

ASK Wealth Advisors Private Limited

CIN : U67190MH2006PTC162465

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

Notice is hereby given that First Extra-Ordinary General Meeting (EGM) of the Members of ASK Wealth Advisors Private Limited for the Financial Year 2021-22 (EGM No. 1/2021-22) will be held at a shorter notice on Monday, 14th June, 2021 at 10.00 AM 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 consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the following amount of the total remuneration of Rs 2,92,30,756 (excluding the variable component of the total remuneration) be and is hereby approved to be paid to Mr. Rajesh Saluja (DIN: 01714168), the CEO & Managing Director of the Company as per the details mentioned below.

Tenure: Current tenure of 5 years effective from 1st April 2019 till 31st March, 2024.

Remuneration: Till 31st March, 2022

Salary & Perquisites:

1	Basic Salary: Rs. 14,61,538/- per month.
2	House Rent Allowance of Rs. 7,52,556/- per month.
3	Special Allowance of Rs. 87,030/- per month.
4	Other Allowances of Rs. 64,605/- per month. (Vehicle Maintenance, Car Lease & Food Vouchers)
5	Personal accidents, life and Mediclaim Insurance Policy as per policy of the Company, (premium not to exceed Rs. 1,50,000/- per annum)
6	Annual Health Check- up as per the Policy of the Company
7	All other entitlements including incentives or allowances as per the Company policy including the discretionary annual bonus (which may exceed the statutory limit as per Companies Act and Schedule V) as may be approved year on year basis as per the policy of the Company and perquisites of ESOP or any other share based employee benefits as may be decided by the Company from time to time.
8	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.
9	LTA Rs. 4,167/-per month.
10	NPS Rs. 66,000/- per month.

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RESOLVED FURTHER THAT the above terms of remuneration may be altered or varied from time to time by the Board in such manner as may be mutually agreed including the amount of discretionary bonus which shall be paid for each financial year.

RESOLVED FURTHER THAT no sitting fees will be paid to the CEO & Managing Director for attending meeting of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT the salary / payout structure to Mr. Rajesh Saluja for the fixed part of the remuneration as above shall be as may be mutually decided between the Company and him from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set above shall be paid as minimum remuneration to Mr. Rajesh Saluja, CEO & Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to this resolution.”

**By order of the Board
For ASK Wealth Advisors Private Limited**

Sd/-

Priya Shah

Company Secretary

(ICSI Membership No. ACS 48128)

Place: Mumbai

Date: 11th June, 2021

Registered Office:

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NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PERSON(S) AS HIS/HER PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE DATE OF THE EXTRAORDINARY GENERAL MEETING. A PROXY SHALL NOT HAVE A RIGHT TO SPEAK AT THE EGM AND SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL.**
2. Pursuant to the provisions of Section 105 of the Companies Act 2013, a person can act as Proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized 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.
4. The attendance slip for the members/proxies and the proxy form is annexed hereto this notice.
5. Explanatory Statement as required to be furnished under Section 102 of the 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

The Members of the Company at their Extra Ordinary General Meeting held on 14th May, 2019 had approved the overall total remuneration to be paid to Mr. Rajesh Saluja, CEO & Managing Director of the Company which was further revised by the Board in its meeting held on 12th December, 2020 as per the powers delegated to it to vary the yearly remuneration from time to time.

Further, pursuant to the policy of the Company and based on the performance review against agreed key performance index, it is proposed to disburse Rs. 2,33,84,604/- as bonus to Mr. Rajesh Saluja, CEO & Managing Director of the Company for the financial year 2020-21 and the same is approved by Board of Directors at its meeting held on 11th June, 2021. As the payment of the aforesaid bonus exceeds the remuneration previously approved by the Members at their Extra Ordinary General Meeting held on 14th May, 2019 and also the limits as per section 197 of the Companies Act, 2013, the approval of the Members is sought for revision in the overall remuneration to Mr. Rajesh Saluja in compliance of Section 196 and 197 of the Companies Act, 2013.

The Board of Directors accordingly recommend the resolution set out at item no. 1 of the accompanying Notice for approval of the Members.

Except Mr. Rajesh Saluja, none of the other Directors or Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, in the proposed resolutions.

**By order of the Board
For ASK Wealth Advisors Private Limited**

Sd/-

Priya Shah

Company Secretary

(ICSI Membership No. ACS 48128)

Place: Mumbai

Date: 11th June, 2021

Registered Office:

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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U67190MH2006PTC162465
Name of the Company	ASK Wealth Advisors Private Limited
Registered Office Address	Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai 400 030

Name of the Member(s):		
Registered Address:		
E-mail Id:	Folio No /Client ID:	DP ID:

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name :	E-mail Id:
Address:	
Signature :	

or failing him

2. Name :	E-mail Id:
Address:	
Signature:	

or failing him

3. Name :	E-mail Id:
Address:	
Signature :	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Members of the Company, to be held on Monday, 14th June, 2021 at 10.00 AM at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Special Business			
1	Revision in remuneration of Mr. Rajesh Saluja, CEO & Managing Director of the Company		

Signed this ____ day of ____ 2021

Signature of Shareholder:.....

Signature of Proxy holder

Affix Revenue Stamps

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Note:

- 1) This form of proxy should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a Member of the Company.

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ROUTE MAP

Google Maps Birla Aurora Century Bhavan

