

## NOTICE

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the Members of ASK Investment Managers Limited will be held on Tuesday, 8<sup>th</sup> August, 2023 at 5:00 p.m. through video conferencing to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. The Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
  - b. The Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Rohokale (DIN: 01896946), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. **To regularize appointment of Mr. Prateek Roongta (DIN: 00622797) as a Director of the Company in capacity of nominee director of BCP Topco XII Pte. Ltd. (“Blackstone”)**

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

**“RESOLVED THAT** pursuant to Sections 149, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the approval of Board of Directors appointing Mr. Prateek Roongta (DIN: 00622797) as an Additional Director in the capacity of Nominee Director representing BCP Topco XII Pte. Ltd. (**“Blackstone”**) with effect from 7<sup>th</sup> June, 2023, the consent of the members be and is hereby accorded for the appointment of Mr. Prateek Roongta (DIN: 00622797) as nominee director of the Company, representing Blackstone with immediate effect.



**RESOLVED FURTHER THAT** Mr. Sameer Koticha (DIN: 00075145), Chairman, Mr. Sunil Rohokale (DIN: 01896946), CEO & Managing Director, Mr. Himanshoo Bohara, Chief Financial Officer, Ms. Poonam Tanwani, Company Secretary and/ or Mr. Amit Gupta, Compliance Officer (“**Authorized Persons**”) of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all documents or writings which are necessary, proper or expedient for the purpose of the appointment of Mr. Prateek Roongta (DIN: 00622797) as Director of the Company and giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Maharashtra, Mumbai and intimating and filing the necessary documents with any other concerned authority or such other regulatory body and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** a copy of the above resolution certified to be true by any of the Directors and/ or Key Managerial Personnel of the Company be forwarded to the concerned authorities for necessary action.”

**By order of the Board  
For ASK Investment Managers Limited**

**Sd/-  
Poonam Tanwani  
Company Secretary  
(ICSI Membership No. ACS 19182)**

**Place: Mumbai  
Date: 14<sup>th</sup> July, 2023**

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

**ASK Investment Managers Limited**

CIN : U65993MH2004PLC147890

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E Mail: [cosec@askgroup.in](mailto:cosec@askgroup.in)

## NOTES

1. Pursuant to the Ministry of Corporate Affairs (“MCA”) General Circular 10/2022 dated December 28, 2022, General Circular No. 2/2022 dated May 5, 2022 read with General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021 and General Circular No. 21/2021 dated December 14, 2021 (collectively referred to as ‘**MCA Circulars**’), companies are allowed to hold the AGM through VC/OAVM, without the physical presence of the Members at a common venue.

Hence, in compliance with the MCA Circulars, the provisions of the Companies Act, 2013 (“Act”) and the MCA circulars, the 19<sup>th</sup> Annual General Meeting (‘AGM’) of the Company is being conducted through VC / OAVM without the physical presence of the Members and shall be deemed to take place at the Registered Office of the Company situated at Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai - 400 030.

Members can join the AGM through VC 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.

2. Pursuant to the provisions of Section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, in terms of the MCA, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. In case if the member is a Body Corporate/Institution, then they are requested to send scanned copy (PDF/JPG format) of its board or governing body resolution/authorization, authorizing its representative(s) to attend the AGM through VC on its behalf. The said resolution/authorization shall be emailed, through its registered email address to Ms. Poonam Tanwani, Company Secretary at [poonam.tanwani@askgroup.in](mailto:poonam.tanwani@askgroup.in).
4. Explanatory Statement as required to be furnished under Section 102 of the Companies Act, 2013 for item 3 is annexed to this notice.
5. Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.askfinancials.com](http://www.askfinancials.com).

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7. 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 will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 8<sup>th</sup> August, 2023. Members seeking to inspect such documents can send an email to [cosec@askgroup.in](mailto:cosec@askgroup.in).
8. 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 General Meeting is stated in the Annexure to the Notice.
9. Members who would like to ask any questions on the financial statements are requested to send their queries through email on [cosec@askgroup.in](mailto:cosec@askgroup.in) at least 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.
10. For any further correspondence or Members who need technical assistance relating to attending the AGM through VC, can reach Ms. Poonam Tanwani, Company Secretary at [poonam.tanwani@askgroup.in](mailto:poonam.tanwani@askgroup.in).

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

**Item No. 3**

Pursuant to the terms of the (A) Share Purchase Agreement (“SPA”) entered into amongst the Company, the Parties identified as Sellers under the SPA and BCP Topco XII Pte. Ltd. (“Blackstone”) dated September 6, 2021, the amendment agreement to the SPA dated February 5, 2022; and letter amendment agreement to SPA dated February 10, 2022 (B) Shareholders’ Agreement (“SHA”) entered into amongst (i) the Company, (ii) Mr. Sameer Koticha, (iii) Fortress Trust, (iv) Mr. Sunil Rohokale, (v) Mr. Bharat Shah, (vi) Mr. Rajesh Saluja, (vii) Mr. Amit Bhagat; and (viii) Blackstone dated September 6, 2021, and the amendment agreement to the SHA dated February 5, 2022, the Board has approved the appointment of Mr. Prateek Roongta as an additional Non-Executive Nominee Director of the Company representing Blackstone at the Board Meeting held on 7<sup>th</sup> June, 2023.

Pursuant to the provisions of Section 152 of Companies Act, 2013, the regularization of aforesaid appointment from additional director to director requires approval of Members of the Company through ordinary resolution at a duly convened General Meeting.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no. 3 of the accompanying Notice in relation to regularization of appointment of above named Director of the Company for approval of the members.

A Note in terms of Clause 1.2.5 of secretarial standards on general meetings (SS-2) issued by the Institute of Company Secretaries of India in relation to the details of above mentioned Director is duly enclosed herewith.

Except Mr. Prateek Roongta, 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. Mr. Prateek Roongta is not related to any other Directors or Key Managerial Personnels (KMPs) of the Company.

**By order of the Board  
For ASK Investment Managers Limited**

**Sd/-  
Poonam Tanwani  
Company Secretary  
(ICSI Membership No. ACS 19182)**

**Place: Mumbai  
Date: 14<sup>th</sup> July, 2023**

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**NOTES TO THE EXPLANATORY STATEMENT IN TERMS OF CLAUSE 1.2.5 OF  
SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE  
INSTITUTE OF COMPANY SECRETARIES OF INDIA**

**Information about the Appointees**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Mr. Sunil Rohokale</b>	<b>Mr. Prateek Roongta</b>
1	Age	53 Years	46 Years
2	Qualifications	1. Bachelor Degree in Engineering, University of Poona 2. MBA From University of Poona	1. Bachelor Degree in Commerce, University of Delhi 2. Chartered Accountant (CA) from Institute of Chartered Accountants of India (ICAI) 3. Company Secretary (CS) from Institute of Company Secretaries of India (ICSI) 4. MBA from IIM, Ahmedabad
3	Experience	He has been associated with the Group since 2008 and has been on the Board since 2020. He has over 25 years of vast experience in the Banking and Finance industry. He was previously associated with ICICI Bank.	He is a Managing Director at Blackstone Advisors India Private Limited and is responsible for providing strategic direction and leadership to Blackstone portfolio companies in India. Mr. Roongta has more than 20 years' experience in advising Banks and NBFCs on topics of strategy, operations and digital transformation. Previously, he worked at Boston Consulting Group, True North Managers LLP and Kearney.
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	As per the terms of the Share Holders Agreement dated September 6, 2021
5	Remuneration proposed	As per existing approved terms of appointment	Nil

6	Remuneration last drawn	During F.Y. 2022-23, an aggregate amount of Rs. 42,19,51,221 was paid towards salary, retirement benefits, and perquisites (excluding outstanding stock options and stock appreciation rights)	Nil
7	Date of first appointment	06/02/2012	07/06/2023
8	Shareholding in the Company	Nil	Nil
9	Relationship with other Directors, Manager and other KMPs	None	None
10	Number of Meetings of the Board attended during the year	6/6	NA
11	Other Directorships	<ol style="list-style-type: none"> <li>1. ASK Wealth Advisors Private Limited</li> <li>2. ASK Property Investment Advisors Private Limited</li> <li>3. ASK Family Office and Investment Advisers Private Limited</li> <li>4. ASK Pravi Capital Advisors Private Limited</li> <li>5. ASK Financial Holdings Private Limited</li> <li>6. ASK Property Advisory Services Private Limited*</li> <li>7. Nivara Home Finance Limited</li> <li>8. Geetanjali and Sunil Rohokale Foundation</li> <li>9. ASK Capital Management Pte. Limited, Singapore</li> <li>10. ASK India Real Estate Special Opportunities Fund Pte. Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Fino Payments Bank Limited</li> <li>2. Aadhar Housing Finance Limited</li> <li>3. Fino Paytech Limited</li> <li>4. ASK Wealth Advisors Private Limited</li> </ol>

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		11. ASK India Real Estate Special Situations Fund Pte. Limited 12. ASK India Real Estate Special Opportunities Fund IV VCC 13. ASK Investment Funds 1 VCC 14. ASK Investment Funds ICAV 15. ASK Investment Fund 2 VCC	
12	Membership/ Chairmanship of Committees of other Boards	As per below table	None

*\*under the process of strike-off*

#### **Committee details for Mr. Sunil Rohokale**

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

#### **ASK Investment Managers Limited**

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**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC (MICROSOFT TEAMS) ARE AS UNDER:**

1. The invitation through link to join the AGM will be sent to the Members on their registered email IDs latest by 3<sup>rd</sup> August, 2023.
2. Members may attend this AGM, by following the invitation link sent to their registered email IDs. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
3. In case of Android/Iphone connection, participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ Apple App Store.
4. Further, members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
5. Please note that participants connecting from mobile devices or tablets or through Laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who need assistance before or during the AGM, can contact Ms. Poonam Tanwani, Company Secretary, at +91 9099097753 or email her at [poonam.tanwani@askgroup.in](mailto:poonam.tanwani@askgroup.in).

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