

ASK Financial Holdings Private Limited

CIN : U74999MH2010PTC199927

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

E Mail: lijo.varghese@askgroup.in

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that Second Extra-Ordinary General Meeting (EGM) of the Members of ASK Financial Holdings Private Limited for the Financial Year 2021-22 (EGM No. 2/2021-22) will be held at a shorter notice on Friday, 11<sup>th</sup> February, 2022 at 7:15 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 business:

### **SPECIAL BUSINESS**

#### **1. To adopt new set of Articles of Association of the Company**

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

“**RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any of the Companies Act, 2013 and the provisions of the rules and regulations framed thereunder, the consent of the members be and is hereby accorded for the adoption of the new set of Articles placed hereunder in supersession of the existing articles of association of the Company.

**RESOLVED FURTHER THAT** Mr. Maneesh Yadav (DIN: 07670597), CEO & Managing Director, Mr. Sunil Rohokale (DIN: 01896946), Director, Mr. Palak Shah, Chief Financial Officer and Mr. Lijo Varghese, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary including but not limited to signing, executing, filing necessary Forms, Returns, Documents with Registrar of Companies and such authorities as may be necessary for the purpose of giving effect to the aforesaid resolutions.

**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.”

#### **2. To regularize appointment of Mr. Ganesh Mani (DIN: 08385423) as a Director of the Company in capacity of nominee director of BCP Topco XII Pte. Ltd. (Purchaser)**

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

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Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ganesh Mani (DIN: 08385423) who was appointed as an Additional Director in the capacity of Nominee Director of BCP Topco XII Pte. Ltd. (**Purchaser**) by the Board of Directors with effect from 11<sup>th</sup> February, 2022, the consent of the members be and is hereby accorded for the appointment of Mr. Ganesh Mani (DIN: 08385423) as director of the Company, as nominee of the Purchaser, with immediate effect.

**RESOLVED FURTHER THAT** Mr. Maneesh Yadav (DIN: 07670597), CEO & Managing Director, Mr. Sunil Rohokale (DIN: 01896946), Director, Mr. Palak Shah, Chief Financial Officer and Mr. Lijo Varghese, Company Secretary (“**Authorized Persons**”) of the Company be and are hereby severally authorized to do all such acts, deeds, steps and things and execute all documents or writings which are necessary, proper or expedient for the purpose of the appointment of Mr. Ganesh Mani (DIN: 08385423), as director of the Company and giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies 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.”

**3. To regularize appointment of Mr. Himanshu Dodeja (DIN: 07624809) as a Director of the Company in capacity of nominee director of BCP Topco XII Pte. Ltd. (Purchaser)**

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), Mr. Himanshu Dodeja (DIN: 07624809) who was appointed as an Additional Director in the capacity of Nominee Director of BCP Topco XII Pte. Ltd. (**Purchaser**) by the Board of Directors with effect from 11<sup>th</sup> February, 2022, the consent of the members be and is hereby accorded for the appointment of Mr. Himanshu Dodeja (DIN: 07624809) as director of the Company, as nominee of the Purchaser, with immediate effect.

**RESOLVED FURTHER THAT** Mr. Maneesh Yadav (DIN: 07670597), CEO & Managing Director, Mr. Sunil Rohokale (DIN: 01896946), Director, Mr. Palak Shah, Chief Financial Officer and Mr. Lijo Varghese, Company Secretary (“**Authorized Persons**”) of the Company be and are hereby severally authorized to do all such acts, deeds, steps and things and execute

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all documents or writings which are necessary, proper or expedient for the purpose of the appointment of Mr. Himanshu Dodeja (DIN: 07624809), as director of the Company and giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies 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.”

**4. To regularize appointment of Mr. Aniket Damle (DIN: 08538557) as a Director of the Company in capacity of nominee director of BCP Topco XII Pte. Ltd. (Purchaser)**

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), Mr. Aniket Damle (DIN: 08538557) who was appointed as an Additional Director in the capacity of Nominee Director of BCP Topco XII Pte. Ltd. (**Purchaser**) by the Board of Directors with effect from 11<sup>th</sup> February, 2022, the consent of the members be and is hereby accorded for the appointment of Mr. Aniket Damle (DIN: 08538557) as director of the Company, as nominee of the Purchaser, with immediate effect.

**RESOLVED FURTHER THAT** Mr. Maneesh Yadav (DIN: 07670597), CEO & Managing Director, Mr. Sunil Rohokale (DIN: 01896946), Director, Mr. Palak Shah, Chief Financial Officer and Mr. Lijo Varghese, Company Secretary (“**Authorized Persons**”) of the Company be and are hereby severally authorized to do all such acts, deeds, steps and things and execute all documents or writings which are necessary, proper or expedient for the purpose of the appointment of Mr. Aniket Damle (DIN: 08538557), as director of the Company and giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies 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.

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**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 Financial Holdings Private Limited**

Sd/-

**Place: Mumbai**

**Date: 11<sup>th</sup> February, 2022**

**Lijo Varghese  
Company Secretary  
(ICSI Membership No. ACS 43287)**

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### **NOTES**

1. Corporate Members intending to send their authorized representatives to attend the Extra-ordinary General Meeting (EGM) are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the EGM.
2. The attendance slip for the members is annexed hereto this notice.
3. 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.
4. Explanatory Statement as required to be furnished under Section 102 of Companies Act, 2013 is annexed to this 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. 1 to 4 in the accompanying Notice of the Extra-ordinary General Meeting.

### Item No. 1

In order to give effect to the terms of the: (A) Share Purchase Agreement (“SPA”) entered into amongst ASK Investment Manager Limited (“ASKIM”), the Ultimate Holding Company of the Company, the parties identified as Sellers under the SPA and BCP Topco XII Pte. Ltd. (“Purchaser”) 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) ASKIM, (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) the Purchaser dated September 6, 2021 and the amendment agreement to the SHA dated February 5, 2022, the Board at its meeting held on the same day viz., February 11, 2022, approved and recommended to the Members of the Company, new set of articles of Association of the Company to reflect the revised understanding of the shareholders of ASKIM in relation to the conduct and management of the business and affairs of the Company and other matters as stated in the SHA. The Company is required to comply with terms of the said Agreements, as being step down subsidiary of ASKIM.

Pursuant to the provisions of Section 14 of Companies Act, 2013, the aforesaid adoption requires approval of Members of the Company through special resolution at a duly convened General Meeting.

Accordingly, the Board of Directors recommends the Special Resolution as set out at item no. 1 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested or concerned in the proposed resolution.

### Item No. 2, 3 & 4

In order to give effect to the terms of the (A) Share Purchase Agreement (“SPA”) entered into amongst ASK Investment Manager Limited (“ASKIM”), Ultimate Holding Company of the Company, the Parties identified as Sellers under the SPA and BCP Topco XII Pte. Ltd. (“Purchaser”) dated September 6, 2021, and 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) ASKIM, (ii) Mr. Sameer Koticha, (iii) Fortress Trust, (iv) Mr. Sunil Rohokale, (v) Mr. Bharat Shah, (vi) Mr. Rajesh Saluja, (vii)

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Mr. Amit Bhagat; and (viii) the Purchaser dated September 6, 2021, and the amendment agreement to the SHA dated February 5, 2022, the Board has approved the appointment of Mr. Ganesh Mani, Mr. Himanshu Dodeja and Mr. Aniket Damle as an additional non-executive Purchaser Nominee Directors of the Company at its meeting held on the same day viz., February 11, 2022.

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

Accordingly, the Board recommends the Ordinary Resolutions as set out at item no. 2 & 3 of the accompanying Notice in relation to regularization of appointment of above named Directors of the Company for approval of the members.

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 above mentioned Directors are duly enclosed herewith.

Except above named Directors, 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. 2 & 3 of the accompanying Notice. The above named Directors are not related to any other Directors or Key Managerial Personnels (KMPs) of the Company.

**For ASK Financial Holdings Private Limited**

Sd/-

**Lijo Varghese**

**Company Secretary**

**(ICSI Membership No. ACS 43287)**

**Place: Mumbai**

**Date: 11<sup>th</sup> February, 2022**

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**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**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Ganesh Mani</b>	<b>Himanshu Dodeja</b>	<b>Aniket Damle</b>
1	Age	34 years	40 years	27 years
2	Qualifications	B. Tech. in Mechanical Engineering from the Indian Institute of Technology Bombay.	Attorney, The New York State Bar Association and Attorney, The Bar Council of India.	Bachelor in Mechanical Engineering from Indian Institute of Technology Bombay.
3	Experience	Mr. Ganesh Mani is a Managing Director in Blackstone's Private Equity Group. Since joining Blackstone in 2011, Mr. Mani has been involved in Blackstone's investments in Sona Comstar, Aadhar Housing Finance, Trans Maldivian Airways, IBS Software, International Tractors Limited, CMS Info Systems, Multi Commodity Exchange of India Ltd., and Jagran Prakashan. Mr. Mani is involved in the evaluation of investment opportunities in the pharma and healthcare, financial services, automotive, and specialty chemicals	Mr. Himanshu Dodeja is a Managing Director, and Head of Legal, of Blackstone India, based in Mumbai. Mr. Dodeja focuses on mergers & acquisitions, private equity, capital market initiatives of the firm, and on all the legal matters. Mr. Dodeja is also on the board of various companies in India.  Before joining Blackstone in 2016, Mr. Dodeja was a partner at Cyril Amarchand Mangaldas in Mumbai, where he focused on private equity, M&A	Mr. Aniket Damle is an Associate in the Blackstone Private Equity Group based in Mumbai. Mr. Damle joined Blackstone in 2017. Since joining Blackstone, he has been involved in the execution of Blackstone's investments in EPL Limited (formerly known as Essel Propack Limited), Sona BLW, Piramal Glass and VFS Global. Prior to joining Blackstone in 2017, he worked as a management consultant with McKinsey & Company.



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		sectors in South Asia. Mr. Mani currently serves on the Board of Directors of Sona Comstar. Before joining Blackstone, Mr. Mani was an Associate at the Boston Consulting Group.	transactions, special situations, and advised many other marquee private equity investors.	
4	Terms & Conditions of appointment	As per appointment letter	As per appointment letter	As per appointment letter
5	Remuneration proposed	NIL	NIL	NIL
6	Remuneration last drawn	NIL	NIL	NIL
7	Date of first appointment	11 <sup>th</sup> February, 2022	11 <sup>th</sup> February, 2022	11 <sup>th</sup> February, 2022
8	Shareholding in the Company	NIL	NIL	NIL
9	Relationship with other Directors, Manager and other KMPs	NA	NA	NA
10	Number of Meetings of the Board attended during the year	0	0	0
11	Other Directorships	1	3	1
12	Membership/ Chairmanship of Committees of other Boards	As per below table	As per below table	As per below table

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#### Committee details for Mr. Ganesh Mani

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Chairman / Member</b>
1.	Sona BLW Precision Forgings Limited	Audit Committee	Member
2.	Sona BLW Precision Forgings Limited	Corporate Social Responsibility Committee	Member
3.	Sona BLW Precision Forgings Limited	Risk Management Committee	Member
4.	Sona BLW Precision Forgings Limited	Capex Committee	Member
5.	Sona BLW Precision Forgings Limited	ESG Committee	Member

#### Committee details for Mr. Himanshu Dodeja

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Chairman / Member</b>
1.	Future Lifestyle Fashions Limited	Audit Committee	Member

#### Committee details for Mr. Aniket Damle

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Chairman / Member</b>
1.	EPL Limited (formerly known as Essel Propack Limited)	Risk Management Committee	Member
2.	EPL Limited (formerly known as Essel Propack Limited)	Security Committee	Member



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## ROUTE MAP

Google Maps Birla Aurora Century Bhavan

