

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 15th Annual General Meeting of the Members of ASK Wealth Advisors Private Limited will be held at a shorter notice on Wednesday, 29th September, 2021 at 1:30 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, 2021 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Rohokale (DIN: 01896946), who retires by rotation as a Director, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To regularize appointment of Mr. Toshan Tamhane (DIN: 08941304) as an Independent Director of the Company**

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Schedule IV of the Act, (including any statutory amendment(s), modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Mr. Toshan Tamhane (DIN: 08941304) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective 20th November, 2020 and who holds office till this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 20th November, 2020 up to 19th November, 2025, not subject to retirement by rotation.

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149, 197, and other applicable provisions, if any, of the Companies Act 2013, read with applicable rules made there under (including any statutory amendment(s), modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Mr. Toshan Tamhane (DIN: 08941304), be paid such fees and remuneration and the profit – related Commission as the Nomination and Remuneration Committee and / or the Board of Directors may approve from time to time which shall however be subject to the limits prescribed in the Act;

RESOLVED FURTHER THAT Mr. Sunil Rohokale (DIN: 01896946), Director, Mr. Rajesh Saluja (DIN: 01714168), CEO & Managing Director and Ms. Priya Shah, Company Secretary of the Company

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be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to this resolution including filing necessary forms with the Registrar of Companies, Maharashtra at Mumbai.”

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

Sd/-

Priya Shah

Company Secretary

(ICSI Membership No. ACS 48128)

Place: Mumbai

Date: 24th September, 2021

Registered Office:

Birla Aurora, 16 Level,

Office Floor 9, Dr. Annie Besant Road,

Worli, Mumbai - 400 030.

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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.
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.

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EXPLANATORY STATEMENT

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 Item no. 3 in the accompanying Notice of the Annual General Meeting.

Item No. 3

To regularize appointment of Mr. Toshan Tamhane (DIN: 08941304) as an Independent Director of the Company

The Board of Directors appointed Mr. Toshan Tamhane, as an Additional Director in the capacity of Independent Director as per Section 161(1) of the Companies Act, 2013 ('the Act') for a period of five years effective from 20th November, 2020 by passing resolution through circulation on 21st November, 2020. As per the terms of appointment, Mr. Toshan Tamhane, shall hold office upto the date of the ensuing Annual General Meeting and is eligible for appointment as Independent Director.

The Company has received a notice in writing from Mr. Toshan Tamhane under Section 160 of the Act proposing his candidature for the office of Director of the Company. As per the disclosure received from him at the beginning of the Financial Year 2021-22, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Company has received a declaration under sub-section (7) of Section 149 of the Companies Act, 2013 from him at the beginning of the Financial Year 2021-22, stating that he has not been debarred from holding the office of Director and meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mr. Toshan Tamhane fulfils the conditions for appointment as an Independent Director as specified in the Act and he is independent of the management and possesses appropriate skills, experience and knowledge.

A Note in terms of Clause 1.2.5 of secretarial standard on general meetings (SS-2) issued by the Institute of Company Secretaries of India in relation to the details of Mr. Toshan Tamhane is enclosed herewith.

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 Mr. Toshan Tamhane as an Independent Director of the Company for approval of the members.

Except Mr. Toshan Tamhane, 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. Toshan Tamhane 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: 24th September, 2021

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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 Appointees**

	Particulars	Mr. Sunil Gangadhar Rohokale	Mr. Toshan Ajay Tamhane
1	Age	51 Years	42 Years
2	Qualifications	B.E., MBA	Holds Degree of Diploma in Management from The Indian Institute of Management
3	Experience	He has been associated with the Group since 2008 and has been on the Board of ASK Investment Managers Limited ('Holding Company') since 2012. He has over 24 years of vast experience in the Banking and Finance industry. He was previously associated with ICICI Bank.	Mr. Toshan is the Global Chief Digital Officer & Head Strategic Initiatives for UPL, the 5th largest agri-chemicals player in the world since Jan 2021. Prior to this, he was a Senior Partner with McKinsey & Company, having joined the firm in 2002. He has extensive experience in digital & analytics, having served some of the leading unicorns & decacorns in Asia across Financial Services, Healthcare, Travel & Transportation as well as traditional players (telcos, retailers, conglomerates) seeking to transform their business models. He has also led over 110+ M&A/JVs/ diligences for financial and strategic investors (incl some of the world's largest PE players and SWFs).
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 appointment letter, for a term of five years and is not liable to retire by rotation.
5	Remuneration proposed	NIL	<ul style="list-style-type: none"> Sitting Fees for attending Board and Committee Meetings profit related commission up to maximum of Rs. 25 lacs per annum within the limit of 1% of Net Profits of the Company will be paid subject to approval of Board.
6	Remuneration last drawn	NIL	NIL
7	Date of first appointment	16 th August, 2018	20 th November, 2020
8	Shareholding in the Company	None	None

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9	Relationship with other Directors, Manager and other KMPs	None	None
10	Number of Meetings of the Board attended during the year	9/9	4/4 [#]
11	Other Directorships	<ol style="list-style-type: none"> 1. Nivara Home Finance Limited 2. ASK Investment Managers Limited 3. ASK Property Advisory Services Privatelimited 4. ASK Family Office and Investmentadvisers Private Limited 5. ASK Property Investment Advisors Private Limited 6. ASK Pravi Capital Advisors Private Limited 7. ASK Financial Holdings Private Limited 8. Geetanjali and Sunil Rohokale Foundation 9. ASK Capital Management Pte. Limited, Singapore 10. ASK India Real Estate Special Opportunities Fund Pte. Limited 11. ASK India Real Estate Special Situations Fund Pte. Limited 	NIL
12	Membership/ Chairmanship of Committees of other Boards	As per below table	NIL

Mr. Toshan Ajay Tamhane was appointed as Additional Director effective from 20th November, 2020.

Sr. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	ASK Investment Managers Limited	Audit Committee	Member
2.	ASK Investment Managers Limited	Corporate Social Responsibility Committee	Member
3.	ASK Investment Managers Limited	Risk Management Committee	Member
4.	ASK Financial Holdings Private Limited	Risk Management Committee	Member

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ATTENDANCE SLIP

15TH ANNUAL GENERAL MEETING OF THE COMPANY ON 29TH SEPTEMBER, 2021

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 Wednesday, 29th September, 2021 at 1.30 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 name (in Block Letters)</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>	

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

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ROUTE MAP

Google Maps Birla Aurora Century Bhavan

