

## **NOTICE**

**NOTICE** is hereby given that the Ninth Annual General Meeting of the member of IDBI MF Trustee Company Limited will be held on Thursday, 26<sup>th</sup> day of September, 2019 at 3.00 p.m. in the Board Room of IDBI MF Trustee Company Limited at 4<sup>th</sup> Floor, IDBI Tower, World Trade Centre Complex, Cuffe Parade, Colaba, Mumbai 400 005, to transact the following business :

### **ORDINARY BUSINESS –**

#### **Item No. 1 – *Adoption of Financial Statements:***

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 including audited Balance Sheet as at March 31, 2019, Profit & Loss Account for the year ended on that date and the reports of the Board of Directors, Statutory Auditors and Comptroller and Auditor General of India thereon.

#### **Item No. 2 – *To fix the remuneration of the Statutory Auditors:***

To consider and, if thought fit, pass with or without modification(s), the following resolution as **Ordinary Resolution** :

‘**RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to decide, negotiate and finalise the remuneration of the Statutory Auditors of the Company as appointed by the Comptroller and Auditor General of India (C&AG) pursuant to the provisions of Section 139(5) and other applicable provisions, if any, of the Companies Act, 2013, upto an amount as may be recommended by the Audit committee and at the discretion of the Board, for the financial year 2019-20.’

### **SPECIAL BUSINESS –**

#### **Item No. 3 – *Re-appointment of Independent Director:***

To consider re-appointment of Shri Avinash Chander Mahajan (DIN:00041661) as an Independent Director and in this regard to consider and if thought fit, pass, with or without modification(s), the following resolution, as a **Special Resolution**:

‘**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013, as amended and the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, Shri Avinash Chander Mahajan (DIN:00041661) who was appointed as an Independent Director on the Board of Directors of the Company w.e.f. September 26, 2019 and who holds office upto the date of the 9<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of an Independent Director and his consent to act as Independent Director, be and is hereby appointed as an Independent Director for a period of 5 years from

the date of this Annual General Meeting. Shri Avinash Chander Mahajan is not subject to retire by rotation.

**Item No. 4 – *Re-appointment of Independent Director:***

To consider re-appointment of Shri Jayaraman Jagadeesan (DIN: 02423487) as an Independent Director and in this regard to consider and if thought fit, pass, with or without modification(s), the following resolution, as a **Special Resolution**:

**‘RESOLVED THAT** pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013, as amended and the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, Shri Jayaraman Jagadeesan (DIN: 02423487) who was appointed as an Independent Director on the Board of Directors of the Company w.e.f. September 26,2019 and who holds office upto the date of the 9<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of an Independent Director and his consent to act as Independent Director, be and is hereby appointed as an Independent Director for a period of 5 years from the date of this Annual General Meeting. Shri Jayaraman Jagadeesan is not subject to retire by rotation.

**Item No. 5 – *Re-appointment of Independent Director:***

To consider re-appointment of Shri Krishnamurthy Parthasarathy (DIN: 05336749) as an Independent Director and in this regard to consider and if thought fit, pass, with or without modification(s), the following resolution, as a **Special Resolution**:

**‘RESOLVED THAT** pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013, as amended and the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, Shri Krishnamurthy Parthasarathy (DIN : 05336749 ) who was appointed as an Independent Director on the Board of Directors of the Company w.e.f. September 26,2019 and who holds office upto the date of the 9<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of an Independent Director and his consent to act as Independent Director, be and is hereby appointed as an Independent Director for a period of 5 years from the date of this Annual General Meeting. Shri Krishnamurthy Parthasarathy is not subject to retire by rotation.

**Item No. 6 – *Authorization of related party transactions.***

To consider and, if thought fit, pass, with or without modification(s), the following resolution as **Ordinary Resolution** :

**‘RESOLVED THAT** in terms of the provisions of Section 188 and other applicable provisions of the Companies Act,2013, read with Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014 and other applicable rules notified under the act, as

amended from time to time, the members of the Company hereby approve the continuation of existing contracts of the Company and further hereby authorize the Board/Audit Committee of the Board of Directors to approve and enter into contracts and arrangements with related parties including sub-delegation thereof to a Director/Committee of Directors, as it may think fit including granting of omnibus approval in compliance with the provisions of Section 177 of the Companies Act, 2013, for a value not exceeding Rs. 25 crores or each contract and/or arrangement whether entered into in ordinary course of business or not and/or whether at arm's length price or not or at such price with the recommendation and approval of the Audit Committee to the Board of Directors of the Company for their approval, without any further reference to the shareholders of the Company.

**RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification(s), in the proposal as may be required at the time of according/granting their approvals, consents, permissions and sanctions to such contracts or arrangements proposed to be entered with the related parties and as agreed to by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as they may, in their absolute discretion, deem necessary, proper or desirable and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise and to give effect to such modifications, changes, variations, alterations, deletions, addition as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the members and intent that members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers, herein conferred, to a Director/duly constituted committee of directors, to give effect to the aforesaid resolution.'

#### **Item No. 7 Appointment of Director**

To consider appointment of Shri Samuel Joseph Jebaraj (DIN: 02262530) as Nominee Director and Chairman of the Board of Directors of IDBI MF Trustee Company Limited and in this regard to consider and if thought fit, pass , with or without modification(s), the following resolution as a Special Resolution :

'RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 as amended from time to time and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by the relevant authorities, Shri Samuel Joseph Jebaraj (DIN: 02262530), who was appointed as Nominee Director in terms of section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Nominee Director and Chairman, be and is hereby appointed as a Director and Chairman of the Board of Directors of the Company w.e.f. the date of the 9th Annual General Meeting. Shri Samuel Joseph Jebaraj will not be liable to retire by rotation.

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***For and on behalf of the Board of Director of  
IDBI MF Trustee Company Limited***

**Sd/-  
(Gurudeo M. Yadwadkar)  
Chairman  
DIN: 01432796**

**Place : Mumbai  
Date : September 26,2019  
Registered office:  
IDBI Tower, World Trade Centre,  
Cuffe Parade, Colaba, Mumbai 400 005**

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FOURT EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.**

A PERSON CAN ACT AS A 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. 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Members/Proxies/Representatives should bring the attendance slip duly filled in for attending the meeting. Only Members carrying the attendance slips or holders of valid proxies registered with the Company will be permitted to attend the meeting. In case of shares held in joint names or shares held under different registered folios wherein the name of the sole holder/first joint-holder is same, only the first joint-holder/sole holder or any proxy appointed by such holder, as the case may be, will be permitted to attend the meeting
3. The relevant explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of business under item no. 2 to 5 are attached herewith.
4. Corporate members intending to depute their authorized representative(s) to attend the meeting are requested to send certified true copy of the Board resolution authorizing the representative to attend and vote on their behalf in the Meeting.

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 2 –**

The office of Comptroller and Auditor General of India (CAG) has vide their letter no. CA.V/COY/CENTRAL GOVERNMENT, IDBITR(1)/103 dated July 31,2019 continued the appointment of MGB & Co., as statutory auditors of the Company for the financial year 2019-20 in terms of section 139 & 141 of the Companies Act, 2013 read with rule 4 of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time.

As per the Section 139 of the Companies Act, 2013, the remuneration of Auditors appointed by C& AG, shall be fixed by the Company in the Annual General Meeting. Accordingly, the Notice of the Annual General Meeting includes an item pertaining to the remuneration of MGB & Co., Statutory Auditors of the Company for the financial year 2019-20.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned in Item No. 2 for the approval of the members.

### **Item no. 3 –**

Pursuant to the provisions of Companies Act 2013, Shri Avinash Chander Mahajan (DIN:00041661) as an Independent Director on the Board of the Company were appointed as Independent directors on the Board of the Company for five consecutive years (first term) with effect from June 28, 2014 up to the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2019.

Pursuant to section 149 of the Companies Act 2013, an Independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company. Further, no independent director shall hold office for more than two consecutive terms.

Except Shri Gurudeo M. Yadwadkar (DIN: 06846594), none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, in the resolution set out at item no.3 are for the approval of the members.

### **Item No. 4 –**

Pursuant to the provisions of Companies Act 2013, Shri Jayaraman Jagadeesan (DIN: 02423487) as an Independent Director on the Board of the Company were appointed as Independent directors on the Board of the Company for five consecutive years (first term) with effect from June 28, 2014 upto the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2019.

Pursuant to section 149 of the Companies Act 2013, an Independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company. Further, no independent director shall hold office for more than two consecutive terms.

Except Shri Gurudeo M. Yadwadkar (DIN: 06846594), none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, in the resolution set out at item no.3 are for the approval of the members.

**Item No. 5 –**

Pursuant to the provisions of Companies Act 2013, Shri Krishnamurthy Parthasarathy (DIN: 05336749) as an Independent Director on the Board of the Company were appointed as Independent directors on the Board of the Company for five consecutive years (first term) with effect from June 28, 2014 upto the conclusion of the Annual General Meeting (AGM) to be held in the calendar year 2019.

Pursuant to section 149 of the Companies Act 2013, an Independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company. Further, no independent director shall hold office for more than two consecutive terms.

Except Shri Gurudeo M. Yadwadkar (DIN: 06846594), none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, in the resolution set out at item no.3 are for the approval of the members.

**Item No. 6 –**

IDBI MF Trustee Company Limited (“IDBI MFT”) is a wholly owned subsidiary of IDBI Bank Limited. IDBI Asset Management Limited (“IDBI AMC”) has been appointed as an Investment Manager for IDBI Mutual Fund by IDBI MF Trustee Company Limited *vide* Investment Management Agreement dated February 20, 2010. As per the agreement the Company is required to manage the funds, ensure compliance with regulations and accounting of transactions of schemes, formalize, float and launch new schemes with approval of Trustees, to inter alia issue, sell units of Mutual fund, to invest in securities as per the scheme(s) investment objective on behalf of Mutual Fund, to declare and pay dividend, calculation of NAV, appointment of intermediaries.

The Board of IDBI MFT has in its meeting held on April 25, 2016 accorded approval to the ACB of IDBI MFT to grant omnibus approval for two transactions namely Trusteeship fees and Secretarial, Accounting and Administration Services.

IDBI MF Trustee Company Limited currently has the following contracts entered with the related parties:-

<b>A</b>	<b>B</b>		<b>C</b>	<b>D</b>	<b>E</b>
<b>Sr. No</b>	<b>Name of the party</b>	<b>Name of Director or Key Managerial Personnel who is related of any</b>	<b>Nature of Relationship</b>	<b>Nature, material terms, monetary value and particulars of the contract or arrangement</b>	<b>Whether in ordinary course of business and at arm's length price</b>
1	IDBI Asset Management Limited	—	Group Company	<p>Secretarial, Accounting and administration service expenses Certain common Expenses incurred by AMC such as Rent, Electricity, Maintenance relating to Mumbai office premises and also a portion of salary expenses for the services rendered by AMC.</p> <p>Out of the above common expenses we charge 5% to MFT.</p> <p>These AMC officials take care of the work relating to secretarial matters, conducting of meetings, ROC work, accounts/ tax matters, SEBI compliance etc.</p>	In ordinary course of business.



				IDBI AMC is charging 1% of salary expenses.	
2	IDBI Mutual Fund through IDBI Bank Limited by way of Trust Deed dated February 19, 2010.	–	Group Company	<p>Trusteeship Fees.</p> <p>The Trustee shall be entitled to receive a fee not exceeding 0.01% per annum of the daily/net assets of the Mutual Fund.</p> <p>The Trustee shall also be entitled for reimbursement of all costs, charges and expenses incurred in the course of the administration and execution of the Fund.</p>	In ordinary course of business and in lines with the SEBI regulations.

The above contracts or arrangements have been entered into by the Company in the ordinary course of business and at competitive rates. The contracts referred to above are existing contracts and are continuing in nature.

None of the Directors of the Company or their respective relatives are concerned or interested in the Resolution mentioned in Item no. 3 for approval of the members.

**Item no. 7 :**

Shri. Samuel Joseph Jebaraj Deputy Managing Director of IDBI Bank Limited has been appointed as Nominee Director of IDBI MF Trustee Company Limited vide letter No.546/S&AIC/Nominee/IMFTCL dated September 24,2019.

He is was headed the Corporate Banking, SME, Treasury, Accounts and Information Technology Groups at the Head Office of the Bank. Shri Samuel has served in the Bengaluru, Hyderabad, Milan and London Offices of the Bank in various capacities. He has over 25 years of professional experience in international trade and investment finance, project

finance, structured lending, liability side management, including Treasury and raising of resources.

None of the Directors of the Company or their respective relatives are concerned or interested, in the resolution set out at item no. 7 are for the approval of the members.

<b>PROXY FORM</b>
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**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]*

<b>CIN</b>	<b>:</b>	<b>U65991MH2010PLC199326</b>
<b>Name of the Company</b>	<b>:</b>	<b>IDBI MF TRUSTEE COMPANY LIMITED</b>
<b>Registered Office</b>	<b>:</b>	<b>IDBI Tower, WTC Complex, Cuffe Parade, Colaba, Mumbai - 400 005.</b>

I/We hereby record my/our presence at the Ninth Annual General Meeting of IDBI MF Trustee Company Limited to be held on Thursday, 26<sup>th</sup> day of September, 2019 at 3.00 p.m. Board Room of IDBI MF Trustee Company Limited at 04<sup>th</sup> Floor, IDBI Tower, WTC Complex, Cuffe Parade, Colaba Mumbai - 400 005.

..... Member's Folio	..... Member's/Proxy Name	..... Member's/Proxy Signature
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**PROXY FORM****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]*

<b>CIN</b>	<b>:</b>	<b>U65991MH2010PLC199326</b>
<b>Name of the Company</b>	<b>:</b>	<b>IDBI MF TRUSTEE COMPANY LIMITED</b>
<b>Registered Office</b>	<b>:</b>	<b>IDBI Tower, WTC Complex, Cuffe Parade, Colaba, Mumbai - 400 005.</b>

Name of the members(s)	:	
Registered address	:	
E-mail Id	:	
Folio No/Client Id	:	
DP ID	:	

I/We, being the members(s) of \_\_\_\_\_ shares of the above name company, hereby appoint

1	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	,or failing him

2	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	,or failing him

3	Name	:	
	Address	:	
	E-mail Id	:	
	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 Ninth Annual General Meeting of the Company to be held on Thursday, 26<sup>th</sup> day of September, 2019 at 3.00 p.m. and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

**Resolution No.**

1.....

2.....

3.....

4.....

5.....

Signed this.....day of.....2019

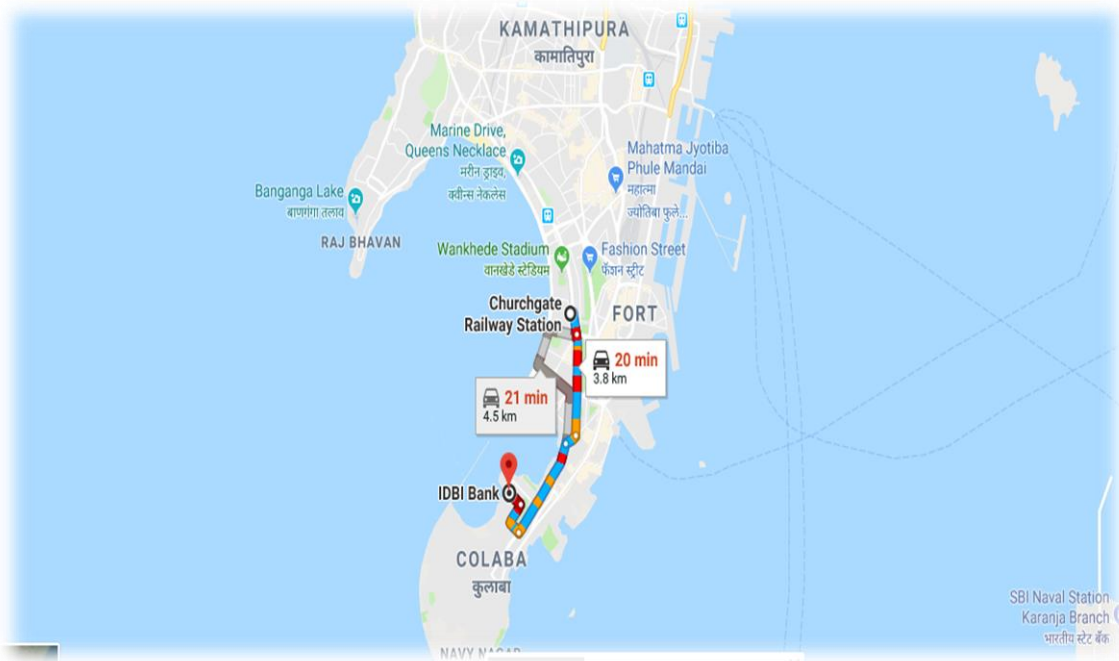
Signature of shareholder.....

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 commencement of the Meeting.***

**Route map for the venue of AGM (from Churchgate Station)**



**Route map for the venue of AGM (from CST Station)**

