

**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](mailto:cosec@askgroup.in)

**TRANSCRIPT OF THE PROCEEDINGS OF THE SECOND EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF ASK INVESTMENT MANAGERS LIMITED (“THE COMPANY”) HELD AT A SHORTER NOTICE ON FRIDAY, 11<sup>TH</sup> FEBRUARY, 2022 AT 6.00 P.M. THROUGH VIDEO-CONFERENCING (MICROSOFT TEAMS)**

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Welcome Address by Ms. Poonam Tanwani, Company Secretary with the permission of Mr. Sameer Koticha, Chairman of the Company.

**Poonam Tanwani**-Good Evening - Dear Shareholders

This is Poonam Tanwani – Company Secretary of the Company

I welcome you all to the 2<sup>nd</sup> Extra-ordinary General Meeting of the members of ASK Investment Managers Limited for the financial year 2021-22. This is to inform that Statutory Auditors and Internal Auditors of the Company could not attend the meeting due to pre-occupations. She further informed that Mr. Vivek Narayan Gour, Mr. Jyotin Kantilal Mehta, Mr. Girish Paranjpe, Mr. Amit Dixit, Mr. Ganesh Mani and Mr. Nitin Rakesh, the Directors of the Company couldn't attend the meeting due to their pre-occupancy. This meeting is being held through video conference or other audio-visual means in view of the restrictions due to outbreak of COVID-19 and the social distancing norms. The meeting is being convened in accordance with the circulars issued by Ministry of Corporate Affairs from time to time and for compliance purpose the meeting is being recorded.

Mr. Sameer Koticha, the Chairman of the Board shall be chairman of the meeting.

We have the requisite quorum of minimum five members as required.

The Company has received a letter along with the Board resolution from BCP Topco XII Pte. Ltd, corporate shareholder appointing and authorizing Mr. Aniket Damle to attend and vote at the meeting under section 113 of the Companies Act, 2013.

Participation of members through video conference is recorded for the purpose of quorum as per circular issued by MCA and section 103 of the Companies Act, 2013.

The requisite quorum being present, I call this meeting to order.

As the Notice has already been circulated to all the members, with your permission I take the Notice convening the meeting as read.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act are available for inspection.

We now take up the special businesses as set forth in the notice.

The first item of agenda that we have is to adopt the new set of articles of association of the Company and if thought fit to pass with or without modification, the following special resolution.

The members are informed that the controlling stake of the Company was transferred to BCP Topco XII Pte. Ltd. (“Purchaser”) effective on and from 11<sup>th</sup> February, 2022 as per the provisions of the Share

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Purchase Agreement (“SPA”) entered into amongst the Company, the Parties identified as Sellers under the SPA and the 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; 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.

Further, in order to align the provisions of SPA and SHA with the Articles of Association of the Company, the Board at its meeting held earlier on the same day had granted its approval and had recommended the adoption of 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.

Accordingly, it is proposed to adopt new set of Articles of Association of the Company, a draft of which is presented to the members at the meeting.

I request the members to propose and second the resolution.

Mr. Sunil Rohokale: I propose

Mr. Rajesh Nambiar: I second

If all the members agree then we can declare the resolution as passed unanimously.

Members: OK

I declare that the resolution has been passed unanimously.

The second item of agenda that we have is 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) and if thought fit to pass with or without modification, the following special resolution.

The members are informed that in order to give effect to the terms of the (A) Share Purchase Agreement (“SPA”) dated September 6, 2021, the amendment agreement to the SPA dated February 5, 2022 and the letter amendment agreement to SPA dated February 10, 2022; (B) Shareholders’ Agreement (“SHA”) dated September 6, 2021 and the amendment agreement to the SHA dated February 5, 2022, the Board at its meeting held earlier on the same day had granted its approval for appointment of Mr. Amit Dixit as an additional non-executive Purchaser Nominee Director of the Company.

Further, 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 at a duly convened General Meeting.

Accordingly, it is proposed to regularize the appointment of Mr. Amit Dixit as Director of the Company in capacity of Nominee Director of BCP Topco XII Pte. Ltd.

I request the members to propose and second the resolution.

Mr. Sameer Koticha: I propose

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Mr. Nimesh Mehta: I second

If all the members agree then we can declare the resolution as passed unanimously.

Members: OK

I declare that the resolution has been passed unanimously.

The third item of agenda that we have is 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) and if thought fit to pass with or without modification, the following special resolution.

The members are informed that as discussed earlier, the Board at its meeting held on the same day viz., February 11, 2022 has granted its approval for appointment of Mr. Ganesh Mani as an additional non-executive Purchaser Nominee Director of the Company.

Further, 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 at a duly convened General Meeting.

Accordingly, it is proposed to regularize the appointment of Mr. Ganesh Mani as Director of the Company in capacity of Nominee Director of BCP Topco XII PTE. Ltd.

I request the members to propose and second the resolution.

Mr. Sunil Rohokale: I propose

Mr. Rajesh Nambiar: I second

If all the members agree then we can declare the resolution as passed unanimously.

Members: OK

I declare that the resolution has been passed unanimously.

The fourth item of agenda that we have is to regularize appointment of Mr. Nitin Rakesh (DIN: 00042261) as a Director of the Company in capacity of Nominee Director of BCP Topco XII PTE. Ltd. (Purchaser) and if thought fit to pass with or without modification, the following special resolution.

The members are informed that as discussed earlier, the Board at its meeting held on the same day viz., February 11, 2022 has granted its approval for appointment of Mr. Nitin Rakesh as an additional non-executive Purchaser Nominee Director of the Company.

Further, 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 at a duly convened General Meeting.

Accordingly, it is proposed to regularize the appointment of Mr. Nitin Rakesh as Director of the Company in capacity of Nominee Director of BCP Topco XII PTE. Ltd.

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I request the members to propose and second the resolution.

Mr. Rajesh Nambiar: I propose

Mr. Sunil Rohokale: I second

If all the members agree then we can declare the resolution as passed unanimously.

Members: OK

I declare that the resolution has been passed unanimously.

As we have dealt with the business of the agenda, we can declare the meeting as concluded with the vote of thanks to the Chair.

Members: Thank you Chairman.

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