

**BARODA BNP PARIBAS TRUSTEE INDIA PRIVATE LIMITED**

**CIN:** U74120MH2011PTC225365

**Regd. Office:** Parinee Crescenzo, Office no 201(A), 2nd Floor, Plot no. C-38 and C-39, G Block, Bandra Kurla Complex, Bandra(East), Mumbai, Maharashtra, India - 400051

**Email –** [service@barodabnpparibasmf.in](mailto:service@barodabnpparibasmf.in) **Website:** [www.barodabnpparibasmf.in](http://www.barodabnpparibasmf.in) **Tel:** +91 (22) 1800-2670-189 **Fax:** +91 (22) 6920 9600

**NOTICE**

NOTICE IS HEREBY GIVEN THAT the 14<sup>th</sup> 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 30, 2025 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, approve and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as at March 31, 2025, Profit and Loss Account including Cash flow statement for the year ended March 31, 2025 along with Schedules and Notes thereto, the Auditor’s Report and the Directors’ Report thereon.

**SPECIAL BUSINESS:**

2. To consider appointment of Dr. Rabi Narayan Mishra (DIN - 09435887) 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** Dr. Rabi Narayan Mishra (DIN - 09435887), who was appointed as an Additional Director with effect from February 14, 2025 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, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Dr. Rabi Narayan Mishra (DIN - 09435887) be designated as an Independent Director as per SEBI (Mutual Fund) Regulations, 1996 for a term of three years, from the date of appointment.

**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.”

3. To consider appointment of Mr. B. Raghavendra Rao (DIN - 08508501) 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. B. Raghavendra Rao (DIN - 08508501), who was appointed as an Additional Director with effect from February 14, 2025 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, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Mr. B. Raghavendra Rao (DIN - 08508501) be designated as an Independent Director as per SEBI (Mutual Fund) Regulations, 1996 for a term of three years, from the date of appointment.

**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 08, 2025

**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.

## ANNEXURES TO THE NOTICE

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

#### **SPECIAL BUSINESS:**

##### **Item 2:**

The Board via circular resolution passed on February 07, 2025, appointed Dr. Rabi Narayan Mishra (DIN - 09435887) as Additional Director (in the category of Independent Director as per SEBI (Mutual Fund) Regulations, 1996 with effect from 14th February 2025, 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 Dr. Rabi Narayan Mishra as Director of the Company.

#### **Brief profile of Dr. Rabi Narayan Mishra:**

Dr. Rabi Narayan Mishra was the former Executive Director of RBI in charge of Supervision of Banks, Non-Banking Finance Companies (NBFCs), Urban Co-operative Banks (UCBs) and Supervisory Technology (SupTech). In his four-decade career in RBI, he held important portfolios, including Head of Risk Monitoring and Founder-Head of Financial Stability.

He is a reputed Academician with doctorate in Economics and Post Doctorate in the Economics department of Harvard University. He was the Head of RBI's Apex Training Institution (RBSC) at Chennai and was the Founder Director of the College of Supervisors, which has been established by RBI to upskill Supervisors/Regulators/Financial Stability Managers of India and abroad.

Dr. Rabi Narayan Mishra has served as a member of the Board of banks in India. He was a member of the Board of Supervision of NABARD and co-chaired the Expert Committee formed by IRDAI to improve the Supervisory Techniques of the Insurance Sector. He carries experience of working with IMF, BIS, FSB and many other international Groups in the space of Risk Management and Financial Stability.

Sr. No.	Particulars	Details
1	Name of Director	Dr. Rabi Mishra
2	DIN	09435887
3	Type	Director (designated as Independent Director)
4	Date of Birth	September 01, 1960
5	Age	64 years
6	Qualification	M.A, Ph.D (Economics), Post Doctoral Fellow (Economics)
7	No. of Equity Shares held in the Company	NIL
8	Experience	Over four decades of rich experience in the field of Banking, Finance & Economics

Sr. No.	Particulars	Details
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	February 14, 2025
11	Number of Board Meetings attended during the year	1
12	Directorships held in other Companies	NIL
13	Particulars of Committee Chairmanship/Membership held in other Companies (including this company)	-
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 Dr. Rabi Narayan Mishra is concerned or interested in the Resolution.

### **Item 3:**

The Board via circular resolution passed on February 07, 2025, appointed Mr. B. Raghavendra Rao (DIN - 08508501), as an Additional Director (in the category of Independent Director as per SEBI (Mutual Fund) Regulations, 1996 with effect from 14th February 2025, 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. B. Raghavendra Rao as Director of the Company.

### **Brief profile of Mr. B. Raghavendra Rao:**

Mr. B. Raghavendra Rao has experience of more than three decades in banking. He was associated with State Bank of India (SBI) and retired as Deputy Managing Director in June 2023 after serving 33 years. He has served in important segments of banking like Treasury Operations, High Value Credit, International Banking Operations and Retail operations. He also acquired rich experience in International Operations of SBI, with work experience of 7 years in 3 countries, namely Germany, Maldives and UK wherein he was designated as Chief Executive Officer in SBI Maldives and SBI London.

Mr. Rao also served as Nominee Director of prominent companies like CCIL (Clearing Corporation of India) and CWC (Central Warehousing Corporation). He also served as Chairman of key self-regulated organizations of Indian financial markets, namely FIMMDA (Fixed Income Money Market and Derivatives Association of India) and FEDAI (Foreign Exchange Dealers Association of India). Currently he is also a member of Investment Committee of Modulus Alternative Investment Managers.

His professional achievements included certification from Associate of Indian Institute of Bankers, Certified AML KYC Professional from ACAMS and undergone training programmes on Business management from Chicago Booth School and London Business School.

Sr. No.	Particulars	Details
1	Name of Director	Mr. B. Raghavendra Rao
2	DIN	08508501
3	Type	Director (designated as Independent Director)
4	Date of Birth	June 29, 1963
5	Age	61 years
6	Qualification	M.Sc (Tech ) Instrumentation Engg.
7	No. of Equity Shares held in the Company	NIL
8	Experience	More than three decades in Banking sector.
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	February 14, 2025
11	Number of Board Meetings attended during the year	1
12	Directorships held in other Companies	NIL
13	Particulars of Committee Chairmanship/Membership held in other Companies (including this company)	-
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. B. Raghavendra Rao is concerned or interested in the Resolution.

**BARODA BNP PARIBAS TRUSTEE INDIA PRIVATE LIMITED**

**CIN: U74120MH2011PTC225365**

**Regd. Office:** Parinee Crescenzo, Office no 201(A), 2nd Floor, Plot no. C-38 and C-39, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India - 400051. **Email –** [service@barodabnpparibasmf.in](mailto:service@barodabnpparibasmf.in) **Website:** [www.barodabnpparibasmf.in](http://www.barodabnpparibasmf.in). **Tel: +91 (22) 1800-2670-189 Fax: +91 (22) 6920 9600**

**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]

**14th (2025) Annual General Meeting – Friday, May 30, 2025**

**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 14<sup>th</sup> Annual General Meeting of the Company to be held on Friday, May 30, 2025 at 11:30 a.m. at Parinee Crescenzo, Office no 201(A), 2nd Floor, Plot no. C-38 and C-39, G Block, Bandra Kurla Complex, Bandra(East), Mumbai, Maharashtra, India – 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, 2025, Profit and Loss Account including Cash flow statement for the year ended March 31, 2025 along with			

	Schedules and Notes thereto, the Auditor's Report and the Directors' Report thereon.			
<b>Special Business</b>				
<b>2</b>	To consider appointment of Dr. Rabi Narayan Mishra (DIN - 09435887) as an Independent Director of the Company and designated as an Independent Director as per SEBI (Mutual Fund) Regulations, 1996.			
<b>3</b>	To consider appointment of Mr. B. Raghavendra Rao (DIN - 08508501) as an Independent Director of the Company and designated as an Independent Director as per SEBI (Mutual Fund) Regulations, 1996.			

Signed this..... day of..... 2025

Affix  
revenue  
stamp  
of Re.1

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.

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CIN: U74120MH2011PTC225365

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**ATTENDANCE SLIP**

**14<sup>th</sup> Annual General Meeting – Friday, May 30, 2025**

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Friday, May 30, 2025 at 11:30 a.m. 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

**Name of the Member/ Proxy**  
**(In Block Letters)**

**Signature of the Member/ Proxy**

**ROUTE MAP TO AGM VENUE**



**AGM VENUE:**

Parinee Crescenzo, Office no 201(A), 2nd Floor, Plot no. C-38 and C-39, G Block, Bandra Kurla Complex, Bandra(East), Mumbai, Maharashtra - India - 400051

**BARODA BNP PARIBAS TRUSTEE INDIA PRIVATE LIMITED**

201(A), 2<sup>nd</sup> Floor, A wing, Crescenzo, C-38 & 39, G Block, Bandra-Kurla Complex, Mumbai, Maharashtra, India - 400 051  
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