

BARODA BNP PARIBAS ASSET MANAGEMENT INDIA PRIVATE LIMITED

CIN: U65991MH2003PTC142972

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 Web-site: www.barodabnpparibasmf.in

Toll Free: 022-69209600 Fax: +91 (22) 6920 9606/607

NOTICE

NOTICE IS HEREBY GIVEN THAT the 22nd Annual General Meeting of the members of Baroda BNP Paribas Asset Management India Private Limited (referred to as the ‘Company’), will be held on Tuesday, July 29, 2025 via shorter consent at 11:00 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, Maharashtra, India, 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 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 approve and regularize the appointment of Ms. Beena Vaheed (DIN: 10597636) as Director of the Company i.e. Change in Designation from Additional Director to Director and in that regard 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 provisions of Section 160, 161, other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and other applicable provisions of SEBI (Mutual Fund) Regulations, 1996 along with any other applicable circulars and notifications thereunder, **Ms. Beena Vaheed** (DIN: 10597636) who was appointed as an Additional Director of the Company with effect from February 20, 2025, and who holds office till the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT any one of the Director or Head-Compliance, Legal & Secretarial or the Company Secretary of the Company be and are hereby severally 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 approve and regularize the appointment of Mr. Lalit Vij (DIN: 00533071) as Independent Director of the Company i.e. Change in Designation from Additional Independent Director to Independent Director and in that regard 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 provisions of Section 160, 161, other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and other applicable provisions of SEBI (Mutual Fund) Regulations, 1996 along with any other applicable circulars and notifications thereunder, **Mr. Lalit Vij** (DIN: 00533071) who was

appointed as an Additional Director of the Company with effect from February 20, 2025, and who holds office till the date of this Annual General Meeting be and is hereby appointed as Independent Director of the Company and 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 Director or Head-Compliance, Legal & Secretarial or the Company Secretary of the Company be and are hereby severally 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.”

4. To approve and regularize the appointment of Mr. **S. Ramakrishnan** (DIN: 09676297) as Independent Director of the Company i.e. Change in Designation from Additional Independent Director to Independent Director and in that regard 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 provisions of Section 160, 161, other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and other applicable provisions of SEBI (Mutual Fund) Regulations, 1996 along with any other applicable circulars and notifications thereunder, **S. Ramakrishnan** (DIN: 09676297) who was appointed as an Additional Director of the Company with effect from July 11, 2025, and who holds office till the date of this Annual General Meeting be and is hereby appointed as Independent Director of the Company and 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 Director or Head-Compliance, Legal & Secretarial or the Company Secretary of the Company be and are hereby severally 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

Baroda BNP Paribas Asset Management India Private Limited



Nisha Sanjeev

Head – Compliance, Legal & Secretarial

Membership No. ACS: A18171

Place: Mumbai

Date: July 28, 2025

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. 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 relating to special business to be transacted at the AGM, is annexed hereto.
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:

On the basis of the nomination received from Bank of Baroda (BOB), the Board of Directors of the AMC vide Circular resolution which was passed on January 23, 2025, appointed Ms. Beena Vaheed (DIN:10597636) as Additional Director with effect from February 20th 2025, pursuant to Section 161 of the Companies Act, 2013 ("the Act"). Hence, as per the provisions of the Act, she 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 Ms. Beena Vaheed as Director of the Company.

Brief profile of Ms. Beena Vaheed (DIN:10597636) is given below for reference of the members:

Ms. Beena Vaheed, carries overall experience of over 30 years in Financial services across different banking verticals (Retail, Agriculture & MSME, Credit Assessment, HR, Government Banking and Deposit Mobilisation) which include stints at erstwhile Corporation Bank, Union Bank of India and Bank of Baroda. Presently she holds the position of Executive Director of Bank of Baroda since August 2024 and her functions involves overseeing Operations and Services, Finance & Accounts, Retail Liabilities, Compliance, Risk Management, Audit & Inspection, Credit Monitoring, Strategic Planning and ESG Department of Bank.

Ms. Vaheed served as a Nominee Director of Union Bank of India Services Ltd. From May 2024 to August 2024. Ms. Vaheed was associated with Union Bank of India since July 2020 to August 2024 in different positions. Her stint involved position of General Manager where she was responsible for managing Human Resources segment, served as Zonal Head for Delhi location and have also been in-charge of Government Business relations. Further she was designated as Chief General Manager of the Bank and her functions involved overseeing the charge of the Deposit, Credit cards, Government Business. She was also appointed as Deputy General Manager of erstwhile Corporation Bank wherein she was deputed as Regional Manager in Delhi from June 2018 to June 2020. Ms. Vaheed hold a Master's Degree in Communication and Journalism from University of Kerala and an Executive MBA degree from IIM Kozhikode.

Sr. No.	Particulars	Details
1	Name of Director	Ms. Beena Vaheed
2	DIN	10597636
3	Type	Associate Non-Executive Director as per Mutual Fund Regulations - Non - Executive
4	Date of Birth	17-05-1969
5	Age	55 years
6	Qualification	<ul style="list-style-type: none"> Master of Communication and Journalism from University of Kerala Executive MBA from IIM Kozhikode
7	No. of Equity Shares held in the Company	Nil

Sr. No.	Particulars	Details
8	Experience	1) Erstwhile Corporation Bank, Asst. General manager, Delhi – Deputed as Branch Head -01.01.2015 to 31.05.2018 2) Erstwhile Corporation Bank, Deputy General manager, Delhi –Deputed as Regional Manager -01.06.2018 to 30.06.2020 3) Union Bank of India, General Manager - Human Resources segment – 01.07.2020 to 30.06.2021 4) Union Bank of India, General Manager – Zonal Head (Delhi) – 01.07.2021 to 30.06.2023 5) Union Bank of India, General Manager - in-charge of Government Business relations – 01.06.2023 to 31.12.2023 6) Union Bank of India, Chief General Manager (CGM) - in charge of the Deposit, Credit cards, Government Business – 01.01.2024 to 08.08.2024 7) Union Bank of India Services Ltd. (UBISL), Nominee Director on the Board of the Company – 02.05.2024 – 08.08.2024 8) Bank of Baroda, Executive Director - Overseeing Operations and Services, Finance & Accounts, Retail Liabilities, Compliance, Risk Management, Audit & Inspection, Credit Monitoring, Strategic Planning and ESG Department of Bank - 09.08.2024 – Till date*
9	Terms and Conditions	-
10	Date of first appointment	February 20, 2025
11	Number of Board Meetings attended during the year	NIL
12	Directorships held in other Companies	2 (Bank of Baroda and BOB Capital Market Limited)
13	Particulars of Committee Chairmanship/Membership held in other Companies (including this company)	Member of the Nomination and Remuneration Committee of the Company.
14	Remuneration proposed to be paid to director and Remuneration Last Drawn	Nil
15	Relationships with other Directors inter-se	Nil

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.

The Members are requested to pass the aforesaid resolution as Ordinary Resolution.

None of the Directors and Key Managerial Personnel or their relatives, apart from Ms. Beena Vaheed are concerned or interested in the Resolution.

Item 3:

The Board of Directors of the AMC vide Circular resolution which was passed on January 23, 2025, appointed Mr. Lalit Vij (DIN: 00533071) as Additional Independent Director with effect from February 20th 2024, 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 Mr. Lalit Vij as Independent Director of the Company.

Brief profile of Mr. Lalit Vij (DIN: 00533071) is given below for reference of the members:

Mr. Lalit Vij, carries an overall experience of over 36 years in Strategy, Governance and oversight of corporate functions. His current stint as Chief Operations Officer (COO) at Luthra and Luthra Law Offices India since October 2021, involves working with the Founder and Managing Partner of the firm to develop and implement a framework to institutionalize and democratize the firm’s governance structure for achieving long term success and respond to the extraordinary challenges.

Prior to Luthra and Luthra, he was Managing Director at Principal Asset Management Pvt. Ltd. from October 2014 to February 2020, in which he provided overall leadership and strategic direction, led development and execution of strategic and operational plans to advance the mission and objectives of the AMC.

Prior to this stint, he was Managing Director at Principal Global Services Pvt Ltd. from January 2008 to October 2014, wherein he took overall responsibility for parent company’s India offshore program and strategy. This includes fiduciary responsibility of Principal Global Service’s (PGS) legal entity, accountability for maintaining and improving the business case for India captive, oversight over PGS operations & India based 3rd party sourcing arrangements, taking actions to build organizational culture that aligns with the group with attention to local context, implementing processes and talent management strategies to ensure sustainability and owning business partner relationships at strategic level.

Mr. Vij holds degree of Chartered Accountant from ICAI and bachelor’s degree in Commerce (Hons.), from Panjab University, Chandigarh.

Sr. No.	Particulars	Details
1	Name of Director	Mr. Lalit Vij
2	DIN	00533071
3	Type	Non-Executive Independent Director as per Mutual Fund Regulations
4	Date of Birth	26-11-1964
5	Age	60 years
6	Qualification	<ul style="list-style-type: none"> Chartered Accountant, The Institute of Chartered Accountants of India. Bachelor’s of commerce (Hons.), Panjab University, Chandigarh
7	No. of Equity Shares held in the Company	Nil
8	Experience	1. Principal Global Services Pvt. Ltd., Managing Director - Overall responsibility for parent company’s India offshore program and strategy. This includes fiduciary responsibility of PGS legal entity, accountability for maintaining and improving the

Sr. No.	Particulars	Details
		<p>business case for India captive, oversight over PGS operations – 01.01.2006 to 30.09.2014</p> <p>2. Principal Global Services Pvt. Ltd., Nominee Director – Overall Functions of Nominee Directors -1.10.2014 to 1.02.2020</p> <p>3. Principal Asset Management Pvt. Ltd., Managing Director - Provide overall leadership and strategic direction to the Mutual Fund Company. Lead development and execution of strategic and operational plans to advance the mission and objectives of the AMC.– 1.10.2014 to 1.02.2020</p> <p>4. Principal Asset Management Pvt. Ltd., Business Head - Support transition of responsibilities to the new Managing Director - 1.02.2020 to 31.03.2020</p> <p>5. Luthra and Luthra Law Offices, COO - Strategy, Governance and oversight of corporate functions – 01.10.2021 to till date*</p>
9	Terms and Conditions	-
10	Date of first appointment	February 20, 2025
11	Number of Board Meetings attended during the year	NIL
12	Directorships held in other Companies	1 (Finlabs India Pvt Ltd)
13	Particulars of Committee Chairmanship/Membership held in other Companies (including this company)	Member of the Audit Committee and Unitholders Protection Committee of the Company.
14	Remuneration proposed to be paid to director and Remuneration Last Drawn	Nil
15	Relationships with other Directors inter-se	Nil

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.

The Members are requested to pass the aforesaid resolution as Ordinary Resolution.

None of the Directors and Key Managerial Personnel or their relatives, apart from Mr. Lalit Vij are concerned or interested in the Resolution.

Item 4:

The Board of Directors of the AMC vide Circular resolution which was passed on July 08, 2025, appointed Mr. S. Ramakrishnan (DIN: 09676297) as Additional Independent Director with effect from July 11, 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 Mr. Lalit Vij as Independent Director of the Company.

Brief profile of Mr. S. Ramakrishnan (DIN: 09676297) is given below for reference of the members:

Mr. S. Ramakrishnan carries an overall experience of 30 years in the financial services industry. He is a banker by profession and has held senior positions in some of the top banks in India like HDFC and HSBC. He is a very well known & respected banker in the Indian Retail Banking sector.

He has worked for over 11 years in HSBC from November 2010 till November 2021 and his last corporate role was as Country Head - Wealth & Personal Banking for HSBC. As an Executive committee member of HSBC Bank, Mr. Ramakrishnan played a key role in shaping the future of HSBC Bank in India, and was responsible for managing issues relating to Corporate Governance, Risk Management, Regulatory Compliance, Talent Management etc. During his tenure, the HSBC Bank went through several strategic changes due to the dynamic nature of the industry. His stint enabled the Bank to navigate through the changes to not only succeed commercially but also contribute to the communities in which the Bank operated.

Prior to this stint, Mr. Ramakrishnan was Branch Banking Head at HDFC Bank from October 2001 to November 2008. He also headed Retail Liabilities Product team at HDFC Bank from November 2008 to November 2010.

In December 2021, Mr. Ramakrishnan voluntarily decided to take a break from the corporate sector to follow his own passions. He co-founded DriveOffGrid LLP which is a provider of premium self-drive travel experiences.

He is an Independent Director on the Board of PropShare Investment Manager Private Limited, a real estate investment management company, offering India's first SM REIT Fund.

Mr. Ramakrishnan holds Post Graduate diploma in Management (PGDBM) Degree from Indian Institute of Management (IIM), Calcutta and Bachelor's degree in Arts and Economics (Hons), from St. Stephen's College, of Delhi University,

Sr. No.	Particulars	Details
1	Name of Director	Mr. S. Ramakrishnan
2	DIN	09676297
3	Type	Non-Executive Independent Director as per Mutual Fund Regulations
4	Date of Birth	10-08-1971
5	Age	53 years
6	Qualification	<ul style="list-style-type: none"> PGDBM, Indian Institute of Management, Calcutta Bachelor of Arts, Economics (Hons), St. Stephen's College, Delhi University
7	No. of Equity Shares held in the Company	Nil
8	Experience	<ol style="list-style-type: none"> HDFC Bank – Branch Banking Head – Overall contribution in Channel Management, Operational Efficiency, People, Risks. - October 2001 till November 2008. HDFC Bank – Head - Retail Liabilities Product Group – Overall contribution in Product Management, P&L Ownership, Strategy - November 2008 till November 2010. HSBC Bank - Country Head - Wealth & Personal Banking - Corporate Governance, Risk Management, Regulatory

Sr. No.	Particulars	Details
		Compliance, Talent Management etc. During his tenure, the HSBC Bank went through several strategic changes due to the dynamic nature of the industry. His stint enabled the Bank to navigate through the changes to not only succeed commercially but also contribute to the communities in which the Bank operated. - November 2010 till November 2021.
9	Terms and Conditions	-
10	Date of first appointment	July 11, 2025
11	Number of Board Meetings attended during the year	NIL
12	Directorships held in other Companies	2 (Propshare Investment Manager Private Limited and Uncipher Digitech Private Limited)
13	Particulars of Committee Chairmanship/Membership held in other Companies (including this company)	Member of the Audit Committee of the Company.
14	Remuneration proposed to be paid to director and Remuneration Last Drawn	Nil
15	Relationships with other Directors inter-se	Nil

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.

The Members are requested to pass the aforesaid resolution as Ordinary Resolution.

None of the Directors and Key Managerial Personnel or their relatives, apart from Mr. S. Ramakrishnan are concerned or interested in the Resolution.

BARODA BNP PARIBAS ASSET MANAGEMENT INDIA PRIVATE LIMITED
CIN: U65991MH2003PTC142972. 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
. Website: www.barodabnpparibasmf.in
Email: service@barodabnpparibasmf.in
Toll Free: 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]

22nd Annual General Meeting – _____

Name of the member (s):

Registered address:

E-mail Id:

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

I/We, being the member (s) ofshares 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:**, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on [day], [date] at [time] 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 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, approve and adopt the Audited financial statements 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 approve and regularize the appointment of Ms. Beena Vaheed (DIN: 10597636) as Associate Director of the Company			
3	To approve and regularize the appointment of Mr. Lalit Vij (DIN: 00533071) as Independent Director of the Company			
4	To approve and regularize the appointment of Mr. Mr. S. Ramakrishnan (DIN: 09676297) as Independent Director of the Company			

Signed this..... day of 2025

Signature of Proxy holder(s) Signature of shareholder

Affix
revenue
stamp
of Re.1

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.

I/We hereby record my/our presence at the Annual General Meeting of the Company to be Tuesday, July 29, 2025 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 11:00 A.M.

Signature of the Member/ Proxy

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