



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@barodabnp-paribasmf.in **Website:** www.barodabnp-paribasmf.in **Tel:** +91 (22) 1800-2670-189 **Fax:** +91 (22) 6920 9600

NOTICE

Addendum to NOTICE of 14th Annual General Meeting of the members of Baroda BNP Paribas Trustee India Private Limited (referred to as the ‘Company’) to be held on Friday, May 30, 2025 at 11:30 a.m. (at a shorter notice) 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:

SPECIAL BUSINESS:

Item no. 4

1. To consider appointment of Mr. B. Rajendran (DIN - 11080159) 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. Rajendran (DIN - 11080159), who was appointed as an Additional Director with effect from May 27, 2025 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. Rajendran (DIN - 11080159) 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 29, 2025

Notes:

1. This addendum shall be read along with the Notice of the Annual General meeting dated May 08, 2025.
2. 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.
3. Proxy form is annexed hereto. Proxies should bring their Attendance slip duly completed for attending the meeting.
4. The Explanatory Statement pursuant to provisions of Section 102 (1) of the Companies Act, 2013 is annexed herewith.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. Route map giving directions to the venue of the meeting and attendance slip are annexed to the Notice.

ANNEXURE TO THE NOTICE

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

SPECIAL BUSINESS:

Item No. 4:

The Board via circular resolution passed on April 23 2025, appointed Mr. B. Rajendran (DIN - 11080159) as Additional Director (in the category of Independent Director as per SEBI (Mutual Fund) Regulations, 1996 with effect from the date of approval of SEBI, 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.

The Company had received approval of SEBI on May 27, 2025 and accordingly, his appointment became effective from the same day.

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. Rajendran as Director of the Company.

Brief profile of Mr. B. Rajendran:

Mr. B. Rajendran has 28 years of experience working with SEBI in various capacities. He was associated with various committees such as Committee on Strengthening Governance of Market Infrastructure Institutions, Secondary Market Advisory committee, Commodity Derivatives Advisory Committee, Technical Advisory committee, Alternative Investment Policy Advisory Committee, FPI Advisory committee, etc.

Mr. B. Rajendran was the Executive Director of SEBI from November 2022 till June 2024, wherein he handled Alternative Investment Fund (AIF) and Foreign Portfolio Investors (FPI) Department and Corporation Finance Investigation Department of SEBI. He also initiated /implemented various policy measures for development/ regulation of securities markets relating to AIF & FPI and handled Corporate Finance Investigations. He was also RTI Appellate Authority of SEBI.

Prior to this assignment, he was Regional Director of SEBI Southern Regional Office, (2017-2022) and handled various matters relating to Market Intermediaries, Initial Public Offers, Mutual Funds, Investor Awareness and Education and Investigations.

He has conceptualized and implemented the SEBI Complaints Redress System (SCORES), the digitalisation of physical complaints in the securities market which has drastically reduced disposal time of investor grievances.

He has represented SEBI in IOSCO committee meeting on Retail investors and Conference on Financial Education conducted by International Network on Financial Education (INFE) and Organisation of Economic Co-operation and Development (OECD).

He has also represented SEBI as a member of following Boards of the Institute of Cost Accountants of India:

- (i) Cost Accounting Standards Board and
- (ii) Banking, Financial Services & Insurance Board.

Sr. No.	Particulars	Details
1	Name of Director	Mr. B. Rajendran
2	DIN	11080159
3	Type	Director (designated as Independent Director)
4	Date of Birth	June 09, 1964
5	Age	60 years 11 months
6	Qualification	ICWA, M. Com, B.A. (Corporate Secretaryship) and PGD (Securities Laws)
7	No. of Equity Shares held in the Company	NIL
8	Experience	Over 28 years of experience working with SEBI in various capacities
9	Terms and Conditions	Designated as Independent Director as per SEBI (Mutual Fund) Regulations, Appointed for his first term for a period of 3 years.
10	Date of first appointment	May 27, 2025
11	Number of Board Meetings attended during the year	-
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 Inter-se	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. Rajendran 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]

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 14th 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
Special Business				
4	To consider appointment of Mr. B. Rajendran (DIN - 11080159) 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.