



## Notice of the Annual General Meeting

Notice is hereby given that the Tenth Annual General Meeting of SWIFT India Domestic Services Private Limited (the "Company") will be held on **Thursday, August 4, 2022 at its Registered office at Unit # 1801, 18<sup>th</sup> Floor, B Wing, The Capital, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India- 400051 at 03:00 p.m.** via video-conferencing through webex (pursuant to Circular no. 14 / 2020 dated April 08, 2020, no. 17/2020 dated April 13, 2020, no. 22/2020 June 15, 2020, no. 33/2020 dated September 28, 2020, no. 39/2020 dated December 31, 2020, no. 10/2021 dated June 23, 2021 and no. 2/2022 dated May 05, 2022 of the Ministry of Corporate Affairs, including any further statutory modifications or re-enactments) to transact the following businesses:

### ORDINARY BUSINESS:

1. To adopt Audited Financial Statements for FY 2021-22

To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended on March 31, 2022 comprising of Balance Sheet, the Statement of Profit & Loss account, Cash Flow Statement and the reports of Directors' and Auditors' thereon.

2. To appoint Statutory Auditors of the Company

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

**"Resolved that** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, Mumbai, having Firm Registration number 012754N/N500016, be and are hereby re-appointed as Statutory Auditors of the Company for five financial years commencing from 10<sup>th</sup> Annual General Meeting till the conclusion of the annual general meeting to be held for the financial year end March 31, 2027, at a remuneration as may be decided by the Board with the mutual consent of the auditors.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby jointly and/or severally authorised to negotiate the terms of appointment and do all such acts, deeds and things and sign all such documents, papers, agreements as may be necessary to give effect to the resolution and are also authorised to submit required e-forms with Ministry of Corporate Affairs."

### SPECIAL BUSINESS:

#### Appointment of Directors (in alphabetical order of last name)

3. Appointment of Mr. Sid-Ahmed Bestani (DIN: 09632905) as Director

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

**"Resolved that** pursuant to Section 152 and any other applicable provisions of the Companies Act 2013 and Rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. Sid-Ahmed Bestani (DIN: 09632905), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 16, 2022,



pursuant to the provisions of Section 161 of the Companies Act, 2013 and any other applicable provisions if any, of the Act and who holds office upto the date of this Annual General Meeting, being so eligible, be and is hereby appointed as a Director of the Company.

**Resolved further that** any one of the Directors of the company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to sign the necessary e-Form DIR-12 for appointment of Director with the Registrar of Companies, Ministry of Corporate Affairs, Mumbai, Maharashtra, electronically and to do all such acts, deeds and things necessary to give effect to the said resolution.”

4. Appointment of Mr. **Abhijit Chakravorty** (DIN: 09494533) as Director

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

“**Resolved that** pursuant to Section 152 and any other applicable provisions of the Companies Act 2013 and Rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. Abhijit Chakravorty (DIN: 09494533), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 10, 2022, pursuant to the provisions of Section 161 of the Companies Act, 2013 and any other applicable provisions if any, of the Act and who holds office upto the date of this Annual General Meeting, being so eligible, be and is hereby appointed as a Director of the Company.

**Resolved further that** any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to sign the necessary e-Form DIR-12 for appointment of Director with the Registrar of Companies, Ministry of Corporate Affairs, Mumbai, Maharashtra, electronically and to do all such acts, deeds and things necessary to give effect to the said resolution.”

5. Appointment of Ms. **Caroline Berthe Marie Haedens-Dumoulin** (DIN: 08162264) as Director

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

“**Resolved that** pursuant to Section 152 and any other applicable provisions of the Companies Act 2013 and Rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) Ms. Caroline Berthe Marie Haedens-Dumoulin (DIN: 08162264), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 9, 2021, pursuant to the provisions of Section 161 of the Companies Act, 2013 and any other applicable provisions if any, of the Act and who holds office upto the date of this Annual General Meeting, being so eligible, be and is hereby appointed as a Director of the Company.

**Resolved further that** any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to sign the necessary e-Form DIR-12 for appointment of Director with the Registrar of Companies, Ministry of Corporate Affairs, Mumbai, Maharashtra, electronically and to do all such acts, deeds and things necessary to give effect to the said resolution.”

6. Appointment of Mr. **Sanjay Vinayak Mudaliar** (DIN: 07484086) as Director

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



**“Resolved that** pursuant to Section 152 and any other applicable provisions of the Companies Act 2013 and Rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. Sanjay Vinayak Mudaliar (DIN: 07484086), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 10, 2022, pursuant to the provisions of Section 161 of the Companies Act, 2013 and any other applicable provisions if any, of the Act and who holds office upto the date of this Annual General Meeting, being so eligible, be and is hereby appointed as a Director of the Company.

**Resolved further that** any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to sign the necessary e-Form DIR-12 for appointment of Director with the Registrar of Companies, Ministry of Corporate Affairs, Mumbai, Maharashtra, electronically and to do all such acts, deeds and things necessary to give effect to the said resolution.”

**For and on behalf of the Board**

**Place: Mumbai**

**Date: June 16, 2022**

Sd/-

**Company Secretary**

*ICSI Membership No.: 20552*

*Address: C-306, Madhuvan CHSL, Gorai Shimpoli Rd, Borivali (W), Mumbai 400092*

*Email: swati.naik@swift.com*

**SWIFT India Domestic Services Private Limited**

Registered address:

# 1801, 18th Floor, B Wing, The Capital,  
Plot No. C-70, G Block, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051, Maharashtra, India  
CIN : U74120MH2012FTC239126

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Email: [contactus@swiftindia.com](mailto:contactus@swiftindia.com)

Web : [www.swiftindia.com](http://www.swiftindia.com)



**Notes:**

1. This Annual General Meeting (AGM) shall be conducted via video-conferencing (VC) through webex means on Thursday, August 4, 2022, in pursuance to Circular no. 14 / 2020 dated April 08, 2020, no. 17/2020 dated April 13, 2020, no. 22/2020 June 15, 2020, no. 33/2020 dated September 28, 2020, no. 39/2020 dated December 31, 2020, no. 10/2021 dated June 23, 2021 and no. 2/2022 dated May 05, 2022 of the Ministry of Corporate Affairs (including any further statutory modifications or re-enactments thereon) has allowed the Companies to conduct their AGM through VC or other audio visual means (OAVM). The disclosures as required under the said circular are mentioned in the following points.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
3. The designated email ID of the Company shall be [swati.naik@swift.com](mailto:swati.naik@swift.com). The Members shall convey their vote, when a poll is required to be taken during the Meeting on any resolution, at such designated email address, in case a demand for poll is made by the Members. Also, the members, can contact at the helpline No. Tel: +91 9372060719 in case of any assistance needed in utilising the electronic means before or during the Meeting.
4. Shareholders are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
5. The soft copy of registers as required to be maintained in accordance with the provisions of the Companies Act, 2013, will be made available for e-inspection at the request of the Members at the AGM.
6. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the Members only in electronic form at the Meeting and on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the ensuing AGM.
7. Generally, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
8. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
9. Members may note that the Notice will also be made available on the Company's website [www.swiftindia.com](http://www.swiftindia.com).
10. An invitation to join the AGM via videoconference through WebEx shall be sent to all the shareholders and their representatives on their e-mail addresses registered with the Company. In case, any Member wish to register/update for change in their e-mail addresses are requested to send a request for the same at [swati.naik@swift.com](mailto:swati.naik@swift.com) at least 7 days before the date of the AGM, since the Company shall send the Notice to such Members whose e-mail ids are registered.
11. The facility for joining the AGM shall be kept open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. Attendance of the Members attending through VC shall be counted for the purpose of reckoning quorum under section 103 of the Companies Act, 2013.



### EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

#### Item No. 3 to 6: Appointment of Directors

The following table captures details along with the dates of appointment as the Additional Directors of the Company:

SN	Name (in alphabetical order of last name)	Date of appointment	Profile
1	Mr. Sid-Ahmed Bestani	June 16, 2022	<p>As Managing Director, Middle East Africa India Subcontinent (MEAISC), Mr. Sid-Ahmed Bestani leads major SWIFT initiatives in the region, working on synergies, collaboration, and business development between SWIFT's offices in Africa, the Middle East and India.</p> <p>From 2007-15, he was Head of Middle East &amp; North Africa and led the creation of SWIFT's consultancy hub in Dubai in 2012.</p> <p>He began his career as an IT consultant then worked for an insurance company in Paris as a trader. From there, Mr. Bestani joined SWIFT for five years, where he held several positions, before moving to CACEIS in Paris for five years where he gained extensive project management and sales experience in the securities business.</p> <p>Mr. Bestani re-joined SWIFT in 2007. He holds a Bachelors in Mathematics and a Masters in Mechanical Engineering.</p>
2	Mr. Abhijit Chakravorty	March 10, 2022	<p>Mr. Abhijit Chakravorty, presently the Chief General Manager (IT - Channels &amp; Ops) at State Bank of India, started his career as Probationary Officer with SBI in 1988. Mr. Chakravorty has over 3 decades of rich experience in various areas of banking like Branch Operations, Corporate Credit, Foreign Offices and IT establishment of the Bank.</p> <p>Mr. Chakravorty has been the Country Head of Bangladesh Operations of the Bank. At the Global IT Centre of State Bank of India, Shri. Chakravorty has headed the Core Banking Operations of the Bank for 3 years and presently he heads the team for developing and implementing the customer facing applications of the Bank as part of Digital Banking, Mobility, e-Commerce, SWIFT, Payment Systems, Treasury as also the IT services at the Foreign Offices of Bank at 25 countries. He holds a Masters degree in Science, specialising in Chemistry and is a Certified Associate of the Indian Institute of Bankers (CAIB).</p>
3	Ms. Caroline Berthe Marie Haedens-Dumoulin	December 9, 2021	<p>Ms. Caroline Haedens joined SWIFT in 2002, where she held various management positions in the Finance area, including Head of Finance Asia Pacific located in Hong Kong. She was appointed as Group Financial Controller in 2013, taking the end-to-end responsibility of Finance Operations,</p>



			Compliance, Tax and Treasury, and currently covering the Group Chief Financial Officer function ad interim. Earlier in her career, Caroline worked as Financial auditor at PwC.
4	Mr. Sanjay Vinayak Mudaliar	March 10, 2022	<p>Mr. Sanjay Mudaliar is Chief General Manager in Bank of Baroda. He is currently holding the position of Chief Technology Officer of Bank's Global Operations spanning across 19 countries. He is a seasoned banker with career spanning over 30 years across industries and financial institutions. In Bank of Baroda, he has served in various capacities across the country and in the United Kingdom.</p> <p>With his techno-functional knowledge, Mr. Mudaliar has been contributing in various working groups/committees on product innovation and process refinement. He has also been part of a number of key industry initiatives on Banking Technology. Mr. Mudaliar is a Nominee Director in 6 companies in India and abroad.</p> <p>Mr. Mudaliar is a Post Graduate in Science and Technology and a Certified Project Management Practitioner. Mr. Mudaliar is analytical, with a positive approach to the changing requirements.</p>

According to provisions of Section 161 of the Companies Act, 2013, they hold office as Additional Directors only up to the date of the ensuing AGM and hence are required to be appointed as Directors.

The Board of Directors recommends the passing of the ordinary resolutions as mentioned in Item No. 3 to 6 respectively for approval of the Members.

Except for Mr. Sid-Ahmed Bestani, Mr. Abhijit Chakravorty, Ms. Caroline Berthe Marie Haedens-Dumoulin and Mr. Sanjay Vinayak Mudaliar to the extent of their appointment, none of the Directors is interested in the said resolutions.

#### For and on behalf of the Board

Sd/-

**Swati Naik**

**Company Secretary**

ICSI Membership No.: 20552

Address: C-306, Madhuvan CHSL, Gorai Shimpoli Rd, Borivali (W), Mumbai 400092

Email: [swati.naik@swift.com](mailto:swati.naik@swift.com)

**Place: Mumbai**

**Date: June 16, 2022**

#### SWIFT India Domestic Services Private Limited

Registered address:

# 1801, 18th Floor, B Wing, The Capital,  
Plot No. C-70, G Block, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051, Maharashtra, India  
CIN : U74120MH2012FTC239126  
Phone: + 91 22 61966900 – Fax: + 91 22 66156974  
Email: [contactus@swiftindia.com](mailto:contactus@swiftindia.com)