

**L&T Mutual Fund**  
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## NOTICE (No. 32 of F.Y. 2022 – 2023) NOTICE TO THE UNIT HOLDERS OF THE SCHEMES OF L&T MUTUAL FUND

Notice is hereby given to the unitholders of the mutual fund schemes operated by L&T Mutual Fund (“**L&T MF Schemes**” and such unitholders, the “**Unit Holders**”) that L&T Investment Management Limited (“**L&T AMC**”) and L&T Mutual Fund Trustee Limited (“**L&T Trustee**”), the existing asset management company and trustee company of L&T Mutual Fund, respectively, have, along with L&T Finance Holdings Limited (“**L&T Sponsor**”), the existing sponsor of the L&T Mutual Fund, entered into a transfer agreement dated December 23, 2021 (the “**Agreement**”) with HSBC Securities and Capital Markets (India) Private Limited (“**HSBC Sponsor**”), the existing sponsor of HSBC Mutual Fund, HSBC Asset Management (India) Private Limited (“**HSBC AMC**”), the asset management company of HSBC Mutual Fund, and the trustee of the HSBC Mutual Fund represented by its board of trustees (“**HSBC Trustees**”), respectively, which, inter alia, provides for: (i) a change in the sponsorship, trusteeship, management and administration of the L&T MF Schemes whereby the HSBC Sponsor will become the sponsor of the L&T MF Schemes, HSBC Trustees will become the trustee of the L&T MF Schemes and HSBC AMC will have the rights to manage, operate and administer the L&T MF Schemes, amongst other changes related to L&T MF Schemes (including the changes to the fundamental attributes of L&T MF Schemes), which will comprise part of and be considered to be an integral part of the HSBC Mutual Fund; (ii) the merger/consolidation between identified L&T MF Schemes and identified schemes of HSBC Mutual Fund (“**HSBC MF Schemes**”); and (iii) acquisition of entire share capital of L&T AMC by the HSBC AMC and its nominees from L&T Sponsor and it nominees (collectively, the “**Proposed Transaction**”).

### 1. BRIEF BACKGROUND OF THE PROPOSED TRANSACTION

- (a) L&T Mutual Fund was constituted as a trust by the trust deed dated October 17, 1996 (as amended from time to time) (“**L&T Trust Deed**”) in accordance with the provisions of the Indian Trusts Act, 1882. The L&T Mutual Fund was registered with the Securities and Exchange Board of India (“**SEBI**”) under the SEBI (Mutual Funds) Regulations, 1996 (“**MF Regulations**”) on January 3, 1997 with the registration number MF/035/97/9. L&T AMC was appointed as the asset management company (“**AMC**”) of L&T Mutual Fund pursuant to the L&T investment management agreement dated October 23, 1996 (as amended from time to time) (“**L&T IMA**”). L&T Sponsor is a public listed company incorporated under the Companies Act, 1956, having its registered office at Brindavan, Plot No. 177, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098, is the sponsor of the schemes of L&T Mutual Fund.
- (b) HSBC Mutual Fund has been constituted as a trust by the trust deed dated February 7, 2002 (“**HSBC Trust Deed**”) in accordance with the provisions of the Indian Trusts Act, 1882, with the HSBC Sponsor as the sponsor of HSBC Mutual Fund and HSBC Trustees as the trustees of HSBC Mutual Fund. HSBC Mutual Fund has been duly registered with SEBI under the MF Regulations on May 27, 2002 with the registration code MF/046/02/5. HSBC AMC has been appointed as the AMC of HSBC Mutual Fund pursuant to an investment management agreement dated February 7, 2002 (as amended from time to time) between the HSBC AMC and HSBC Trustees (“**HSBC IMA**”).
- (c) L&T MF Schemes comprise of 29 schemes in operation with assets under management (“**AUM**”) of the L&T MF Schemes amounting to approximately INR 72,322.38 crores as on September 30, 2022.
- (d) HSBC MF Schemes comprise of 26 schemes in operation as on September 30, 2022 with assets under management (“**AUM**”) of the HSBC MF Schemes amounting to approximately INR 12,290.1 crores (including AUM under domestic fund of funds schemes).
- (e) We are pleased to inform you that SEBI has, pursuant to its letters bearing no. SEBI/HO/IMD/IMD RAC 2/OW/2022/51915/1 dated October 11, 2022 and SEBI/HO/IMD/IMD RAC2/P/OW/2022/52483/1 dated October 14, 2022, given its no-objection to the aforesaid Proposed Transaction (“**SEBI Approval**”). The Proposed Transaction has also been approved by HSBC Trustees and the respective board of directors of the L&T Trustee, the L&T AMC, and the HSBC AMC.

### 2. CONSEQUENCES OF THE PROPOSED TRANSACTION

The following key changes will be effective on the date of completion of the Proposed Transaction (“**Completion Date/Completion**”):

- (a) The L&T Trust Deed constituting L&T Mutual Fund and appointing L&T Trustee, shall be amended to, inter alia, authorise the L&T Trustee to change the management and administration of L&T MF Schemes to the HSBC AMC and merge/consolidate L&T MF Schemes with the identified HSBC MF Schemes or vice-versa; hand over trusteeship of the L&T MF Schemes to the HSBC Trustees, such that L&T MF Schemes will no longer form the trust property of L&T Mutual Fund on and from the Completion Date; and take necessary action for de-registration of L&T Mutual Fund and subsequent dissolution of the trust constituted under the L&T Trust Deed.
- (b) The L&T MF Schemes (along with all assets and liabilities, including any unclaimed dividends/redemptions, the load balances, if any, balances in the investor education fund and all records relating thereto, concerning the L&T MF Schemes) will be transferred to and become an integral part of the HSBC Mutual Fund, and identified L&T MF Schemes will be merged/consolidated with identified HSBC MF Schemes or vice-versa. The HSBC Trustees will assume the trusteeship of the L&T MF Schemes (along with all assets and liabilities, including any unclaimed dividends/redemptions, the load balances, if any, balances in the investor education fund and all records relating thereto, concerning such L&T MF Schemes) and will assume the role, responsibility, authority, and functions of the trustee to the L&T MF Schemes, in accordance with the MF Regulations. HSBC AMC shall assume the rights, obligations, role, functions, or responsibilities and duties (including obligations relating to investor grievances in respect of the L&T MF Schemes) as the new AMC of the L&T MF Schemes. HSBC Sponsor shall assume sponsorship of the L&T MF Schemes from the L&T Sponsor;
- (c) The L&T MF Schemes will become an integral part of the HSBC Mutual Fund, with such changes in the names of and fundamental attributes of identified L&T MF Schemes including the merger/ consolidation of identified L&T MF Schemes and identified schemes of HSBC Mutual Fund (including changes to the fundamental attributes of the schemes) (“**Changes to L&T MF Schemes**”) and the merger/ consolidation of identified HSBC MF Schemes with identified L&T MF Schemes or vice versa, such that the resultant schemes (pursuant to the aforesaid merger/ consolidation) (the “**Surviving Schemes**”) will be governed and managed in accordance with the HSBC Trust Deed and the HSBC IMA (as may be amended from time to time);
- (d) The Unit Holders, as beneficiaries of the respective L&T MF Schemes, shall neither receive any consideration nor be required to transfer any right, title or interest as beneficiaries under L&T Mutual Fund or the L&T MF Schemes, and shall be provided with an option to exit their investments in the L&T MF Schemes as detailed hereinafter. The Unit Holders who do not exercise their exit option (as described hereunder) will continue with their respective rights and privileges under the Surviving Schemes, which will comprise an integral part of the HSBC MF Schemes and be managed and administered by the HSBC AMC;
- (e) The HSBC AMC (on behalf of the HSBC Mutual Fund) will also amend, where necessary, the statement of additional information, the scheme information documents, the key information memoranda and other relevant documents relating to the L&T MF Schemes or the HSBC MF Schemes (as applicable), to reflect the changes pursuant to the Proposed Transaction, which would come into effect from the Completion Date, including such changes as may be required to honour and recognise the rights and privileges of the Unit Holders as available to them under the relevant scheme information documents of the L&T MF Schemes prior to Completion;
- (f) No expenses related to the Proposed Transaction shall be charged to the L&T MF Schemes or borne by the Unit Holders, in any manner whatsoever;
- (g) The L&T Sponsor, L&T AMC and L&T Trustee shall, respectively, cease to be the sponsor, AMC and trustee of the L&T MF Schemes from the Completion Date, and be relieved of any future obligations in this respect. Consequently, HSBC Mutual Fund shall continue to honour and recognise the rights and privileges of the Unit Holders. As part of the Proposed Transaction, the certificate of registration issued by SEBI registering L&T Mutual Fund as a mutual fund will be surrendered by way of a separate application, and the approval granted by SEBI to L&T AMC to act as the AMC of L&T Mutual Fund shall be subsequently withdrawn. The L&T IMA will be terminated by the parties in the manner envisaged in the Agreement and subsequently necessary steps shall be taken for the trust constituted under the L&T Trust Deed to be dissolved; and
- (h) The entire shareholding of L&T AMC will also be acquired by the HSBC AMC and its nominee(s).

### 3. APPROVAL OF UNITHOLDERS FOR AMENDMENT TO THE L&T TRUST DEED

As required under the L&T Trust Deed, no amendment to the trust deed of a mutual fund, shall be carried out without obtaining the prior approval of SEBI and unitholders. In terms of the MF Regulations and the Statement of Additional Information of L&T Mutual Fund, approval of unitholders may be obtained by way of a postal ballot or such other means as may be approved by SEBI. As such, approval of Unit Holders for the proposed amendment to the L&T Trust Deed (for clauses relating to administrative and operational matters ) is being sought through a postal/electronic ballot process, in the manner indicated in the written communication/email sent to the unitholders (“**Letter to Unit Holders**”).

The unitholders will be intimated the results of the ballot by way of a notice/advertisement in a newspaper.

### 4. MERGER OF IDENTIFIED L&T MF SCHEMES AND OTHER CHANGES

- (a) On Completion, HSBC Mutual Fund will have in its product suite, schemes that are similar in nature to the L&T MF Schemes. Therefore, in order to: (i) avoid the existence of two similar schemes; (ii) enable optimum utilization of resources; (iii) present to the unitholders of HSBC MF Schemes and L&T MF Schemes, a simplified range of schemes; and (iv) comply with SEBI’s scheme categorization circulars issued pursuant to the MF Regulations, it is proposed, in the interest of Unit Holders, to carry out certain changes to the L&T MF Schemes by implementing changes in their fundamental attributes and by merging identified L&T MF Schemes with identified HSBC MF Schemes or vice-versa.

Part A - Common schemes of L&T MF and HSBC MF which are proposed to be merged			
Sr. No.	L&T MF Scheme or HSBC MF Scheme proposed to be merged (“ <b>Transferor Scheme</b> ”)	HSBC MF Scheme or L&T MF Scheme with which Transferor Scheme is proposed to be merged (“ <b>Transferee Scheme</b> ”)	Proposed New Name of the Transferee Scheme (“ <b>Surviving Scheme</b> ”)
1	L&T India Large Cap Fund	HSBC Large Cap Equity Fund	HSBC Large Cap Fund
2	HSBC Small Cap Equity Fund	L&T Emerging Businesses Fund	HSBC Small Cap Fund
3	L&T Flexicap Fund	HSBC Flexi Cap Fund	HSBC Flexi Cap Fund
4	L&T Focused Equity Fund	HSBC Focused Equity Fund	HSBC Focused Fund
5	HSBC Infrastructure Equity Fund	L&T Infrastructure Fund	HSBC Infrastructure Fund
6	HSBC Midcap Fund	L&T Midcap Fund	HSBC Midcap Fund
7	L&T Large and MidCap Fund	HSBC Large & Mid Cap Equity Fund	HSBC Large & Mid Cap Fund
8	L&T Liquid Fund	HSBC Cash Fund	HSBC Liquid Fund
9	L&T Overnight Fund	HSBC Overnight Fund	HSBC Overnight Fund
10	L&T Ultra Short Term Fund	HSBC Ultra Short Duration Fund	HSBC Ultra Short Duration Fund
11	HSBC Low Duration Fund	L&T Low Duration Fund	HSBC Low Duration Fund
12	HSBC Corporate Bond Fund & HSBC Flexi Debt Fund	L&T Flexi Bond Fund	HSBC Dynamic Bond Fund
13	HSBC Short Duration Fund	L&T Short Term Bond Fund	HSBC Short Duration Fund
14	L&T Conservative Hybrid Fund	HSBC Regular Savings Fund	HSBC Conservative Hybrid Fund
15	HSBC Equity Hybrid Fund	L&T Hybrid Equity Fund	HSBC Aggressive Hybrid Fund

- (b) On the Completion Date, the Transferor Schemes will cease to exist and the unitholders of Transferor Schemes as at the close of business hours will be allotted units under the corresponding option of the respective Surviving Scheme at the last available applicable NAV on the close of business hours on the date of Completion. Further, no fresh subscription including switch ins and registration of systematic investment plan (“**SIP**”) /Systematic Withdrawal Plan (“**SWP**”) /Systematic Transfer Plan (“**STP**”) / other special facilities will be accepted in the Transferor Schemes from the Completion Date.
- (c) In case of any pledge or lien or other encumbrance marked on any units in the Transferor Schemes, the same shall be marked on the corresponding number of units allotted in the respective Surviving Schemes;
- (d) The investment objective, investment pattern, annual recurring expense structure and all other provisions as contained in the scheme information document and key information memorandum of the Surviving Scheme as on Completion of the Proposed Transaction will be effective for the respective unitholders of the Transferor Schemes. The unitholders of the Transferor Schemes as on that day will be allotted new units under the Surviving Schemes, and a fresh account statement reflecting the new units allotted, will be sent to the unitholders.
- (e) As per the Changes to L&T MF Schemes, no new scheme will come into effect. A fresh account statement reflecting the new units allotted under the Surviving Schemes will be sent to the unitholders of the Transferor Schemes. Accordingly, all provisions under the scheme documents of the Transferee Schemes will apply including the provisions on exit load. The period of holding for the purpose of exit load will be computed from the date of allotment of such units in such Transferor Scheme.
- (f) SIP registered in the Transferor Scheme will continue under the respective Surviving Scheme, subsequent to the Changes to L&T MF Schemes. Unit Holders who do not wish to continue the SIP in the Surviving Schemes will be permitted to apply for cancellation of their SIP registration.
- (g) Further, identified L&T MF Schemes will be carried over by HSBC Mutual Fund and there will be no change in character or features of these schemes except undergoing a change of name as detailed below.

L&T MF Schemes where name change is proposed with no change in fundamental attributes		
Sr. No.	Existing L&T MF Scheme	Proposed new name of the scheme
1	L&T Nifty 50 Index Fund	HSBC Nifty 50 Index Fund
2	L&T Nifty Next 50 Index Fund	HSBC Nifty Next 50 Index Fund

- (h) The details of the L&T MF Schemes proposed to be merged as well as those undergoing a change in name and fundamental attributes pursuant to the Proposed Transaction, and the tax implications in this regard, are provided in detail in the Letter to Unit Holders. All other features of the schemes other than those mentioned in the Letter to Unit Holders will remain unchanged.
- (i) All Changes to the L&T MF Schemes as detailed above are subject to Completion of the Proposed Transaction.

### 5. PROVISION OF EXIT OPTION TO THE UNIT HOLDERS

- (a) As per Regulation 18(15A) of the MF Regulations, no change in the fundamental attributes of any scheme or the trust or any other change which would modify the scheme and affects the interest of unitholders shall be carried out unless the unitholders are given an option to exit at the prevailing Net Asset Value without any exit load. Further, per Regulation 22(e) of the MF Regulations, no change in the control of the asset management company shall be made unless the unitholders are given an option to exit at the prevailing Net Asset Value without any exit load.
- (b) Accordingly, in accordance with the MF Regulations, and pursuant to the SEBI Approval, approval from the Unit Holders for the Changes to the L&T MF Schemes, change in control of the L&T AMC, and the Proposed Transaction, is being sought by way of an exit option process wherein the existing Unit Holders who do not wish to consent to the above changes, are entitled to exit the investments held by them in the L&T MF Schemes at prevailing Net Asset Value (“**NAV**”) without any exit load from October 21, 2022 to November 21, 2022 (both days inclusive) (“**Exit Period**”), by filing a redemption request at the nearest L&T MF Investor Service Centre/CAMS Service centres or through online modes or channel partners of the AMCs (Official point of acceptance), in the manner indicated in the Letter to Unit Holders (“**Exit Option**”).
- (d) The NAV applicable, should the Unit Holders choose to exercise Exit Option would be based on date/time of receipt of redemption/switch request during business hours on a business day. The Unit Holders who are unitholders of L&T Tax Advantage Fund, who have invested under the statutory lock-in period under Section 80C of the Income Tax Act, 1961 and/or those unitholders who have pledged or encumbered their units will not have the option to exit unless they procure a release of their pledges/encumbrances prior to the expiry of the Exit Period and communicate such release to the L&T AMC.
- (d) Unit Holders who do not exercise the Exit Option, would be deemed to have consented to the consequences of the aforesaid Proposed Transaction, including but not limited to, the change in the sponsor, trustee and asset management company of the L&T MF Schemes, the merger/ consolidation of identified L&T MF Schemes with identified HSBC MF Schemes or vice versa and the change of name of the resultant schemes and the change in control of L&T AMC.

**Kindly note that an offer to exit from L&T MF Schemes is merely optional and is not compulsory. If you are agreeable to the proposed Changes to L&T MF Schemes, no action needs to be taken by you and it would be deemed that you have consented to the same.**

**For your better understanding, an illustration regarding the basis of allotment of new units is given below.**

**Example:**

**The Transferor Scheme will cease to exist post business hours on the Effective Date. The unitholders of the Transferor Scheme as at the close of business hours on this date will be allotted units, equivalent to the value of their units in the Transferor Scheme under the corresponding option of the Surviving Scheme at the NAV of this day.**