

## NOTICE

Notice is hereby given that the first Extra Ordinary General Meeting ('EGM') (Serial No.: 1/2024-25) of the Members of ASK Investment Managers Limited ('the Company') will be held on Tuesday, 25<sup>th</sup> February, 2025 at 3.30 pm through video conferencing to transact the following businesses:

### **SPECIAL BUSINESS:**

1. To amend the ASK IM Employee Stock Option Scheme 2022 (ASKIM ESOP 2022 scheme):

To consider and if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 62(1)(b) of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, rules, and regulations (including any statutory modifications or re-enactments thereof for the time being in force), and subject to the memorandum and articles of association of the Company, the consent of the shareholders be and is hereby accorded to amend the ASK IM Employee Stock Option Scheme 2022 (**ASKIM ESOP 2022 scheme**) as follows:

#### **Amendments to the ASKIM ESOP 2022 scheme:**

1. **Clause 4.3 (b)** of the ASKIM ESOP 2022 scheme shall be replaced with the following:

*“The Eligibility Criteria for Grant of Options to the Employees, period of vesting, the Vesting Conditions and criteria and any amendment required in these clauses from time to time;”*

2. **Clause 4.3 (u)** shall be added under the ASKIM ESOP 2022 scheme with the following:

*“The quantum of Options to be Vested and the applicable Vesting Conditions for the Options.”*

3. **Clause 7.2 (B) (d)** of the ASKIM ESOP 2022 scheme shall be replaced with the following:

*“Vesting of Options may be based on Time Conditions, Performance Conditions, or a combination of both, as deemed appropriate by the Committee. The specific Vesting Conditions and the quantum of Options to be Vested shall be detailed in the Grant Letter issued to the Option Grantee.”*

### **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)

4. **Clause 15.1** of the ASKIM ESOP 2022 scheme shall be replaced with the following:

*“Subject to Applicable Law, the Committee and/or the Board may, if it deems necessary, alter, modify, change, vary, amend the clauses related to Eligibility Criteria, Vesting Condition and schedule, Exercise conditions including Exercise Period, Exercise Price etc or any other terms and conditions related to the day to day administration of the Scheme provided that the Company shall not vary the terms of the Scheme in any manner which may be detrimental to the interests of the Option Grantees.”*

**RESOLVED FURTHER THAT** the Board of directors (**Board**) be and is hereby authorized to take all necessary steps to implement the amendments to the ASKIM ESOP 2022 scheme, including but not limited to:

1. Updating the ASKIM ESOP 2022 scheme to incorporate the amendment.
2. Ensuring that the grant letters issued to eligible employees reflect the revised terms and conditions.
3. Filing the necessary forms and documents with the Registrar of Companies (**ROC**) and other statutory authorities, as may be required.

**RESOLVED FURTHER THAT** it is hereby noted that the amendment to the ASKIM ESOP 2022 scheme and the changes are not prejudicial / detrimental to the interests of the Option Grantee of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary or expedient to give effect to this resolution, including delegating such authority to any committee or person(s) as it deems fit.

**RESOLVED FURTHER THAT** all actions taken, decisions made, and grant letters issued under the ASKIM ESOP 2022 scheme prior to the date of this resolution be and are hereby ratified and confirmed as valid and binding.

**RESOLVED FURTHER THAT** any terms defined in this resolution but not explicitly defined herein shall have the meaning assigned to them under ASKIM ESOP 2022 scheme.”

2. To regularize the appointment of Mr. Rajesh Saluja (DIN: 01714168) as a Non-Executive Director of the Company.

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 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act (including any amendments, modifications or re-enactment) including the rules made thereunder to the extent notified and

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effective, as amended, in accordance with the Memorandum of Association and Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors at its meeting held on 27<sup>th</sup> January, 2025, Mr. Rajesh Saluja (DIN: 01714168) who was appointed as an Additional Non-Executive Director of the Company with effect from 10<sup>th</sup> December, 2024, be and is hereby appointed as a Non-Executive Director of the Company and who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Sameer Koticha (DIN: 00075145), Chairman, Mr. Sunil Rohokale (DIN: 01896946), CEO & Managing Director Mr. Prateek Jain, Chief Financial Officer, Ms. Poonam Tanwani, Company Secretary and Mr. Amit Gupta, Compliance Officer (“**Authorized Persons**”) of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to this resolution including making the necessary submissions and filing necessary forms with the Registrar of Companies, Maharashtra at Mumbai or any other regulatory body.

**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 Investment Managers Limited**

Sd/-  
**Poonam Tanwani**  
Company Secretary  
(ICSI Membership No. ACS 19182)

**Place: Mumbai**  
**Date: 27/01/2025**

**Registered Office:**  
Birla Aurora, 16 Level,  
Office Floor 9, Dr. Annie Besant Road,  
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## NOTES

1. Pursuant to the Ministry of Corporate Affairs (“MCA”) General Circular No. 09/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023, General Circular 10/2022 dated December 28, 2022, General Circular No. 2/2022 dated May 5, 2022 read with General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021 and General Circular No. 21/2021 dated December 14, 2021 (collectively referred to as ‘**MCA Circulars**’), companies are allowed to hold the EGM through VC/OAVM, without the physical presence of the Members at a common venue.

Hence, in compliance with the MCA Circulars, the provisions of the Companies Act, 2013 (“Act”) and the MCA circulars, first Extra Ordinary General Meeting (Serial No. 1/2024-25) (‘EGM’) of the Company is being conducted through VC / OAVM without the physical presence of the Members and shall be deemed to take place at the Registered Office of the Company situated at Birla Aurora, 16 Level, Office Floor 9, Dr. Annie Besant Road, Worli, Mumbai - 400 030.

Members can join the EGM through VC 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.

2. Pursuant to the provisions of Section 105 of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, in terms of the MCA, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. In case of joint holders, the member whose name appears as the first holder in the order of their names as per the Register of Members of the Company will be entitled to cast vote at the EGM.
4. In case if the member is a Body Corporate/Institution, then they are requested to send scanned copy (PDF/JPG format) of resolution/authorization from its board or governing body, authorizing its representative(s) to attend the EGM through VC on its behalf. The said resolution/authorization shall be emailed, through its registered email address to Ms. Poonam Tanwani, Company Secretary at [cosec@askgroup.in](mailto:cosec@askgroup.in).
5. Explanatory Statement as required to be furnished under Section 102 of the Companies Act, 2013 for all the items is annexed to this notice.
6. Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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7. In line with the MCA Circular No. 09/2024 dated September 19, 2024, the Notice calling the EGM has been uploaded on the website of the Company at [www.askfinancials.com](http://www.askfinancials.com).
8. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e., Tuesday, 25<sup>th</sup> February, 2025. Members seeking to inspect such documents can send an email to [cosec@askgroup.in](mailto:cosec@askgroup.in).
9. In compliance with the MCA Circulars, the Notice of the EGM (Serial No. 1/2024-25) is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the EGM (Serial No. 1/2024-25) will also be available on the Company's website.
10. In case where a poll is required to be taken in terms of the MCA Circulars or is validly demanded during the meeting then, the members shall cast their vote by sending an email to [cosec@askgroup.in](mailto:cosec@askgroup.in). Additional instructions, if required, shall be announced in the meeting.
11. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company through email on [cosec@askgroup.in](mailto:cosec@askgroup.in) at least 10 days before the Extra Ordinary General Meeting.
12. For any further correspondence or Members who need technical assistance relating to attending the EGM through VC, can reach Ms. Poonam Tanwani, Company Secretary at [cosec@askgroup.in](mailto:cosec@askgroup.in).

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned under following items of the EGM Notice.

### **Item No. 1**

Pursuant to the recommendation of management to ease out the vesting conditions for the benefit of all option holders, the Nomination and Remuneration Committee and Board at its meeting held on 27<sup>th</sup> January, 2025 approved and recommended to the Members of the Company, the below stated amendments in the ASK IM Employee Stock Option Scheme 2022 (ASKIM ESOP 2022 scheme):

#### **Amendments to the ASKIM ESOP 2022 scheme:**

- 1. Clause 4.3 (b)** of the ASKIM ESOP 2022 scheme shall be replaced with the following:

*“The Eligibility Criteria for Grant of Options to the Employees, period of vesting, the Vesting Conditions and criteria and any amendment required in these clauses from time to time;”*

- 2. Clause 4.3 (u)** shall be added under the ASKIM ESOP 2022 scheme with the following:

*“The quantum of Options to be Vested and the applicable Vesting Conditions for the Options.”*

- 3. Clause 7.2 (B) (d)** of the ASKIM ESOP 2022 scheme shall be replaced with the following:

*“Vesting of Options may be based on Time Conditions, Performance Conditions, or a combination of both, as deemed appropriate by the Committee. The specific Vesting Conditions and the quantum of Options to be Vested shall be detailed in the Grant Letter issued to the Option Grantee.”*

- 4. Clause 15.1** of the ASKIM ESOP 2022 scheme shall be replaced with the following:

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A draft of the amended ASKIM ESOP 2022 scheme will be made available for inspection at the registered office of the Company to the members during the business hours.

The amended ASKIM ESOP 2022 scheme shall cover the employees (as defined under the ASKIM ESOP 2022 scheme) present and / or in future to whom options are granted/to be granted under the said scheme.

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Pursuant to the applicable provisions and rules of the Companies Act, 2013, the Board hereby recommends the resolution as Special Resolution as set forth in Item No. 1 for approval of the Members.

None of the directors or their relatives, key managerial personnel or their relatives, are in any way, concerned or interested in the said resolution.

## **Item No. 2**

In pursuance to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under, Articles of Association of the Company, the Board of Directors of the Company had appointed Mr. Rajesh Saluja (DIN: 01714168), as an Additional Non-Executive director on the Board of the Company with effect from 10<sup>th</sup> December, 2024 to hold office up to the date of the ensuing Annual General Meeting.

Pursuant to the provisions of Section 152 of Companies Act, 2013, the regularization of the aforesaid appointment from additional director to director requires approval of members of the Company in the General Meeting.

Further, the Board at its meeting held on 27<sup>th</sup> January, 2025 has recommended regularization of the appointment of Mr. Rajesh Saluja as Non-Executive director of the Company at the ensuing extraordinary general meeting.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no. 2 of the accompanying Notice in relation to regularization of appointment of Mr. Rajesh Saluja for approval of the members.

A Note in terms of Clause 1.2.5 of secretarial standards on general meetings (SS-2) issued by the Institute of Company Secretaries of India in relation to the details of Mr. Rajesh Saluja is duly enclosed herewith.

Except Mr. Rajesh Saluja, 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. Mr. Rajesh Saluja is not related to any other Directors or Key Managerial Personnels (KMPs) of the Company.



**NOTES TO THE EXPLANATORY STATEMENT IN TERMS OF CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA****Information about the Appointee**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Mr. Rajesh Saluja</b>
1	Age	57 Years
2	Qualifications	Master's degree in marketing management and a bachelor's degree in Maths & Economics from the University of Mumbai.
3	Experience	Over 28 years of experience in the Wealth and Capital Management business
4	Terms & Conditions of appointment	As per resolution passed by the Board of Directors at its meeting held on 10 <sup>th</sup> December, 2024
5	Remuneration proposed	Nil
6	Remuneration last drawn	Nil
7	Date of first appointment	10/12/2024
8	Shareholding in the Company	60,000 equity shares
9	Relationship with other Directors, Manager and other KMPs	None
10	Number of Meetings of the Board attended during the year	1/6 (Appointment w.e.f. 10 <sup>th</sup> December, 2024)
11	Other Directorships	<ul style="list-style-type: none"><li>• ASK Wealth Advisors Private Limited</li><li>• ASK Financial Holdings Private Limited</li></ul>
12	Membership/ Chairmanship of Committees of other Boards	As per below table

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**Committee details for Mr. Rajesh Saluja**

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Chairman/ Member</b>
1.	ASK Wealth Advisors Private Limited	Corporate Social Responsibility Committee	Member
2.	ASK Wealth Advisors Private Limited	Banking and Operations Committee	Member
3.	ASK Financial Holdings Private Limited	Risk Management Committee	Member

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**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC (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.
2. Members may attend this 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/ Apple 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.
6. Members who need assistance before or during the EGM, can contact Ms. Poonam Tanwani, Company Secretary, at +91 9769476661/ +91 8080895546 or email her at [cosec@askgroup.in](mailto:cosec@askgroup.in).

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