

ASK Property Investment Advisors Private Limited

CIN : U74140MH2009PTC189703

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

E Mail: bhavesh.pandya@askinvestmentadvisors.com

NOTICE

Notice is hereby given that the 14th Annual General Meeting of the Members of ASK Property Investment Advisors Private Limited will be held on Thursday, 28th July, 2022 at 2:30 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, 2022 together with the Reports of Board of Directors and Auditors thereon.

SPECIAL BUSINESS

2. **To approve managerial remuneration paid to Mr. Amit Bhagat, 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 May, 2019 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. Amit Bhagat (DIN: 02529737), 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.

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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. Amit Bhagat (DIN: 02529737), 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. Amit Bhagat (DIN: 02529737), 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.”

3. 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.

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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 Property Investment Advisors Private Limited**

Sd/-

Bhavesh Pandya

Company Secretary

(ICSI Membership No. ACS 29817)

Place: Mumbai

Date: 8th June, 2022

Registered Office:

Birla Aurora, Level 16,

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. 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), route map of the venue of the meeting is stated in the Annexure to the Notice.
5. 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.

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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. 2 & 3

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. Amit Bhagat, 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. Amit Bhagat 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. Amit Bhagat, CEO & Managing Director (DIN: 02529737).

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. Amit Bhagat, 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 of the accompanying Notice.

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All directors are deemed to be concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 to the extent of remuneration or fees that may be received by them.

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

**By order of the Board
For ASK Property Investment Advisors Private Limited**

Sd/-

Bhavesh Pandya

Company Secretary

(ICSI Membership No. ACS 29817)

Place: Mumbai

Date: 8th June, 2022

Registered Office:

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ATTENDANCE SLIP

14TH 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 2.30 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

ASK Property Investment Advisors Private Limited

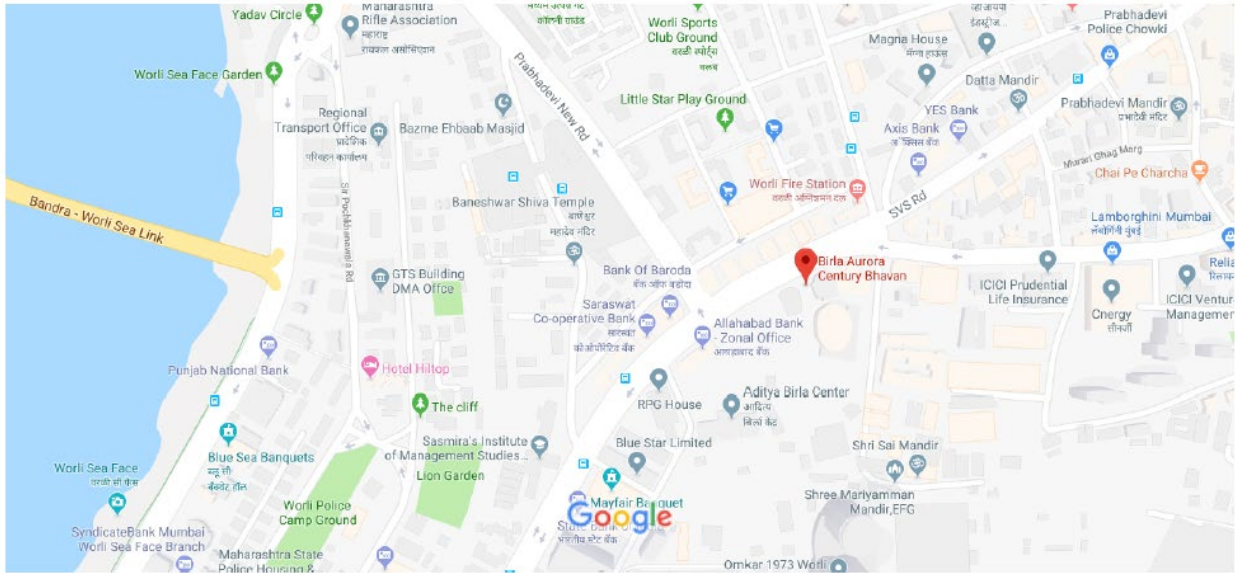
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ROUTE MAP

Google Maps Birla Aurora Century Bhavan



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