

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 OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that First Extra-Ordinary General Meeting (EGM) of the Members of ASK Property Investment Advisors Private Limited for the Financial Year 2021-22 (EGM No. 1/2021-22) will be held at a shorter notice on Friday, 11th February, 2022 at 6:15 PM 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 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 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. Amit Bhagat (DIN: 02529737), CEO & Managing Director, Mr. Sunil Rohokale (DIN: 01896946), Director, Ms. Manju Sharma, Chief Financial Officer and/or Mr. Bhavesh Pandya, 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.

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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 Property Investment Advisors Private Limited

Sd/-

Bhavesh Pandya
Company Secretary
(ICSI Membership No. ACS 29817)

Place: Mumbai
Date: 11th February, 2022

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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.

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 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”), 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) 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 as an additional non-executive Purchaser Nominee Director 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 appointment 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 Resolution as set out in 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 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 Director, 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 in the accompanying Notice. The above named Director is not related to any other Directors or Key Managerial Personnels (KMPs) of the Company.

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**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: 11th February, 2022

Registered Office:

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

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 Appointee

Sr. No.	Particulars	Ganesh Mani
1	Age	34 years
2	Qualifications	B. Tech. in Mechanical Engineering from the 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 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.
4	Terms & Conditions of appointment	As per appointment letter
5	Remuneration proposed	NIL
6	Remuneration last drawn	NIL
7	Date of first appointment	11 th February, 2022
8	Shareholding in the Company	NIL
9	Relationship with other Directors, Manager and other KMPs	NA
10	Number of Meetings of the Board attended during the year	0
11	Other Directorships	1
12	Membership/ Chairmanship of Committees of other Boards	As per below table

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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
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

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ATTENDANCE SLIP

**1st EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY ON 11TH
February, 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 Extra-ordinary General Meeting of the Members of the Company held on Friday, 11th February, 2022 at 6:15 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</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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Google Maps Birla Aurora Century Bhavan

