

## NOTICE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

Notice is hereby given that the Seventh Annual General Meeting of the Shareholders of the Company will be held at 2.00 P.M. on Monday , the 13<sup>th</sup> July , 2015 at the Registered Office of the Company, 21, Patullos Road, Chennai 600 002 to transact the following business:

### Ordinary Business

1. To receive and adopt the audited statement of accounts for the period ended 31st March, 2015 and to consider the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr.S.Venkateasan who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr.Philippe Ricard who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration M/s. Brahmayya & Company, Chartered Accountants, Chennai retire and are eligible for re-appointment.

### SPECIAL BUSINESS

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

RESOLVED that Mr. T.T.Srinivasaraghavan (holding DIN 00018247), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th May 2015, in terms of Section 161(1) other applicable sections if any of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

### **Sundaram BNP Paribas Fund Services Limited**

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Regd. Office: No. 21, Patullos Road, Chennai 600 002

CIN: U67120TN2008PLC068388

RESOLVED FURTHER THAT the Directors of the Company and R.Ajith Kumar, Company Secretary be and are hereby severally authorised to perform all acts, deeds and do all things necessary under the Companies Act, 2013, including filing of forms with the Registrar of Companies, Tamil Nadu, in Chennai in relation to the appointment of Mr.T.T.Srinivasaragahvan as Director of the company.

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

RESOLVED that Mr. Christophe Beelaerts (holding DIN 06991999), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th May 2015, in terms of Section 161(1) and other applicable sections if any of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT the Directors of the Company and R.Ajith Kumar, Company Secretary be and are hereby severally authorised to perform all acts, deeds and do all things necessary under the Companies Act, 2013, including filing of forms with the Registrar of Companies, Tamil Nadu, in Chennai in relation to the appointment of Mr.Christophe Beelaerts as Director of the company.

By Order of the Board

Chennai 600 002  
7<sup>th</sup> May, 2015

R.Ajith Kumar  
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND SUCH A PROXY NEED NOT BE A MEMBER.
2. THE PROXY FORM, DULY STAMPED AND EXECUTED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
3. Corporate members intending to nominate their authorised representatives to attend the meeting are requested to forward a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the meeting and at any adjournment thereof.
4. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business set out in the Notice is annexed.

Encl: Proxy Form

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**SPECIAL BUSINESS:**

**a) Meaning, Scope & Implication of the items of the business:**

Mr.T.T.Srinivasaraghavan and Mr.Christophe Beelaerts were appointed as Additional Directors of the Company at the Board Meeting held on 7<sup>th</sup> May 2015.Pursuant to the provisions of Section 152 of the Companies Act, 2013, these Directors hold office upto the date of ensuing annual general meeting. The Company has received notices under section 160 of the Companies Act, 2013 along with the requisite fee from Member proposing the candidature of Mr.T.T.Srinivasaraghavan and Mr.Christophe Beelaerts as Directors of the Company, liable to retire by rotation. Accordingly, Ordinary resolution as set out in the Notice is submitted for the consideration of the Members.

**b) Interest of Director, Key Managerial personnel and their relatives:**

None of the

- i) Directors except Mr.T.T.Srinivasaraghavan and Mr.Christophe Beelaerts are interested in the resolutions.
- ii) Key Managerial Personnel (CEO,CFO & CS)
- iii) Relatives of the persons mentioned in i &ii are not interested in the above said resolution.

**c) Relevance of Resolution in any other Company and holdings if any.**

The above resolution does not affect any other company.

**d) Inspection of Documents is available at MCA portal.**

No documents are required to be available for inspection in this regard

By Order of the Board

Chennai 600 002  
7<sup>th</sup> May, 2015

R.Ajith Kumar  
Company Secretary

**Form No. MGT-11**  
**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U67120TN2008PLC068388  
Name of the company : SUNDARAM BNP PARIBAS FUND SERVICES LIMITED  
Registered office : 21, PATULLOS ROAD, CHENNAI - 600002

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....

2. Name: .....

Address:

Address:

E-mail Id:

E-mail Id:

Signature:....., or failing him

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting/~~Extraordinary general meeting~~ of the Company, to be held on Monday, the 13<sup>th</sup> day of July 2015 at 2.00 p.m. at the Registered Office of the Company at 21, Patullus Road, Chennai 600 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive and adopt the audited statement of accounts for the period ended 31st March, 2015 and to consider the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S.Venkateasan who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Philippe Ricard who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration M/s. Brahmayya & Company, Chartered Accountants, Chennai retire and are eligible for reappointment.
5. Appointment of Mr. T T Srinivasaraghavan as a Director of the Company, liable to retirement by rotation
6. Appointment of Mr. Mr. Christophe Beelaerts as a Director of the Company, liable to retirement by rotation

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**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 time fixed for the commencement of the Meeting.**