

ASK Investment Managers Limited

CIN : U65993MH2004PLC147890

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

E Mail: cosec@askgroup.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Second Extra-ordinary General Meeting of the Members of ASK Investment Managers Limited for the Financial Year 2021-22 (EGM No. 2/2021-22) will be held at a shorter notice on Friday, February 11, 2022 at 6.00 P.M. through Video Conference (Microsoft Teams) 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. Sameer Koticha (DIN: 00075145), Chairman, Mr. Sunil Rohokale (DIN: 01896946), CEO & Managing Director, Mr. Himanshu Bohara, Chief Financial Officer and/ or Ms. Poonam Tanwani, 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. Amit Dixit (DIN: 01798942) 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. Amit Dixit (DIN: 01798942) 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

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from 11th February, 2022, the consent of the members be and is hereby accorded for the appointment of Mr. Amit Dixit (DIN: 01798942) as director of the Company, as nominee of the Purchaser, 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 Amit Gupta, Compliance Officer (“**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. Amit Dixit (DIN: 01798942), 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. Ganesh Mani 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. 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 11th 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. 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 Amit Gupta, Compliance Officer (“**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

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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. Nitin Rakesh 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. Nitin Rakesh (DIN: 00042261) 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 11th February, 2022, the consent of the members be and is hereby accorded for the appointment of Mr. Nitin Rakesh (DIN: 00042261) as director of the Company, as nominee of the Purchaser, 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 Amit Gupta, Compliance Officer (“**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. Nitin Rakesh (DIN: 00042261), 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 Investment Managers Limited**

Sd/-

Poonam Tanwani

Company Secretary

(ICSI Membership No. ACS 19182)

Place: Mumbai

Date: 11th February, 2022

Registered Office:

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NOTES

1. This Extra-ordinary General Meeting (EGM) is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 22/2020 dated June 15, 2020, MCA Circular No. 33/2020 dated September 28, 2020, MCA Circular No. 39/2020 dated December 31, 2020, MCA Circular No. 10/2021 dated June 23, 2021 and MCA Circular No 20/2021 dated December 08, 2021.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM and participate thereat and cast their votes. Corporate Members intending to authorize their representatives to attend the EGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the EGM.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a prerequisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, Members have to attend and participate in the ensuing EGM through video conference (Microsoft teams).
4. Members can join the EGM through Microsoft Teams 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The attendance of the Members attending the EGM through Microsoft Teams will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.askfinancials.com.
7. 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.
8. Explanatory Statement as required to be furnished under Section 102 of Companies Act, 2013 is annexed to this 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 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) 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) 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 the Company in relation to the conduct and management of the business and affairs of the Company and other matters as stated in the SHA.

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 recommend 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 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) 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) 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. Amit Dixit, Mr. Ganesh Mani and Mr. Nitin Rakesh as an additional non-executive Purchaser Nominee Directors of the Company at its meeting held on the same day viz., February 11, 2022.

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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 & 4 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 & 4 of the accompanying Notice. The above named Directors are 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: 11th 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**

Sr. No.	Particulars	Amit Dixit	Ganesh Mani	Nitin Rakesh
1	Age	49 years	34 years	50 years
2	Qualifications	MBA from Harvard Business School, MS in Engineering from Stanford University and a B.Tech. from Indian Institute of Technology Mumbai where he was awarded the Director's Silver Medal for graduating at the top of his program.	B. Tech. in Mechanical Engineering from the Indian Institute of Technology Bombay.	Bachelor's degree in Engineering (Computer Science) from Delhi Institute of Technology, Delhi University and Master's in Management from Narsee Monjee Institute of Management Studies, Mumbai and an alumni of Harvard Business School's CEO Workshop.
3	Experience	Mr. Amit Dixit is the Head of Asia for Blackstone Private Equity. Since joining Blackstone in 2007, Mr. Dixit has been involved with various investments and investment opportunities in India and South Asia. Previously, Mr. Dixit was a Principal at Warburg Pincus. He currently serves as a Director of several companies including Mphasis, TaskUs, Aadhar, Essel Propack,	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	Mr. Nitin Rakesh has a working experience of more than two decades. He joined Mphasis as its Chief Executive Officer and Director in January 2017. Under Nitin's leadership, Mphasis set a record of highest deal wins in the history of the company. Prior to joining Mphasis, he was the Chief Executive Officer and President of Syntel (a NASDAQ listed IT Services Company). He served at Syntel in various capacities (most

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		<p>Aakash Education, Sona Comstar, IBS Software, Jagran Prakashan, Mid-Day Infomedia and Piramal Glass. Mr. Dixit was previously a Director of Intelenet Global Services, Trans Maldivian Airways, Igarashi Motors India, S.H. Kelkar and Emcure Pharmaceuticals.</p>	<p>evaluation of investment opportunities in the pharma and healthcare, financial services, automotive, and specialty chemicals 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.</p>	<p>recently as the CEO) from 2012 to 2016 and also before that between 2002 and 2008. From 2008 to 2012, he served as the CEO and Managing Director of Motilal Oswal Asset Management Company. In addition, he has worked with the TCG Group, a transnational private equity and investments firm as the Head of Banking & Financial Services Sales at TCG Software Services between 1999 and 2002. Earlier in his career, Nitin worked for Unit Trust of India, setting up offshore mutual funds and secondary Market Research Cell, Product Development and Risk Management divisions.</p>
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 th February, 2022	11 th February, 2022	11 th February, 2022
8	Shareholding in the Company	Nil	Nil	Nil
9	Relationship with other Directors, Manager and other	NA	NA	NA

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	KMPs			
10	Number of Meetings of the Board attended during the year	0	0	0
11	Other Directorships	7	1	1
12	Membership/ Chairmanship of Committees of other Boards	As per below table	As per below table	As per below table

Committee details for Mr. Amit Dixit

Sr. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	Blackstone Advisors India Private Limited	CSR Committee	Member
2.	IBS Software Pte Limited	Audit & Risk Management Committee,	Member
3.	IBS Software Pte Limited	Compensation Committee	Member
4.	Mphasis Limited	Audit Committee	Member
5.	Mphasis Limited	Strategy Committee	Member
6.	Mphasis Limited	Nomination and Remuneration Committee	Member
7.	Mphasis Limited	ESOP Compensation Committee	Member
8.	Sona BLW Precision Forgings Limited	Nomination and Remuneration Committee	Member
9.	Aadhar Housing Finance Limited	Nomination and Remuneration Committee	Member
10.	Aadhar Housing Finance Limited	IPO Committee	Member
11.	EPL Limited (Formerly known as Essel Propack Limited)	Nomination and Remuneration Committee	Member
12.	Aakash Educational Services Limited	Chairman -Digital Business Committee	Chairman

Committee details for Mr. Ganesh Mani

Sr. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	Sona BLW Precision Forgings Limited	Audit Committee	Member

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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. Nitin Rakesh

Sr. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	Mphasis Limited	Treasury and Operations Committee	Member
2.	Mphasis Limited	Share Transfer Committee	Chairman
3.	Mphasis Limited	Stakeholders Relationship Committee	Member
4.	Mphasis Limited	CSR Committee	Member
5.	Mphasis Limited	Risk Governance and Management Committee	Member

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH MICROSOFT TEAMS ARE AS UNDER:

1. The invitation through link to join this meeting will be sent to the Members on their registered email IDs along with this notice.
2. Members may attend this meeting, 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/ 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 this meeting, can contact Mr. Poonam Tanwani, Company Secretary, at +91 9099097753 or email her at poonam.tanwani@askgroup.in

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ROUTE MAP AND PROMINENT LANDMARK OF EGM VENUE AND ATTENDANCE SLIP

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through Microsoft Teams, without the physical presence of the Members.

The attendance of the Members attending the EGM through Microsoft Teams will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 and hence, requirement of Attendance Slip has been done away with for this meeting.