



BARODA BNP PARIBAS TRUSTEE INDIA PRIVATE LIMITED

CIN: U74120MH2011PTC225365

Regd. Office: Parinee Crescenzo, 7th floor, Plot no C – 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051. **Email –** service@barodabnpparibasmf.in **Website:** www.barodabnpparibasmf.in **Tel:** +91 (22) 1800-2670-189 **Fax:** +91 (22) 6920 9600

NOTICE

NOTICE IS HEREBY GIVEN THAT the 13th Annual General Meeting of the members of Baroda BNP Paribas Trustee India Private Limited (referred to as the ‘Company’) will be held on Friday, May 31, 2024 at 11:30 a.m. at the Registered Office of the Company at Parinee Crescenzo, Office no. 201(A), 2nd floor, Plot no C-38 and C-39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 to transact with or without modifications, as may be permissible, the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as at March 31, 2024, Profit and Loss Account including Cash flow statement for the year ended March 31, 2024 along with Schedules and Notes thereto, the Auditor’s Report and the Directors’ Report thereon.

SPECIAL BUSINESS:

2. To consider appointment of Mr. Ashutosh Bishnoi (DIN - 02926849) as Director of the Company and designated as an Independent Director in accordance with SEBI (Mutual Fund) Regulations, 1996:

To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ashutosh Bishnoi (DIN: 02926849), who was appointed as an Additional Director with effect from 13th December, 2023 by the Board of Directors of the Company pursuant to provisions of Section 161(1) of the Companies Act, 2013, and other applicable provisions of SEBI (Mutual Fund) Regulations, 1996 along with any other applicable circulars and notifications thereunder and designated as an Independent Director as per SEBI (Mutual Fund) Regulations, 1996 for a term of five years, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT any one of the Directors or Company Secretary of the Company be and is hereby authorised to take all the relevant steps in this regard and do all consequential acts, deeds, matters and things as may be necessary in this behalf including requisite reporting and filings with Registrar of Companies and any other regulatory authorities if required.”

**By Order of the Board of Directors
For Baroda BNP Paribas Trustee India Private Limited**

Kamna Bhakhar
Company Secretary
Membership No. A43201

Place: Mumbai
Date: May 09, 2024

Notes:

1. A Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. The proxies, in order to be valid, should be duly completed, stamped and signed. A format of proxy is enclosed. A person can act as 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 provided that 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.
2. Proxy form is annexed hereto. Proxies should bring their Attendance slip duly completed for attending the meeting.
3. The Explanatory Statement pursuant to provisions of Section 102 (1) of the Companies Act, 2013 is annexed herewith.
4. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
5. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at every Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 9.00 am to 6.00 pm upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
7. Members are requested to:
 - (a) Notify immediately any change in their address to the Company.
 - (b) Quote your account number in all correspondence with the Company.
8. Members seeking any information on the Accounts or the Documents of the Company are requested to write to the Company, which should reach the Company at least three days before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.
9. Route map giving directions to the venue of the meeting and attendance slip are annexed to the Notice.
10. The Board of Directors of the Company have accorded their approval for shifting of the registered office within local limits from Crescenzo, 7th floor, Plot no. C 38/39, G block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 to Parinee Crescenzo, Office no. 201(A), 2nd floor, Plot no C-38 and C-39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai -400051 within the local limits of Mumbai with effect from May 21, 2024. Accordingly, the Annual General Meeting is being convened at the new registered office.

ANNEXURES TO THE NOTICE

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

SPECIAL BUSINESS:

Item 2:

The Board at its meeting held on December 12, 2023, appointed Mr. Ashutosh Bishnoi (DIN 02926849) as Additional Director (in the category of Independent Director as per SEBI (Mutual Fund) Regulations, 1996 with effect from December 13, 2023, pursuant to Section 161 of the Companies Act, 2013 (“the Act”). Hence, as per the provisions of the Act, he will hold office up to the date of the ensuing Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of appointment of Mr. Ashutosh Bishnoi as Director of the Company.

Brief profile of Mr. Ashutosh Bishnoi (DIN: 02926849) is given below for reference of the members:

Mr. Ashutosh Bishnoi has over four decades of rich corporate experience and expertise in Asset Management industry. His last stints included Mahindra Manulife Investment Management Private Limited, Association of Mutual Funds in India, L&T Mutual Fund, State Street, Orbis Capital Limited, etc. He is serving as a member of the NISM Committees for Empanelment of Resource Person and the NISM Committee for CPE Accreditation since 2010. He is also the visiting faculty member at NISM since 2009 and Symbiosis Institute of Business Management since 2011. He has also received the Best Alumni Award in 2005 by Symbiosis Institute of Business Management, Pune. He was the speaker at the Harvard India Conference in 2020. He has written the courseware for ‘Managing & Marketing of Financial Services’ and ‘Insurance Products & Service’ for the Indian Institute of Banking & Finance in 2004.

Sr. No.	Particulars	Details
1	Name of Director	Ashutosh Bishnoi
2	DIN	02926849
3	Type	Director (designated as Independent Director)
4	Date of Birth	May 18, 1961
5	Age	62 years
6	Qualification	MBA, B.Com
7	No. of Equity Shares held in the Company	NIL
8	Experience	Over four decades of rich corporate experience and expertise in Asset Management industry.
9	Terms and Conditions	Designated as Independent Director as per SEBI (Mutual Fund) Regulations, Appointed for the first term of 5 years.
10	Date of first appointment	December QA13, 2023
11	Number of Board Meetings attended during the year	1
12	Directorships held in other Companies	Multi-Act Trade & Investments Private Limited
13	Particulars of Committee Chairmanship/Membership held in other Companies (including this company)	-

Sr. No.	Particulars	Details
14	Remuneration proposed to be paid to director and Remuneration Last Drawn	Remuneration drawn in the form of sitting fees.
16	Relationships with other Directors Interse	NA

Your Directors feel that this regularisation as a Director would be in the best interest of the Company and accordingly recommend the passing of the resolution, as an Ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company apart from Mr. Ashutosh Bishnoi is concerned or interested in the Resolution.

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PROXY 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]

13th (2024) Annual General Meeting – May 31, 2024

Name of the member (s):

Registered address:

E-mail Id:

Folio. No. / DP ID No / Client ID No.:

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/her

2. Name:

Address:

E-mail Id: **Signature:**, or failing him/her

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 13th Annual General Meeting of the Company to be held on May 31, 2024 at 11:30 a.m. at Crescenzo, 7th floor, C – 38/39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote* (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	To consider and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as at March 31, 2024, Profit and Loss Account including Cash flow statement for the year ended March 31, 2024 along with Schedules and Notes thereto, the Auditor’s Report and the Directors’ Report thereon.			

Special Business				
2	To consider appointment of Mr. Ashutosh Bishnoi (DIN - 02926849) as an Independent Director of the Company and designated as an Independent Director as per SEBI (Mutual Fund) Regulations, 1996.			

Signed this..... day of..... 2024

Affix
revenue
stamp
(of Re.)

Signature of Proxy holder(s) Signature of shareholder

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.

*Optional: It is Optional to put 'X' in the appropriate column against the resolution indicated. If you leave the vote as blank against all or any of the resolutions, your Proxy shall be entitled to vote in the manner he/she thinks appropriate.

BARODA BNP PARIBAS TRUSTEE INDIA PRIVATE LIMITED

(Formerly Baroda Trustee India Private Limited)

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ATTENDANCE SLIP

13th Annual General Meeting – May 31, 2024

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Friday, May 31, 2024 at Parinee Crescenzo, Office no. 201(A), 2nd floor, Plot no C-38 and C-39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 at 11:30 a.m.

Name of the Member/ Proxy
(In Block Letters)

Signature of the Member/ Proxy

ROUTE MAP TO AGM VENUE

