

**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

**(EGM No. 1/2021-22)**

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the First Extra-ordinary General Meeting of the Members of ASK Investment Managers Limited for the Financial Year 2021-22 (EGM No. 1/2021-22) will be held at a shorter notice on Monday, 12<sup>th</sup> July, 2021 at 11.00 A.M. through Video Conference to transact the following business:

**SPECIAL BUSINESS**

- 1. To amend Articles of Association of the Company 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 relevant rules framed thereunder and the articles of association of the Company and subject to such other approvals, permissions, intimations and consents as may be required under applicable law, the articles of association of the Company be and are hereby altered in the manner as provided below, and the said amendments shall be deemed to be effective from May 22, 2021:

- A. Article 119.1.5 be and is hereby amended and substituted as follows:

*“119.1.5 Notwithstanding anything contained in these Articles, it is hereby clarified that any purchase of Shares by Mr. Lakshmi pathi Chockalingam (“LP”), Mr. Nimesh Mehta (“NM”), Mr. Prateek Agrawal (“PA”), Mr. Raghav Gupta (“RG”) and Mr. Rajesh Nambiar (“RN”) from FCPL, shall not be subject to the execution of the Third Party Deed of Adherence.”*

- B. Article 119.2.4 be and is hereby amended and substituted as follows:

*“119.2.4 Notwithstanding anything contained in Article 119.2.3, AK may Transfer any of the Shares held by him in the Company to Fortress Constructions Private Limited, with the prior written consent of the Investor. It is also hereby clarified that, Fortress Constructions Private Limited may Transfer any Shares that may be held by it in the Company to the Investor, SR, BS, RS, AB, LP, NM, PA, RG, and RN, without taking any party/ entity’s prior written consent.”*

**RESOLVED FURTHER THAT** Mr. Sunil Rohokale (DIN: 01896946), CEO & Managing Director, Mr. Himanshu Bohara, Group CFO & Head Compliance, ASK Group and Mr. Vivek Gupta, Company Secretary of the Company (collectively, **“Authorized Persons”**), be and are hereby severally authorized to do all other acts and deeds as may be necessary, expedient or desirable for giving effect to the above resolution, including filing all necessary forms with the Registrar of Companies and applying for and on behalf of the Company and seeking approvals, consents of and

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making intimations with the necessary parties, including relevant regulatory authorities, as may be required under applicable law, to give effect to the above resolution.”

**By order of the Board  
For ASK Investment Managers Limited**

Sd/-

**Vivek Gupta**

**Company Secretary**

**(ICSI Membership No. ACS 34553)**

**Place: Mumbai**

**Date: 8<sup>th</sup> July, 2021**

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### **NOTES**

1. 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 authorised representatives to attend the EGM and participate thereat and cast their votes. Corporate Members intending to authorize their 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. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite 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).
3. 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.
4. 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.
5. 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](http://www.askfinancials.com).
6. 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.
7. 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 in the accompanying Notice of the Extra-ordinary General Meeting.

#### **Item No. 1**

It is submitted that pursuant to the transfer of 10,575 equity shares of the Company held by Fortress Constructions Private Limited (“**FCPL**”) to Mr. Rajesh Nambiar (“**RN**”) on 24<sup>th</sup> May, 2021, parties on 29<sup>th</sup> June, 2021 entered into Sixth Amendment Agreement to the Shareholders’ Agreement dated 29<sup>th</sup> October, 2016 (as amended) as approved by the Board in its meeting dated 11<sup>th</sup> June 2021 between the Company, Mr. Asit Koticha, Ms. Sneh Koticha Contractor, Mr. Sameer Koticha, Fortress Trust, Fortress Constructions Private Limited, Mr. Sunil Rohokale, Mr. Bharat Shah, Mr. Rajesh Saluja, Mr. Amit Bhagat, AI Global Investments (Cyprus) PCC Limited – ASK Cell and Sherlockal Holdings Limited, which is effective on and from 22<sup>nd</sup> May, 2021.

Accordingly, in terms of provisions of Clause 16 of the Shareholders’ Agreement dated 29<sup>th</sup> October, 2016 as amended (“**SHA**”) and in order to align the provisions of SHA with the Articles of Association of the Company, it is proposed to alter certain provisions of Articles of Association of the Company.

A draft of the proposed amended Articles of Association shall be placed before the members at the extra-ordinary general meeting.

Pursuant to the provisions of Section 14 of Companies Act, 2013, the aforesaid amendment would require 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.

**By order of the Board  
For ASK Investment Managers Limited**

Sd/-

**Vivek Gupta**

**Company Secretary**

**(ICSI Membership No. ACS 34553)**

**Place: Mumbai**

**Date: 8<sup>th</sup> July, 2021**

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

1. The invitation through link to join the EGM will be sent to the Members on their registered email IDs latest by 9<sup>th</sup> July, 2021.
2. Members may attend the EGM, 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.

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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.