, for appointment of whom the Company has received a notice in writing proposing his candidature for the office of Independent Director, be and hereby is appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office of Independent Director for a period of 5 years.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary of the Company be and are hereby authorized to sign such forms/returns, and various documents as may be required to be submitted to the Registrar of Companies, Mumbai, Maharashtra or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the applicable provisions of Companies Act, 2013, Mr. Vijay Kumar Sharma (DIN: 02449088), who was appointed as

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Additional Nominee Director by the Board w.e.f. 26/09/2016, be and is hereby re-appointed as Nominee Director of the Company, and he shall liable to retire by rotation as required under Section 152(6) of Companies Act 2013.”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary be and is hereby authorized to take all relevant steps in this regard and do all consequential acts, deeds, matters and things as may be necessary in this regard.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of Companies Act, 2013, Mr. Sivasankar Gopakumar (DIN: 02449088), who was appointed as Additional Nominee Director by the Board w.e.f. 23/12/2016, be and is hereby re-appointed as Nominee Director of the Company, and he shall liable to retire by rotation as required under Section 152(6) of Companies Act 2013.”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary be and is hereby authorized to take all relevant steps in this regard and do all consequential acts, deeds, matters and things as may be necessary in this regard.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of Companies Act, 2013, Mr. Vinay Sah (DIN: 02425847), who was appointed as Additional Nominee Director by the Board w.e.f. 25/04/2017, be and is hereby re-appointed as Nominee Director of the Company, and he shall liable to retire by rotation as required under Section 152(6) of Companies Act 2013.”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary be and is hereby authorized to take all relevant steps in this regard and do all consequential acts, deeds, matters and things as may be necessary in this regard.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to Section 196, 197, 198 and 203 of the Companies Act, 2013 (“the Act”) read with Schedule V and all other applicable provisions of the Companies Act, 2013 further read along with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and any other laws as applicable to the Company for the time being in force, Mr. Raj Kumar holding DIN: 06627311 who was appointed as Additional Director by the Board of

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Directors on 04/05/2017 and who was further appointed as Whole Time Director in the meeting of Board of Directors held on 20th June 2017, who being eligible for appointment and in respect of whose appointment the Company has received a notice in writing proposing his candidature for the office of Whole Time Director, be and hereby is appointed as Whole-Time Director of the Company, for a tenure of Five(5) years, upon the terms and conditions as set out in explanatory statement of material facts annexed to the Notice convening this meeting, who shall not be liable to retire by rotation and who shall be paid remuneration for a period of 3 years from date of his original appointment as per the limits specified in Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary of the Company be and are hereby authorized to sign such forms/returns, and various documents as may be required to be submitted to the Registrar of Companies, Mumbai, Maharashtra or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

Place: Mumbai

Date: 20/06/2017

By Order of the Board of Directors

Mk Arora

Mayank Arora

Company Secretary & Compliance Officer

Registered Office:

LIC Mutual Fund Asset Management Limited

Industrial Assurance Building, 4th Floor,

Opp. Churchgate Station, Mumbai-400 020.

NOTES:

1. Explanatory Statements in respect of Item No. 4 pursuant to Section 102 of the Companies Act, 2013, are annexed hereto and forms part of the Notice.
2. A Member entitled to attend and vote at the meeting is also entitled to appoint a Proxy to attend and vote instead of himself and such a Proxy need not be a Member of the Company. Proxies in order to be valid and effective must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

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3. The Register of Members and the Share Transfer Books of the Company shall remain closed from 9th August, to 11th August, 2017 (both days inclusive) for the purpose of Annual General Meeting.
4. Members are requested to bring their copies of the Annual Report for the meeting.
5. Corporate Members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. Members seeking any information relating to the Accounts may write to the Chief Financial Officer at the Company's registered office at Industrial Assurance Building, 4th Floor, Opp. Churchgate Station, Mumbai-400 020 or send an email at p.baheti@licmf.com.
7. All the documents referred to in the Notice and Explanatory Statements are open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. up to the date of the Meeting except holidays.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 04

Mr. Vijay Sharma holding DIN: 07028178 has been acting as the Additional Independent Director of the Company since 01st March 2017. Taking in to consideration his valuable experience in the various fields and the composition of the Board as required, the Board of Directors of the Company hold the opinion that appointment of Mr. Vijay Sharma as the Independent Director of the Company would be in the best interest of the Company. His appointment shall be effective for a period of 5 years and shall not be liable to retire by rotation.

The proposed appointment requires approval of members by passing Ordinary Resolution. Hence, the members are requested to consider the appointment of Mr. Vijay Sharma as an Independent Director of the Company.

The members are requested to approve item No. 5 by way of passing an Ordinary Resolution.

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Except Mr. Vijay Sharma, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the resolution.

ITEM NO. 05

Mr. Vijay Kumar Sharma (DIN: 02449088) has been acting as the Additional Nominee Director of the Company on behalf of Life Insurance Corporation of India w.e.f. 26/09/2016. As required under Section 152(6) of Companies Act 2013, not less than two-third of the total number of Directors of the Company (excluding independent directors) shall be such whose

- (i) period of office is liable to determination by retirement by rotation, and
- (ii) be appointed by the Company in General Meeting.

As at the date of Annual General Meeting, since the Company has only three nominee Directors, it is proposed to appoint Mr. Vijay Kumar Sharma (DIN: 02449088) as a Nominee Director whose period of office is liable to retire by rotation.

The proposed appointment requires approval of members by passing Ordinary Resolution.

The members are requested to approve item No. 6 by way of passing an Ordinary Resolution.

Except Mr. Vijay Kumar Sharma, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the resolution.

ITEM NO. 06

Mr. Sivasankar Gopakumar (DIN: 07542356) has been acting as the Additional Nominee Director of the Company on behalf of GIC Housing Finance Limited w.e.f. 23/12/2016. As required under Section 152(6) of Companies Act 2013, not less than two-third of the total number of Directors of the Company (excluding independent directors) shall be such whose:

- (i) period of office is liable to determination by retirement by rotation, and
- (ii) be appointed by the Company in General Meeting.

As at the date of Annual General Meeting, since the Company has only three nominee Directors, it is proposed to appoint Mr. Sivasankar Gopakumar (DIN: 07542356) as a Nominee Director whose period of office is liable to retire by rotation.

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The proposed appointment requires approval of members by passing Ordinary Resolution.

The members are requested to approve item No. 7 by way of passing an Ordinary Resolution.

Except Mr. Sivasankar Gopakumar (DIN: 07542356), none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the resolution.

ITEM NO. 07

Mr. Vinay Sah (DIN:02425847) has been acting as the Additional Nominee Director of the Company on behalf of LIC Housing Finance Limited w.e.f. 25/04/2017. As required under Section 152(6) of Companies Act 2013, not less than two-third of the total number of Directors of the Company (excluding independent directors) shall be such whose

- (i) period of office is liable to determination by retirement by rotation, and
- (ii) be appointed by the Company in General Meeting.

As at the date of Annual General Meeting, since the Company has only three nominee Directors, it is proposed to appoint Mr. Vinay Sah (DIN:02425847) as a Nominee Director whose period of office is liable to retire by rotation.

The proposed appointment requires approval of members by passing Ordinary Resolution.

The members are requested to approve item No. 8 by way of passing an Ordinary Resolution.

Except Mr. Vinay Sah (DIN:02425847), none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the resolution.

ITEM NO. 08

The Board of Directors of the Company appointed Mr. Raj Kumar (DIN 06627311) as an Additional Director of the Company with effect from May 04, 2017 in accordance with the provisions of Section 161 (1) of the Companies Act, 2013. He was further appointed as Whole Time Director and Chief Executive Officer of the Company in the meeting of the Board held on 20th June 2017. He holds office of Whole Time Director up to the date

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of the forthcoming Annual General Meeting. Notice in terms of the provisions of Section 160 of the Companies Act, 2013 along with the requisite deposit has been received from a Member proposing the candidature of Mr. Raj Kumar (DIN 06627311) as a Whole Time Director of the Company. Mr. Raj Kumar (DIN 06627311) shall be appointed for a period of 5 years and shall not be liable to retire by rotation. The remuneration payable to him for a period of 3 years shall be as per the limits specified in Companies Act, 2013 from the date of his appointment, i.e., 20th June 2017 till 19th June 2020 and other terms and conditions of appointment are detailed in Annexure to this Notice.

Hence, the members are requested to consider the appointment of Mr. Raj Kumar as a Whole-Time Director of the Company.

The proposed appointment requires approval of members by passing Special Resolution.

Except Mr. Raj Kumar, none of the Directors or Key Managerial Personnel or their relatives is/are concerned or interested in the resolution.

Place: Mumbai

Date: 20/06/2017

By Order of the Board of Directors



Mayank Arora

Company Secretary & Compliance Officer

Registered Office:

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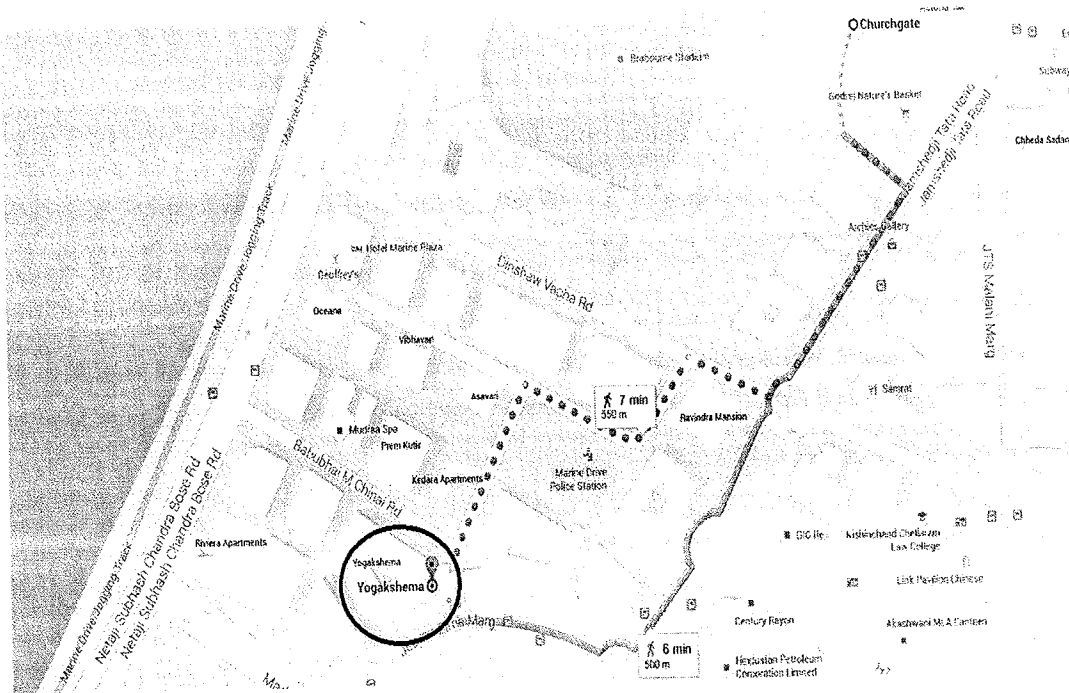
CIN : U67190MH1994PLC077858



AGM INFORMATION

Particulars	Details
Date	31 st August, 2017
Venue	LIC of India, 7 th Floor, Committee Room No. 1, Yogakshema Buiding, Jeevan Bima Marg, Mumbai - 400021.

Route Map for the 23rd Annual General Meeting of the LIC Mutual Fund Asset Management Ltd.



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FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

LIC MUTUAL FUND ASSET MANAGEMENT LIMITED
(Formerly known as-LIC Nomura Asset Management Company Limited)

Regd. Office: Industrial Assurance Building, 4th Floor, Opp, Churchgate Station,
Mumbai - 400020
[CIN: U67190MH1994PLC077858]

Name of the member(s): _____

Registered address:

E-mail Id: _____

Folio No/ Client Id: _____

DP ID: _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

Name: _____

Address:

E-mail Id: _____

Signature: _____, or failing him

Name: _____

Address:

E-mail Id: _____

Signature: _____, or failing him

Name: _____

Address:

E-mail Id: _____

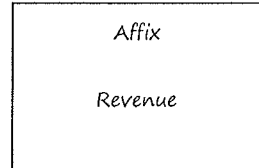
Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General meeting of the Company, to be held on THURSDAY, 31ST AUGUST, 2017 at 11:00 A.M. at LIC of India, 7th Floor, Committee Room No. 1, Yogakshema Buiding, Jeevan Bima Marg, Mumbai - 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Ordinary Business
1	To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2017 and the Balance Sheet as on that date, together with the Reports of the Board of Directors' and Auditors' thereon.
2	To declare final dividend of Rs. 500/- per equity share (5% on face Value of shares) for the Financial Year ended 31st March, 2017.
3	To appoint a Director in place of Mr. Vijay Kumar Sharma (DIN 02449088), who retires by rotation and being eligible, offers himself for re-appointment.
4	To ratify the appointment of the statutory auditors of the Company
	Special Business
5	Appointment of Mr. Vijay Sharma (DIN: 07028178) as the Independent Director of the Company.

6	Regularization of appointment of Mr. Vijay Kumar Sharma (DIN: 02449088) as Nominee Director of the Company
7	Regularization of appointment of Mr. Sivasankar Gopakumar (DIN: 07542356) as Nominee Director of the Company.
8	Regularization of appointment of Mr. Vinay Sah (DIN: 02425847) as Nominee Director of the Company.
9	Appointment of Mr. Raj Kumar (DIN: 06627311) as Whole Time Director of the Company.

Signed this ___ day of _____ 2017



Signature of shareholder

Signature of Proxy holder(s)

Note:

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.