

ASK Wealth Advisors Private Limited

CIN : U67190MH2006PTC162465

Registered office: Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai- 400 030

E Mail: cosec@askgroup.in

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of ASK Wealth Advisors Private Limited will be held on Thursday, 28th July, 2022 at 2:45 p.m. at the registered office of the Company at Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2022 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Saluja (DIN: 01714168), who retires by rotation as a Director, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To approve managerial remuneration paid to Mr. Rajesh Saluja, CEO & Managing Director of the Company exceeding statutory limits as prescribed under the Companies Act, 2013**

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

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 (“the Act”) read with Schedule V and other applicable provisions, if any, of the Act read with rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in continuation of special resolution passed by the shareholders in Extra-Ordinary General Meeting held on 14th June, 2021 and pursuant to the recommendation of Board in its meeting held on 8th June, 2022, the approval of the Members of the Company be and is hereby accorded for the remuneration paid to Mr. Rajesh Saluja, (DIN: 01714168), CEO & Managing Director of the Company in the form of approved distribution (one time compensation) as per the Share Purchase Agreement (“SPA”) dated September 6, 2021 and amendments thereto entered into amongst: (i) ASK Investment Managers Limited (“**ASKIM**”); (ii) the parties identified as Sellers under the SPA; and (iii) BCP Topco XII Pte. Ltd. (“**Purchaser**”) and perquisites that arose on the exercise of the ESOPs during the F.Y 21-22, any such transaction linked bonus/ incentive which may be paid to him from time to time as per Company’s policy and Board’s approval and perquisites arising on future exercise of ESOPs and ESARs granted to him during his tenure as the Managing Director of the Company which may exceed the statutory limits as prescribed under Section 197 read with Schedule V of the Act, provided that all other terms and conditions previously approved by the shareholders shall remain unchanged.

ASK Wealth Advisors Private Limited

CIN : U67190MH2006PTC162465

Registered office: Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai- 400 030

E Mail: cosec@askgroup.in

RESOLVED FURTHER THAT in the event, the Company has no profits, or its profits are inadequate, the managerial remuneration as decided by the Board of Directors from time to time shall be paid to Mr. Rajesh Saluja (DIN: 01714168), CEO and Managing Director of the Company as the minimum remuneration as per applicable provisions of the Companies Act, 2013, for a period till his term i.e. (31st March, 2024.)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary and/or revise the remuneration of Mr. Rajesh Saluja (DIN: 01714168), CEO and Managing Director of the Company and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

4. To approve payment of overall managerial remuneration to all the Directors of the Company exceeding the statutory limits of the Act.

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

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 (“the Act”) read with Schedule V and other applicable provisions, if any, of the Act read with rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Board of Directors, the approval of the Members of the Company be and is hereby accorded to make payment of managerial remuneration to all the Directors including Managing Director, on the terms and conditions as may be decided by the Board of Directors from time to time, which may exceed the statutory limit of the Companies Act, 2013 and Schedule V i.e. in excess of 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event, the Company has no profits, or its profits are inadequate, the total managerial remuneration as may be decided by the Board of Directors from time to time shall be paid to all the Directors including Managing Director of the Company as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

ASK Wealth Advisors Private Limited

CIN : U67190MH2006PTC162465

Registered office: Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai- 400 030

E Mail: cosec@askgroup.in

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary and/or revise the total managerial remuneration of all the Directors of the Company and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**By order of the Board
For ASK Wealth Advisors Private Limited**

Sd/-

Priya Shah

Company Secretary

(ICSI Membership No. ACS 48128)

Place: Mumbai

Date: 8th June, 2022

Registered Office:

Birla Aurora, 16 Level,
Office Floor 9, Dr. Annie Besant Road,
Worli, Mumbai - 400 030.

ASK Wealth Advisors Private Limited

CIN : U67190MH2006PTC162465

Registered office: Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai- 400 030

E Mail: cosec@askgroup.in

NOTES

1. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
2. The attendance slip for the members is annexed hereto this notice. Members should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
3. Explanatory Statement as required to be furnished under Section 102 of the Companies Act, 2013 is annexed to this notice.
4. Pursuant to Secretarial Standard-2 on “General Meetings” issued by the Institute of Company Secretaries of India (ICSI), brief resume and relevant details of the Directors proposed to be appointed at the ensuing Annual General Meeting is stated in the Annexure to the Notice.
5. Pursuant to Secretarial Standard-2 on “General Meetings” issued by the Institute of Company Secretaries of India (ICSI), route map of the venue of the meeting is stated in the Annexure to the Notice.
6. All the documents/ statutory registers as required under the Companies Act, 2013 read with rules framed thereunder shall be placed at the meeting for inspection by members (including their authorized representatives) and shall also be available for inspection at the registered office of the Company during business hours.

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in the following items in the accompanying Notice of the Annual General Meeting.

Item No. 3 & 4

The Members are informed that during Financial Year 2021-22, pursuant to the payment of approved distribution (one time compensation) as per the Share Purchase Agreement (“SPA”) dated September 6, 2021 (and amendments thereto) entered into amongst: (i) ASK Investment Managers Limited (“ASKIM”); (ii) the parties identified as Sellers under the SPA; and (iii) BCP Topco XII Pte. Ltd. (“Purchaser”) and perquisites that arose on the exercise of Employee Stock Options Plans (ESOPs) by Mr. Rajesh Saluja, CEO & Managing Director, the managerial remuneration paid to them exceeds the statutory limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (“the Act”).

Further, the Board at its meeting held on 8th June, 2022 approved the managerial remuneration paid to Mr. Rajesh Saluja in excess of the statutory limits prescribed under the Act and approved the payment of overall managerial remuneration to all the Directors of the Company in excess of the statutory limits of the Act.

Therefore, pursuant to the provisions of Sections 197 read with Schedule V and all other applicable provisions, if any, of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, the Members are requested to consider and approve the above payment of managerial remuneration in excess of the statutory limits to Mr. Rajesh Saluja, CEO & Managing Director (DIN: 01714168).

Additionally, in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, the Members are requested to consider and grant approval by way of special resolution for the payment of managerial remuneration to all the Directors including Managing Director, on such terms and conditions as may be decided by the Board of Directors from time to time, which may exceed the statutory limit of the Companies Act, 2013 and Schedule V i.e. in excess of 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013.

Except Mr. Rajesh Saluja, none of the Directors or Key Managerial Personnels (KMPs) of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of the accompanying Notice.

All directors are deemed to be concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 to the extent of remuneration or fees that may be received by them.

ASK Wealth Advisors Private Limited

CIN : U67190MH2006PTC162465

Registered office: Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai- 400 030

E Mail: cosec@askgroup.in

Mr. Rajesh Saluja is not related to any other Directors or Key Managerial Personnels (KMPs) of the Company.

**By order of the Board
For ASK Wealth Advisors Private Limited**

Sd/-

Priya Shah

Company Secretary

(ICSI Membership No. ACS 48128)

Place: Mumbai

Date: 8th June, 2022

Registered Office:

Birla Aurora, 16 Level,
Office Floor 9, Dr. Annie Besant Road,
Worli, Mumbai - 400 030.

ASK Wealth Advisors Private Limited

CIN : U67190MH2006PTC162465

Registered office: Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai- 400 030

E Mail: cosec@askgroup.in**NOTES TO THE EXPLANATORY STATEMENT IN TERMS OF CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA****Information about the Appointee**

	Particulars	Mr. Rajesh Saluja
1	Age	55 years
2	Qualifications	Master's degree in marketing management from the University of Bombay
3	Experience	Over 27 years of experience in finance and capital markets
4	Terms & Conditions of appointment	Re-appointment as Director of the Company, liable to retire by rotation to comply with the provisions of Section 152 of the Companies Act, 2013
5	Remuneration proposed	As per existing approved terms of appointment
6	Remuneration last drawn	During the FY 2021-22, an aggregate amount of Rs. 54,46,61,779 was paid towards salary, retirement benefits, and perquisites (excluding outstanding stock options and stock appreciation rights).
7	Date of first appointment	12 th September, 2007
8	Shareholding in the Company	Nil
9	Relationship with other Directors, Manager and other KMPs	Nil
10	Number of Meetings of the Board attended during the year	7/7
11	Other Directorships	1. ASK Family Office and Investment Advisers Private Limited 2. ASK Financial Holdings Private Limited
12	Membership/ Chairmanship of Committees of other Boards	As per below table

Sr. No.	Name of the Company	Name of the Committee	Chairman / Member
1	ASK Financial Holdings Private Limited	Risk Management Committee	Member

ASK Wealth Advisors Private Limited

CIN : U67190MH2006PTC162465

Registered office: Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai- 400 030

E Mail: cosec@askgroup.in

ATTENDANCE SLIP

16TH ANNUAL GENERAL MEETING OF THE COMPANY ON 28TH JULY, 2022

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s)	
No. of Shares held	
<p>I/We hereby record my/our presence at the Annual General Meeting of the Members of the Company held on Thursday, 28th July, 2022 at 2.45 p.m. at the Registered Office of the Company at Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai- 400 030</p> <p>.....</p> <p>Member's Folio No./DP ID & Client ID</p> <p>Member's Signature</p> <p>Note:</p> <p>1. Please fill in the Folio No./DP ID & Client ID, Name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL</p> <p>.....</p> <p>Member's name (in Block Letters)</p>	

Note: PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

ASK Wealth Advisors Private Limited

CIN : U67190MH2006PTC162465

Registered office: Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai- 400 030

E Mail: cosec@askgroup.in

ROUTE MAP

Google Maps Birla Aurora Century Bhavan

