

BARODA BNP PARIBAS TRUSTEE INDIA PRIVATE LIMITED

(Formerly Baroda Trustee India Private Limited)

CIN: U74120MH2011PTC225365

Regd. Office: Crescenzo, 7th floor, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051. **Web-site:** www.barodabnpparibasmf.in **Tel:** +91 (22) 1800-2670-189 **Fax:** +91 (22) 6920 9600

NOTICE

NOTICE IS HEREBY GIVEN THAT the 11th (2022) Annual General Meeting of the members of Baroda BNP Paribas Trustee India Private Limited (Formerly Baroda Trustee India Private Limited) will be held on Thursday, July 28, 2022 at 4.00 p.m. at the Registered Office of the Company at Crescenzo, 7th floor, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051. to transact with or without modifications, as may be permissible, the following business:

ORDINARY BUSINESS:

To consider and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as at March 31, 2022, Profit and Loss Account including Cash flow statement for the year ended March 31, 2022 along with Schedules and Notes thereto, the Auditor's Report and the Directors' Report thereon.

SPECIAL BUSINESS:

1. Appointment of Mr. I.V.L. Sridhar (DIN 9486484) as an Associate Director of the Company:

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

“RESOLVED THAT Mr. I.V.L. Sridhar (DIN 9486484), who was appointed as an Additional Director by the Board of Directors of the Company pursuant to provisions of Section 161(1) of the Companies Act, 2013 read with Article 90 of the Articles of Association of the Company and who holds office till this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

FURTHER RESOLVED THAT any one of the Directors or Ms. Heena Bagaria, Company Secretary 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.”

2. Appointment of Mr. Ashok P. Jangid (DIN 0140434) as an Independent Director of the Company:

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

“RESOLVED THAT Mr. Ashok P. Jangid (DIN: 0140434), who was appointed as an Additional Director by the Board of Directors of the Company pursuant to provisions of Section 161(1) of the Companies Act, 2013 read with Article 90 of the Articles of Association of the Company and who holds office till this Annual General Meeting, be and is hereby appointed as a Director of the Company;

FURTHER RESOLVED THAT any one of the Directors or Ms. Heena Bagaria, Company Secretary 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. Appointment of Ms. Sharada Sunder (DIN 7599164) as an Independent Director of the Company:

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

“**RESOLVED THAT** Ms. Sharada Sunder (DIN: 7599164), who was appointed as an Additional Director by the Board of Directors of the Company pursuant to provisions of Section 161(1) of the Companies Act, 2013 read with Article 90 of the Articles of Association of the Company and who holds office till this Annual General Meeting, be and is hereby appointed as a Director of the Company;

FURTHER RESOLVED THAT any one of the Directors or Ms. Heena Bagaria, Company Secretary 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.”

4. Appointment of Ms. Jyothi Krishnan (DIN 9536574) as an Associate Director of the Company:

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

“**RESOLVED THAT** Ms. Jyothi Krishnan (DIN 9536574), who was appointed as an Associate Director by the Board of Directors of the Company pursuant to provisions of Section 161(1) of the Companies Act, 2013 read with Article 90 of the Articles of Association of the Company and who holds office till this Annual General Meeting, be and is hereby appointed as a Director of the Company;

FURTHER RESOLVED THAT any one of the Directors or Ms. Heena Bagaria, Company Secretary 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
(Formerly Baroda Trustee India Private Limited)



Deepak Narang
Chairman
DIN: 03272814

Place: Mumbai
Date: July 26, 2022

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. The Explanatory Statement pursuant to provisions of Section 102 (1) of the Companies Act, 2013 is annexed herewith.
3. 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.
4. 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.
5. 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.
6. In case of any queries, members may write to List.AMIN.Compliance@bnpparibas.com to receive an email response.
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.

ANNEXURES TO THE NOTICE

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

SPECIAL BUSINESS:

Item 1:

Mr. I.V.L. Sridhar was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013, by the Board of Directors w.e.f. February 23, 2022 and holds office till the date of the Eleventh Annual General Meeting of the Company and is eligible for appointment.

Brief profile of Mr. I.V.L. Sridhar is as below:

Mr. I.V.L. Sridhar is a Bachelor in Commerce and a Chartered Accountant with overall experience of more than 27 years in the Banking Industry. Mr. Sridhar worked for Union Bank of India (1995-2005) and Dena Bank (2005-2007) prior to joining Vijaya Bank in 2007 and worked in various roles and functions which include credit, accounts and taxation. Post merger of Vijaya Bank with Bank of Baroda in 2019, he became an employee of Bank of Baroda and handled various areas of work as Head-Financial Accounting (INDAS), worked in Compliance Function and presently acting as Head – Subsidiaries & Joint Ventures.

Your directors feel that this re-appointment 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 apart from Mr. I.V.L. Sridhar is concerned or interested in the Resolution.

Item 2:

Mr. Ashok P. Jangid was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013, by the Board of Directors w.e.f. March 14, 2022 and holds office till the date of the Eleventh Annual General Meeting of the Company and is eligible for appointment.

Brief profile of Mr. Ashok P. Jangid is as below:

Mr. Jangid has an experience of over 38 years in the profession of Legal, Compliance and Secretarial. He is currently an Independent Corporate Advisor and also a Director on board of certain companies. He holds membership in ICSI, Institute of Directors (IoD) and Indo-German Chamber of Commerce. Since August 2013 he has been engaged in primarily advising European companies on M&A deals, setting up operations in India, Wind Energy Projects, Corporate Law and Governance matters. He is also advising and supporting some Indian companies on IPOs, buyback of shares, Corporate Governance, Compliance policies, wind projects, etc. which includes interacting with the Regulators and Government agencies and Departments.

He is currently an Independent Director on the Boards of EKA Corporate Advisors & Services Private Limited, C3X Entertainment Private Limited and Warner Ads Private Limited.

Your directors feel that this re-appointment 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 apart from Mr. Ashok P. Jangid is concerned or interested in the Resolution.

Item 3:

Ms. Sharada Sunder was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013, by the Board of Directors on March 14, 2022 and holds office till the date of the Eleventh Annual General Meeting of the Company and is eligible for appointment.

Brief profile of Ms. Sharada Sunder is as below:

Ms. Sharada Sunder is a Chartered Accountant with around three decades of experience in senior leadership roles. Her areas of expertise span Business Strategy, Consumer Insight & Engagement, Goal Setting and Execution, Financial Management, Business fortification, Team building & Coaching, Creativity & Innovation. She is also certified Corporate Director from Institute of Directors, certified Corporate Trainer from Indian Academy of Training and Development, Mumbai and certified Independent Director from Indian Institute of Corporate Affairs.

At present, she is founder of Saralife Consulting and serving as an Executive Coach & Mentor, Leadership & Management Trainer. She has also worked in senior leadership roles with Welingkar Institute of Management, Zee Entertainment Enterprises Ltd, Bennett Coleman & Company (The Times Group) and A. F. Ferguson & Co.

She has been awarded and honored by 'Impact's '50 Most Influential Women' in Marketing, Media and Advertising (2015) and Exemplary Women Leadership Achievement Award from World Women leadership Congress, (2016). She has published three collections of poems titled the Illegitimate Tree (2010), the Silver Sparrow (2018) and Poetry in a Pandemic (2020) and she is Blogger at Heartfelt Expressions of Life.

Currently, she is a Director on the Boards of Future Lifestyle Fashions Limited and Future Speciality Retail Limited.

Your directors feel that this re-appointment 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 apart from Ms. Sharada Sunder is concerned or interested in the Resolution.

Item 4:

Ms. Jyothi Krishnan was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013, by the Board of Directors on March 14, 2022 and holds office till the date of the Eleventh Annual General Meeting of the Company and is eligible for appointment.

Brief profile of Ms. Jyothi Krishnan is as below:

Ms. Jyothi Krishnan has an overall experience of 20 years in the financial services industry. She is a member of Institute of Company Secretaries of India and is also a Law Graduate. Currently, she is working with BNP Paribas Asset Management Asia Limited as North Asia - Member of regional management team and supervising local compliance across APAC jurisdiction.

Prior to that, she has worked with BNP Paribas Asset Management India Private Limited, IDFC Asset Management Co. Ltd., ING Investment Management India Private Limited and Standard Chartered Mutual Fund in various Compliance, Legal & Secretarial fields.

Your directors feel that this re-appointment 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 apart from Ms. Jyothi Krishnan 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]

11th (2022) Annual General Meeting – July 28, 2022

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 11th (2022) Annual General Meeting of the Company to be held on July 28, 2022 at 4.00 p.m. at Crescenzo, 7th floor, 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	Consider and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as at March 31, 2022, Profit and Loss Account including Cash flow statement for the year ended March 31, 2022 along with Schedules and Notes thereto, the Auditor's Report and the Directors' Report thereon.			
Special business				
1	Re-appointment of Mr. I.V. L. Sridhar as Director			
2	Re-appointment of Mr. Ashok P. Jangid as Director			
3	Re-appointment of Ms. Sharada Sunder as Director			
4	Re-appointment of Ms. Jyothi Krishnan as Director			

Signed this..... day of..... 2022

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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ATTENDANCE SLIP

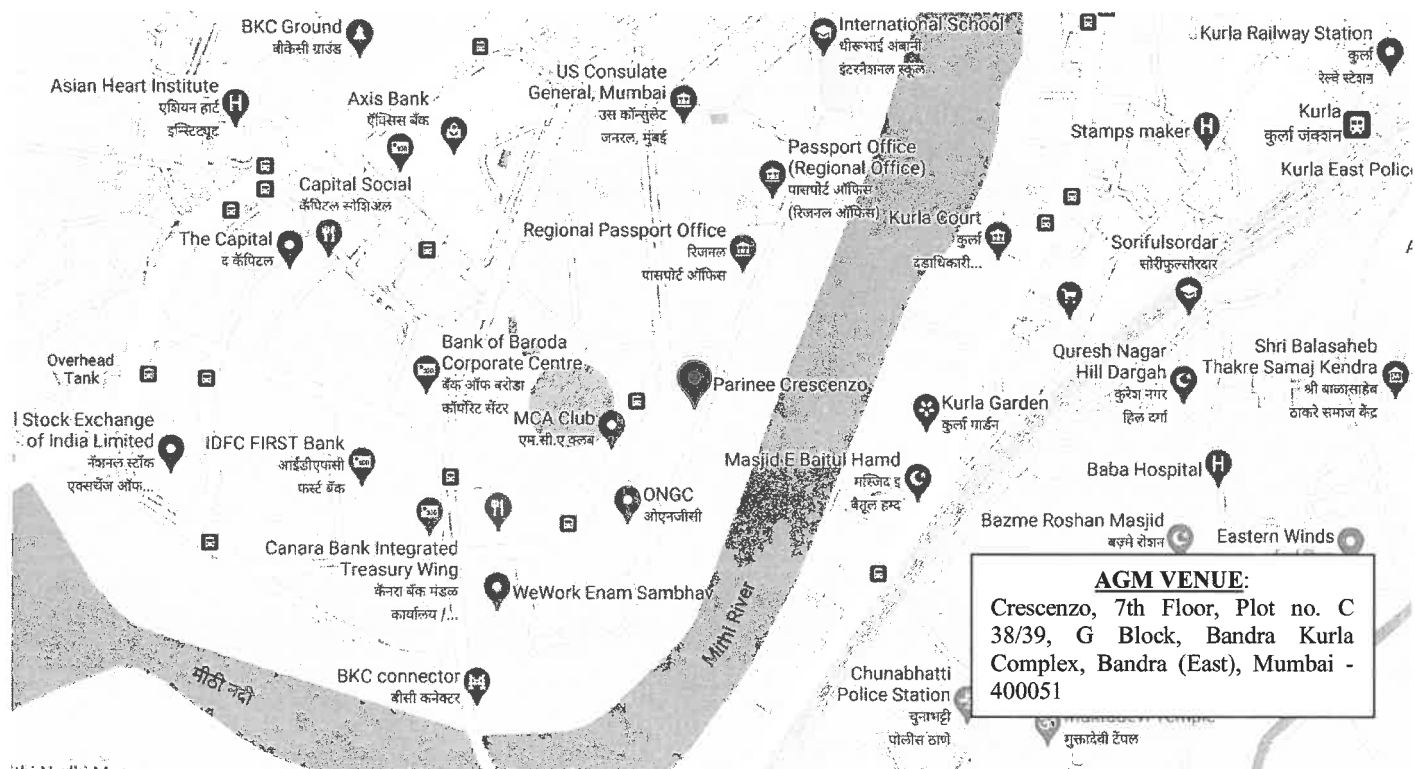
11th (2022) Annual General Meeting – July 28, 2022

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Thursday, July 28, 2022, at Crescenzo, 7th floor, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 at 4.00 p.m.

Name of the Member/ Proxy
(In Block Letters)

Signature of the Member/ Proxy

ROUTE MAP TO AGM VENUE



BARODA BNP PARIBAS TRUSTEE INDIA PRIVATE LIMITED (Formerly Baroda Trustee India Private Limited)
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