

Date: December 14, 2020

Dear Members,

You are cordially invited to attend the Second Annual General Meeting of the members of the Association of Registered Investment Advisers (“the Company”) to be held on Wednesday, December 30, 2020 at 5.00 p.m. through video conferencing (‘VC’) or other audio visual means (OVAM) in accordance with the applicable provisions of the Companies Act, 2013 read with Circular No. 20/2020, 17/2020 and 14/2020 dated May 5, 2020, April 13, 2020 and April 8, 2020 respectively.

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer facility for e-voting (remote e-voting and during the AGM) through electronic means to its Members in respect of the business to be transacted at the AGM. The Notice of the meeting containing the business to be transacted along with instructions for e-voting are enclosed herewith.

Yours Truly,

---Sd---

Lovaii Navlakhi
Chairman
DIN: 01023139

Enclosures:

1. Notice of the Second Annual General Meeting (AGM)
2. Instructions for e-voting
3. Financial Statements comprising of Audited Balance Sheet, Statement of Income & Expenditure and Directors’ Report

NOTICE is hereby given that the Second Annual General Meeting (“**AGM**”) of the Members of Association of Registered Investment Advisers (“**Company**”) will be held on Wednesday, December 30, 2020 at 5.00 P.M. through electronic mode [videoconference (“**VC**”) or other audio visual means (“**OAVM**”)]to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board and the Auditors thereon.

SPECIAL BUSINESS:

At the Extra Ordinary General Meeting (EGM) held on October 29, 2020, the members had passed a resolution for amendment of the Articles of Association (AoA) wherein one of the amendments briefed out the entire procedure of election to the board of Directors of the Company. Pursuant to amended and adopted AoA of the Company entire Board of the Company shall retire at this AGM and are eligible to stand in elections and get re-appointed. Accordingly, there are nine (9) vacant positions on the Board of the Company for which Company has received thirteen (13) applications.

It is pertinent to note that the details of the 13 applicants, as received by the Company, have been provided in the explanatory statement annexed to this notice. Accordingly, the members are requested to read the same thoroughly and select the best 9 candidates out of the total 13 applicants.

Item No. 2: Appointment of Mr. Amit Kukreja as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Amit Kukreja (DIN: 06855921) be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution."

Item No. 3: Appointment of Ms. Dilshad Billimoria as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors)

Rules, 2014, Ms. Dilshad Billimoria (DIN: 05333382) authorised representative of Dilzer Consultants Private Limited be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution.”

Item No. 4: Appointment of Mr. Harsh Roongta as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Harsh Roongta (DIN:00537172) authorised representative of Fee Only Investment Advisors LLP be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution.”

Item No. 5: Appointment of Mr. Hee Siew Hon (Eric Hon) as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Hee Siew Hon (Eric Hon) (DIN: 07367496) authorised representative of I fast financial India Private Limited be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution.”

Item No. 6: Appointment of Mr. Lovaii Navlakhi as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Lovaii Navlakhi (DIN: 01023139) authorised representative of International Money Matters Private Limited be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution."

Item No. 7: Appointment of Mr. Rahul Rathi as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rahul Rathi (DIN: 00966359) authorised representative of Purnartha Investment Advisers Private Limited be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution."

Item No. 8: Appointment of Ms. Renu Maheshwari as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Renu Maheshwari (DIN: 07151535) be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution."

Item No. 9: Appointment of Mr. Rishad Manekia as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rishad Manekia (DIN: 07375921) authorised representative of Kairos Capital Private Limited be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution."

Item No. 10: Appointment of Mr. Rohit Shah as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rohit Shah (DIN: 05359869) be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution."

Item No. 11: Appointment of Mr. S. R. Srinivasan as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. S. R. Srinivasan (DIN: 08994942) be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution."

Item No. 12: Appointment of Mr. Tarun Birani as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Tarun Birani (DIN: 02058530) authorised representative of TBNG Capital Advisors Private Limited be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution."

Item No. 13: Appointment of Mr. Vishal Dhawan Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vishal Dhawan (DIN: 02036638) authorised representative of Plan ahead Wealth Advisors Private Limited be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution."

Item No. 14: Appointment of Mr. Vivek Rege as Director

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ORDINARY RESOLUTION.

"RESOLVED THAT pursuant to the provisions of the Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vivek Rege (DIN: 02040102) authorised representative of VR Wealth Advisors Private Limited be and is hereby appointed as Director of the Company who shall hold office for a term of three years from the date of this AGM with eligibility for reappointment for another term of three years.

RESOLVED FURTHER THAT any of the Director be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs, update necessary registers, settle any question that

may arise and to do all such acts and deeds that may be required to give effect to the foregoing resolution.”

Item No. 15: Authority of investment under Section 186 of Companies Act, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act 2013 and rules made thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, from time to time), the approval of the members of the Company be and is hereby accorded to the Board of Directors to invest or to ratify the investments made, if any, by way of acquisition, subscription, purchase or otherwise in safe liquid funds or government securities or fixed deposits or any other securities as per the discretion of the Board from time to time, in one or more tranches, aggregating Rs. 5,00,00,000/- (Rupees Five Crores Only) only in the bonafide interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, things as the they may, in their absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Directors to be in the bonafide interest of the Company including but not limited to finalizing, signing and executing necessary documents and to settle any questions which they may come across in their due course of action. ”

By Order of the Board of Directors
For **Association of Registered Investment Advisers**

---Sd---

Lovaii Navlakhi
Director
(DIN: 01023139)

Registered Office:
B/02,16th Flr,
Kalpataru Sparkle MIG CHS Gandhi Nagar,
Bandra East
Mumbai - 400051

Date: December 14, 2020
Place: Mumbai

NOTES:

1. **Explanatory Statement:** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice as **Annexure 1**.

2. **Procedure for Attending the AGM Through Video Conference (VC) or Other Audio Visual Means (OAVM):** In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
 - (i) Members are requested to follow the instructions given below to attend and view the live proceedings of 2nd AGM:
 - Log in on the CDSL website at <https://www.evoting.com> using your remote e-voting credentials. The link for VC/OAVM will be available in members login where the EVEN of Company will be displayed. For detailed procedure, kindly refer **Annexure 2** to this Notice. The same is also available on the Company’s website, www.aria.org.in
 - Members are permitted to join the AGM through the VC/OAVM mode, 15 minutes before the scheduled time of commencement of AGM and 15 minutes thereafter, by following the procedure mentioned in **Annexure 2** of this Notice.
 - Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided under Annexure-2 to this Notice. Further, Members can also use the OTP based login for logging into the e-voting platform of CDSL.
 - Members are encouraged to join the Meeting through Laptop/ desktop for better experience and use Internet with a good speed to avoid any disturbance during the AGM. 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.
 - (ii) The facility of participation at the AGM through VC/OAVM will be made available to the members on first come first serve basis. This will not include Directors, the Chairpersons of the Audit Committee, Statutory Auditors, etc. who are allowed to attend the AGM without any restrictions pertaining to joining the AGM on a first come first serve basis.
 - (iii) The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
 - (iv) Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Therefore, the Proxy Form as well as the Attendance Slip are not annexed to this Notice.
 - (v) The transcript of the meeting will be made available on the Company’s website www.aria.org.in as soon as it is available.

3. **Electronic Dissemination of Notice & Annual Report:** In compliance with the aforesaid requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2020 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (collectively referred to as 'Notice') have been sent to members whose e-mail ids are registered with the Company through electronic means and no physical Notice is being sent to any Member. Members may also note that the Notice of the AGM is also available on the Company's website i.e. www.aria.org.in and on the website of Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com, appointed by the Company as the authorized agency to provide voting facility by electronic means.
4. In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are proposed to be approved at the AGM.
5. **Route Map:** Since the AGM will be held through VC / OAVM, the route map is not annexed to the Notice.
6. **Cut-off Date:** This Notice is being sent to all the Members of the Company, whose names appear in the Register of Members as on December 14, 2020 (cut-off date). Only Members as on the cut-off date is entitled to exercise his vote. The members who have not yet registered their e-mail ids with the Company may send an email to directors@aria.org.in for registering their e-mail ids on or before December 14, 2020 (same as cut-off date). The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
7. **Members' Record Updation:** Members are requested to update their current email Id by login at www.aria.org.in
8. **Member Queries with Respect to Annual Report or Businesses as Stated in the Notice of this AGM:**

For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company's Annual Report for FY 2019-20 or have queries with regard to the financial statements and the matters to be placed at the 2nd AGM, can send their request by providing their registered name, organisation and mobile number from their registered e-mail ID to directors@aria.org.in at least 48 hours in advance before the start of meeting i.e. by Monday, December 28, 2020 before 05:00 p.m. (IST).

 - (i) Members who wish to ask questions or express their views at the AGM may register themselves as a '**Speaker**' by registering themselves with the Company by sending their request by providing their name, membership id and mobile number from their registered e-mail ID to directors@aria.org.in at least 48 hours in advance before the start of meeting i.e. by Monday, December 28, 2020 before 05:00 p.m. (IST).
 - (ii) In case of any query during the meeting, Members may utilize the 'Q&A' option available in the meeting room, and post questions along with their details name, membership id, registered e-mail ID and mobile number, to enable the Company to respond to their queries either at the meeting, if time permits, or subsequent to the meeting.

Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the AGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly.

9. **E-voting:** In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
- (i) In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, the Company has engaged the services of CDSL to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
 - (ii) The Company has appointed Ms. Krupa Joisar, Practicing Company Secretaries (Membership No. 41023) as the Scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM to ensure that the process is carried out in a fair and transparent manner.
 - (iii) Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.
 - (iv) Voting rights of the members (for voting through remote e-voting or e-voting system provide in the Meeting itself shall be one member – one vote as on the cut-off date i.e. December 14, 2020.
 - (v) A Member can opt for only one mode of voting i.e. either through Remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.
 - (vi) The remote e-voting period begins on Friday, December 25, 2020 (09.00 a.m. onwards) and ends on Tuesday, December 29, 2020 (up to 05.00 p.m.). The remote e-voting module shall be disabled by CDSL for voting thereafter i.e. beyond 05.00 p.m. of December 29, 2020. For e-voting, please read carefully the “Instructions for e-voting” enumerated in this Notice as **Annexure 2**.
 - (vii) The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorised in this regard.
 - (viii) The Scrutinizer, after completion of scrutiny, will submit report within 48 hours to the Chairperson or any Director of the Company as may be authorized in writing in this regard

(ix) The results declared along with the report of the scrutinizer shall be placed on the Company's website i.e. www.aria.org.in and on the website of CDSL i.e. www.evotingindia.com immediately after the result is declared by the Chairman. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.

(x) If the proposed resolutions are assented by requisite majority, it shall be deemed to have been passed on the date of the AGM i.e. on December 30, 2020.

10. **Inspection of documents:** The requisite copy of Register(s) and other relevant documents shall be made available only in electronic form for inspection during the Meeting through VC which can be accessed at www.aria.org.in

11. **Webcast:** The Company is providing the facility of live webcast of proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the website of CDSL at www.evotingindia.com using their login credentials.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

This explanatory statement sets out all material facts and information relating to the Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company.

Item No. 2: Appointment of Mr. Amit Kukreja as Director

Mr. Amit Kukreja (aged 47 years), resident of Gurugram, is a financial advisor since 2011. He also holds a Bachelorate Degree in Computer Science and Masters in Information Systems & Management (USA). He worked as an executive in Information Technology domain for 15 years before deciding to start his own advisory firm in financial planning & wealth management. In 2011, he got certified from FPSB India as a Certified Financial Planner and in 2013, he became India's 2nd Investment Adviser (Individual) registered with SEBI. He introduced Fee-Only financial advisory practice in the country. In June 2020, He was awarded as Certified Financial Transitionist (CeFT®) from FTI, USA. He is passionate about spreading his personal finance knowledge through TV & Radio shows; He works with several channels some of them being ET Now, Zee Business, CNBC Awaaz, CNBC TV-18, NDTV, Radio One, AIR FM Gold etc. He writes for several financial publications like Live Mint, Business Standard and Money Control.

Mr. Amit Kukreja is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Amit Kukreja is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 2 except to the extent of their membership in the Company.

Item No. 3: Appointment of Ms. Dilshad Billimoria as Director

Ms. Dilshad Billimoria (aged 43 years), Director of Dilzer Consultants Private Limited, is resident of Bangalore India. She is a Certified Financial Advisor and a Life Underwriting Council Fellow (USA). She holds a Bachelorate Degree in Business Management & Finance and has work experience as an investment planner of 20 years. Dilzer Consultants Pvt Ltd is a SEBI Registered Investment Advisory Firm.

She has won awards in several categories such as Top 100 Women in Finance- Association of Wealth Management India (AIWMI) 2020;

- White Page India- Best Financial Advisor Award- India Today- 2019;
- Best Independent Financial Advisor - National Level (Woman Category) 2019;
- Best Independent Financial Advisor - National Level (Woman Category) 2018;
- Top Female Wealth Managers in the country- Economic Times 2015;
- Best Financial Advisor Award- 2016
- Wealth forum Ezine & Rising Star Award - We are the City and Barclays Management 2016.

Ms. Dilshad Billimoria is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and her consent to act as Director has been received from her. The Board recommends her appointment, if the Members deem fit.

Ms. Dilshad Billimoria is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 3 except to the extent of their membership in the Company.

Item No. 4: Appointment of Mr. Harsh Roongta as Director

Mr. Harsh Roongta (aged 59 years), Partner of Fee Only Investment Advisors LLP, is an investment advisor with a vast experience of 37 years. He is a Chartered Accountant and runs Fee Only Investment Adviser LLP which is a SEBI registered Investment Adviser. He has been involved in starting retail lending businesses from scratch for ICICI and was founder of Apanaloan.com and Apanapaisa.com. He has conducted many workshops for advisors on Home Loans and NRI consultancy and how to use it to increase your practise areas. He specializes in financial behaviour coaching, Investment management, retail loans & NRI & tax consulting. He is one of the Promoter-Director of ARIA.

Mr. Harsh Roongta is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Harsh Roongta is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 4 except to the extent of their membership in the Company.

Item No. 5: Appointment of Mr. Hee-Siew Hon (Erik Hon) as Director

Mr. **Hee-Siew Hon** (Erik Hon) (aged 41 years), is the Managing Director of iFAST Financial India Private Limited, is a resident of Mumbai and a Singaporean. He has 16 years of work experience in the wealth management industry in Singapore and India. He was accredited in 2003 with a Bachelor of Science degree majoring in Banking and Finance from the University of London. He joined iFAST Corporation Ltd in 2004 and was instrumental in designing and developing Singapore's first end-to-end software platform for financial advisers. In 2011, he took over the position of Director, Corporate Pension Services. His role involved helping multi-national companies such as Barclays, BlackRock and INSEAD to set up, administer and invest in tax effective employee pension plans.

Mr. Hon Siew Hee is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Hon Siew Hee is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 5 except to the extent of their membership in the Company.

Item No. 6: Appointment of Mr. Lovaii Navlakhi as Director

Mr. Lovaii Navlakhi resident of Bangalore (aged 60 years, authorised representative of International Money Matters Private Limited), is a financial advisor with a vast experience of 35+ years. He holds a Bachelor Degree in Commerce and has done Masters in Business Administration apart from being a Certified Financial Planner. He is a Certified Financial Transitionist. He has been honoured with Global Financial Advisor Award, Asia Region in 2018. He is a regular contributor to publications like Mint, Economic Times, and is a regular on Business channels like CNBC and ET Now. He is one of the Promoter – Director of ARIA.

Mr. Lovaii Navlakhi is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Lovaii Navlakhi is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 6 except to the extent of their membership in the Company.

Item 7: Appointment of Mr. Rahul Rathi as Director

Rahul Rathi is the Chairman and Promoter Director at Purnartha Investment Advisers (Purnartha) Private Limited. He has over 15 years of research and portfolio risk management experience gained from working with global financial institutions in New York, London and Asia.

Since 2009, Rahul has designed and driven the Purnartha Investment philosophy of long-term wealth generation and has an audited, stellar performance track record. The sustained performance is largely attributed to Rahul's experience and investment in people, processes and data which he has built from ground up.

He began his career as a risk analyst with a global hedge fund. His interest and passion in the area of portfolio risk analytics led him to form Capmetrics – a research & portfolio risk analytics services provider to global hedge funds and fund of funds in 2002. Using extensive data mining and analytics, Capmetrics was responsible for analyzing and communicating the Portfolio level risk to Fund Managers and the concerned stakeholders.

Over these years, Rahul groomed a qualified and experienced research team comprising PhDs from Ivy League Schools, Masters in Computational Finance, Chartered Accountants, Chartered Financial Analysts, MBAs and domain experts with experience in markets.

Rahul skillfully applied his experience in his family business to build a unique on-ground team at Purnartha which not only met company management but also its suppliers, clients, distributors. These inputs to the Purnartha model helped in creating robust and realistic analyses.

Rahul has a Master's degree in Industrial Administration (MBA) from Carnegie Mellon University, USA and a Bachelor's degree in Polymer Engineering from the University of Pune, India. Mr. Rahul Rathi is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Rahul Rathi is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Rahul Rathi is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 7 except to the extent of their membership in the Company.

Item 8: Appointment of Ms. Renu Maheshwari as Director

Ms. Renu Maheshwari (aged 54 years) is a resident of Chennai. She runs a pure fee, full office Investment Advisory office, complete with behavioural coaching, personal taxation and estate planning along with financial planning and investment advisory and management. First individual SEBI Registered Investment Adviser in Tamilnadu, she is an MBA (Finance), Certified Financial Planner (CFPCM), CPFA and CFA-1. With over 25 years of experience in finance industry she specialises in client side holistic financial planning and portfolio management.

She co-founded Finscholarz in 2012 to practice and promote commission free, holistic, fiduciary advisory services. She was awarded 'Best Financial Advisor in India - 2016' by APAC Insider (a London based publication) and 'Best Investment Adviser in India - Runner Up - 2015' by Outlook Money. She was felicitated with 'Eminent Woman Achiever' award by Rajalakshmi Group of Institutes of Chennai.

She is on the India CPF Board Advisory Council, (of Financial Planning Standards Board, USA) providing thought leadership to the financial planning community in India. She pioneered 'WoW' (Women Only Workshop on Personal Finance) and has been conducting sessions since 2013. Her articles are regularly published in Bloomberg Quint, FPSB India Journal and Outlook Money, livemint. Her column also appears in Tamil Fortnightly - Thozhi. Her opinions / interviews are regularly published in Live Mint, ET Wealth, Aval Vikatan, Business Standard. She is also on BTVi answering investors' queries. She is one of the Promoters - Director of ARIA.

Ms. Renu Maheshwari is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and her consent to act as Director has been received from her. The Board recommends her appointment, if the Members deem fit.

Ms. Renu Maheshwari is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 8 except to the extent of their membership in the Company.

Item 9: Appointment of Mr. Rishad as Director

Rishad Manekia set up Kairos Capital in 2016, and holds a Masters Degree in Mathematical Finance from Boston University. Having previously worked with UBS Wealth Management Americas in Boston and Standard Chartered Bank as an Investment Advisor in India, Rishad set up Kairos Capital with the aim to simplify investing for his clients. Initially this was as a distributor but after the SEBI consultation paper came out in 2016, he switched the firm to RIA and now runs the practice centred around financial planning and only collecting fee for advice.

Rishad is a volunteer in the ARIA member and sponsor engagement team since the beginning of 2020. Through the pandemic he, along with the rest of the team, have been organising many sessions for members to help improve RIA knowledge and best practices. As part of the team he has launched many new initiatives including ensuring regular knowledge sessions are made available to the members, engagement with sponsors that have been assigned to him and with other external providers to drive highly value added sessions for participants and working on improving the feedback and communications and branding for the ARIA group. He is truly passionate about growing and developing the community of registered investment advisors.

Mr. Rishad Manekia is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Rishad Manekia is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 7 except to the extent of their membership in the Company.

Item 10: Appointment of Mr. Rohit Shah as Director

Mr. Rohit Shah resident of Mumbai (aged 45 years) is a CFP & a SEBI Registered Investment Adviser. He founded Getting You Rich. Prior to starting Getting You Rich in August 2012, he worked for 14 years with IBM, Citigroup & Sterlite on Finance, Project Management and Technology assignments across IT, Banking, Financial Services, Retail & Distribution, Telecommunications & Manufacturing verticals.

In 1998, he started his career with Sterlite Industries (Vedanta Group) & worked in their Optical Fiber & Cable Plant at Aurangabad, Maharashtra for about 2.5 years. At Sterlite, he managed working capital, treasury and banking operations. He then joined Citigroup in Mumbai in 2001 for their Banking Projects & managed transition & transformation projects across the globe.

In 2006, he joined IBM & worked with global and domestic businesses in Bangalore & Mumbai and managed several strategic outsourcing client accounts. With a 6.5 years stint, his last job at IBM was as a Delivery Project Executive. While he worked with IBM, he received prestigious 'IBM Certified Delivery Project Executive' and 'IBM Certified Senior Project Manager' certifications.

Mr. Rohit Shah is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Rohit Shah is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 10 except to the extent of their membership in the Company.

Item 11: Appointment of Mr. S. R. Srinivasan as Director

Mr. S. R. Srinivasan resident of Bangalore (aged 53 years) is an Investment Adviser. He holds a Master's Degree in Management studies. He has a long work experience in senior technical and managerial positions in the software industry. He has taken a Do-It-Yourself approach to his own financial planning. He has trained hundreds of professionals on a systematic approach to financial planning.

He was impressed by the fee-only planners that he met in the recent years and decided to take up this profession as a second career. He started his practice in June 2019. He has been fortunate to have had hundred plus learning experiences in the period of 18 months in this noble profession.

He has been impressed by the work done by ARIA to help the community of RIAs. He is committed to increasing the number of fiduciary planners in India. In particular, he is passionate about developing an apprenticeship/internship structure where aspiring, motivated, well-educated prospective advisors can get the training required to complete the 5-year qualification requirement. By 'catching them young' and 'coaching them young' we can significantly expand the reach of fiduciary advice in India.

Mr. S. R. Srinivasan is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. S. R. Srinivasan is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 11 except to the extent of their membership in the Company.

Item 12: Appointment of Mr. Tarun Birani as Director

Mr. Tarun Birani (aged 41 years), resident of Mumbai & authorised representative of TBNG Capital Advisors Private Limited, is an Investment Adviser. He graduated with a Master's Degree in Commerce and has earned a MBA in Finance from ICFAI Business School. Furthermore, he is a Certified Financial Planner (CFPCM) registered with Financial Planning Standards Board India (FPSBI), which is the highest level of certification worldwide in the field of Financial Planning.

He is the Founder and Director of TBNG Capital Advisors Private Limited. which is 15-year-old SEBI Registered Investment Advisors and Private Wealth Management Firm that helps High Net worth Business Owners, Busy Corporate Executives, Doctors to make smart and informed choices about money.

He is also Founder of Thinkingman.in, a world-class online investment & goal-based financial planning platform through which he aims to help every Indian family save and invest wisely.

Enriched with 15 years of experience in the field of Financial Advisory, he has played diverse roles in organizations like RR Financial Consultants, IL&FS and Motilal Oswal. His bespoke advice in personal finance has transformed the lives of many top business owners, busy professionals, doctors, business heads and families.

He is a core member in Ascent and Financial Planners Guild of India (FPGI) and contributed more than 200 columns with analysis and views on various personal finance topics like Behavior Finance and Personalized Financial Planning to a variety of established media houses namely Times of India, Economic Times, Mint, Moneycontrol and more.

Mr. Tarun Birani is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Tarun Birani is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 12 except to the extent of their membership in the Company.

Item 13: Appointment of Mr. Vishal Dhawan as Director

Mr. Vishal Dhawan, resident of Mumbai (aged 46 years) is a Certified Financial Planner. He has also done a MBA in finance and has a work experience of more than 23 years in financial services. He has rich experience in providing personal financial advice to families, individuals and business at various life stages. He spreads financial literacy through regular appearances on television channels and has been a regular contributor to personal finance articles in business dailies and general interest newspapers and magazines. His firm, Plan Ahead Wealth Advisors, specializes in Comprehensive financial planning including goal based planning, retirement solutions, investment advisory across multiple asset classes, succession and estate planning. Plan Ahead Wealth Advisors and Vishal have been recognised with various domestic and international awards over the years, and continue to work in spreading financial literacy amongst investors. He is one of the Promoter-Director of ARIA.

Mr. Vishal Dhawan is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Vishal Dhawan is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 13 except to the extent of their membership in the Company.

Item 14: Appointment of Mr. Vivek Rege as Director

Mr. Vivek Rege, resident of Mumbai (aged 45 years), authorised representative of VR Wealth Advisors Private Limited is an Investment Adviser. He also holds a Bachelorate degree in commerce and degree of Advanced Diploma in Business Management. He has work experience in Investment Management & Financial Planning Consulting. He is Founder & CEO V R Wealth Advisors Pvt Ltd which is an RIA (Registered Investment Advisers) under SEBI Regulations 2013, ensure that the right processes are in place which facilitate generating advice for our clients.

He was Globally validated in October 2018 for the case study presented winning as the 1st Runner-up from Asia Pacific Region. He also shares opinions in leading newsprints viz Business Standard, Economic Times, ET Wealth, Wall Street Journal, Money Life and more. He is one of the Promoter-Director of ARIA.

Mr. Vivek Rege is not in-eligible to be appointed as a Director in terms of Section 164 of the Act. A declaration to this effect and his consent to act as Director has been received from him. The Board recommends his appointment, if the Members deem fit.

Mr. Vivek Rege is not related to any Director of the Company. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 14 except to the extent of their membership in the Company.

Item 15:

Being a Section 8 Company, the Company receives lumpsum membership fees which lies in the Bank account of the Company. In order to make optimum utilisation of funds available with the Company the Board of Directors proposes to make use of the same by making investment in safe liquid funds or government securities or Fixed deposits or any other securities as per the discretion of the Board.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company intends to obtain prior approval / ratification of members by way of special resolution in its general meeting. Accordingly, the Board of Directors of the Company proposes to obtain prior approval of members by way of special resolution for an amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crores Only)

By Order of the Board of Directors
For **Association of Registered Investment Advisers**

--Sd/--
Lovaii Navlakhi
Director
(DIN: 01023139)

Registered Office:
B/02,16th Flr,
Kalpataru Sparkle MIG CHS Gandhi Nagar,
Bandra East
Mumbai - 400051

Date: December 14, 2020
Place: Mumbai

Annexure – 2 Procedure for remote e-voting, attending the AGM and e-voting during the AGM

A. Procedure and instructions for remote e-voting:

- i. The voting period begins on Friday, December 25, 2020 (09.00 a.m. onwards) and ends on Tuesday, December 29, 2020 (up to 05.00 p.m.) The e-voting module shall be disabled for voting thereafter.
- ii. Voters should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on Shareholders/ Members.
- iv. Enter your User ID as sent by CDSL
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. Enter your password as sent by CDSL
- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Select the EVSN of “ASSOCIATION OF REGISTERED INVESTMENT ADVISERS” on which you choose to vote.
- ix. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

B. Procedure and instructions for Members attending the AGM through VC / OAVM:

- i. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- iv. 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.
- v. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at directors@aria.org.in (company email id). The members who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be suitably replied either at the AGM or by email depending on the availability of time.
- vi. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

C. Procedure and instructions for Members fore-voting during the AGM are as under:

- i. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those members, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- iii. If any Votes are cast by the members through the e-voting available during the EGM/AGM and if the same members have not participated in the meeting through VC/OAVM facility , then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
- iv. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- v. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- vi. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board of Directors
For **Association of Registered Investment Advisers**

--Sd/--

Lovaii Navlakhi
Director
(DIN: 01023139)

Registered Office:

B/02,16th Flr,
Kalpataru Sparkle MIG CHS Gandhi Nagar,
Bandra East
Mumbai - 400051

Date: December 14, 2020
Place: Mumbai