Date: June 27, 2026

Dear Members,

You are cordially invited to attend the Extra Ordinary General Meeting ('EGM') of the members of the Association of Registered Investment Advisers ("the Company") to be held on Tuesday, July 14, 2026 at 06:00 p.m. IST through video conferencing ('VC') or other audio visual means (OAVM) in accordance with the applicable provisions of the Companies Act, 2013.

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 EGM) through electronic means to its Members in respect of the business to be transacted at the EGM. The Notice of the meeting containing the business to be transacted along with instructions for e-voting are enclosed herewith.

Yours Truly,

---Sd---
Mr. Amit Kukreja
Chairperson & Director
(DIN: 06855921)

Enclosures:
1. Notice of the EGM
2. Instructions for e-voting
3. Proposed Altered Articles of Association

NOTICE is hereby given that the Extra Ordinary General Meeting ("**EGM**") of the Members of Association of Registered Investment Advisers ("**Company**") will be held on Tuesday, July 14, 2026 at 06:00 p.m. IST through electronic mode [video conference ("VC") or other audio-visual means ("OAVM")] to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Amendment to the Articles of Association (AoA) of the Company

To consider and approve amendments to the Election and Appointment of Directors provisions relating to the tenure of the Board of Directors in the Articles of Association of the Company, and to consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be required from the Central Government or any other competent authority, consent of the Members of the Company be and is hereby accorded to amend Article 7.2.1 of the Articles of Association of the Company as follows:

7.2.1 Tenure:

(i) Rotational Retirement Framework

(a) At every Annual General Meeting of the Company (each an "AGM"), one-third (1/3rd) of such of the Directors as are then subject to retirement by rotation under this Article 7.2 shall retire from office (hereinafter, "Rotational Retirement").

(b) Where the number of Directors subject to Rotational Retirement is not exactly divisible by three (3), the number nearest to one-third (1/3rd) shall retire at that AGM. In computing such number, fractions shall be rounded to the nearest whole number, with 0.5 rounded upwards.

(ii) Identification of Directors Liable to Retire by Rotation

(a) The Directors liable to retire by rotation at each AGM shall be identified on the basis of seniority of continuous tenure on the Board — that is, the Director or Directors who have been continuously in office for the longest unbroken period since their last appointment or re-appointment to the Board shall be identified as those who are to retire first.

(b) For the purpose of computing continuous tenure under this Article, the period of service shall be calculated from the date of the Director's most recent appointment or re-appointment as recorded in the Register of Directors maintained under the Companies Act, 2013 and as reflected in Form DIR-12 filed with the Registrar of Companies.

(c) Where two (2) or more Directors have been continuously in office for an equal period and their combined number exceeds the number required to retire at a given AGM, the Directors to retire from among those equally placed shall be determined by mutual agreement among those tied Directors. In the event such tied Directors are unable to reach mutual agreement within seven (7) days of written notice by any Director of the tie situation, the matter shall be determined by draw of lots conducted by the Chairperson of the Board or any other Office Bearer (if the Chairperson himself is in the tie position) in the presence of not less than two (2) other Directors, and the result shall be recorded in writing.

(iii) Mandatory Retirement on Completion of Six (6) Consecutive Years of Board Service

(a) Notwithstanding any other provision of this Article 7.2, and irrespective of whether such Director would otherwise be identified for Rotational Retirement at a given AGM under Article 7.2.1, any Director who has served on the Board for six (6) consecutive years — that is, who has been continuously on the Board at the conclusion of six (6) consecutive Annual General Meetings (hereinafter, the "Mandatory Retirement Threshold") — shall mandatorily retire from the Board at the Annual General Meeting immediately following the AGM at which such six-year threshold is completed (hereinafter, the "Mandatory Retirement AGM").

(b) For the purpose of computing six (6) consecutive years under this Article:

- Service shall be counted from the Director's effective date of appointment or re-appointment as recorded in the Company's Register of Directors and in MCA filings (Form DIR-12).
- A Director who resigns, is removed, or vacates office before completing six (6) consecutive years and is subsequently re-appointed shall have his or her tenure count restart afresh from the date of such re-appointment. Service prior to the break shall not be aggregated with post-re-appointment service for computing the six (6) year threshold.

- Initial Directors — being those Directors who were appointed to the Board prior to the Extraordinary General Meeting of the Company held on July 14, 2026 — their service on the Board prior to the date on which this revised Article 7.2 comes into effect upon registration by the Registrar of Companies (hereinafter, the “Effective Date”) shall not be counted towards the six (6) consecutive year threshold. The tenure of Initial Directors for the purpose of Article 7.2 shall be computed from the Effective Date. Provided that any Initial Director who has already served for six (6) or more consecutive years reckoned from the Effective Date as on the date of the relevant AGM, 1/3rd of them shall be mandatorily retired at that AGM and the Cooling-Off Period as given below shall apply.
- The Board shall dispatch the notice for AGM, prepare and place before the Board a written report identifying every Director who has reached or will reach the Mandatory Retirement Threshold at or before the forthcoming AGM. Any such Director shall be specifically named in the agenda of the AGM notice as retiring mandatorily under Article 7.2 and shall not be proposed for re-appointment at that AGM unless the Cooling-Off Period under Article 7.2 has been duly observed.
- If the Board fails to identify and notify a Director liable for mandatory retirement and such Director would have been mandatorily required to retire at a given AGM, such Director shall be deemed to have vacated office at the date on which the said miss out has come to notice of the Board, regardless of any procedural omission, and the Board shall treat the resulting vacancy as a casual vacancy.

(iv) Cooling-Off Period

(a) A Director who has retired mandatorily under Article 7.2 upon completing six (6) consecutive years of Board service shall not be eligible for re-appointment as a Director of the Company for a period of 365 days commencing from the date of such mandatory retirement at the Mandatory Retirement AGM till the date of the next appointment (hereinafter, the “Cooling-Off Period”). For the avoidance of doubt, during the Cooling-Off Period, such person shall not be appointed or re-appointed in any directorial capacity — whether as a regular Director, Additional Director, Director appointed to fill a casual vacancy, or otherwise.

(b) Upon the expiry of the Cooling-Off Period, such person shall be eligible for fresh appointment as a Director of the Company subject to compliance with all applicable provisions of these Articles and the Companies Act, 2013. Upon such fresh appointment, the tenure shall be counted afresh from the date of such new appointment.

(c) For the avoidance of doubt, the Cooling-Off Period shall not apply to a Director who retires under normal Rotational Retirement under Article 7.2. and who has not yet served six (6) consecutive years — such a Director is eligible for re-appointment and has offered himself / herself for reappointment at the same AGM at which they retire, subject to Article 7.2.

(d) The Cooling off period shall also be applicable if the Director vacates the office of directorship due to resignation or removal.

(v) Re-appointment of Directors Retiring by Rotation (Not Having Completed Six Consecutive Years)

(a) A Director who retires under Rotational Retirement pursuant to Article 7.2 at a given AGM, and who has not yet completed six (6) consecutive years of Board service as on the date of that AGM, shall be eligible for re-appointment at that very AGM by Ordinary Resolution of the Members. If no resolution for re-appointment is passed at the AGM, such Director shall be deemed to have vacated office at the conclusion of that AGM, unless the AGM specifically resolves to adjourn the matter.

(vi) Interaction Between Rotational Retirement and Mandatory Retirement

(a) Where a Director is due for Rotational Retirement under Article 7.2 at a given AGM and has simultaneously reached the Mandatory Retirement Threshold under Article 7.2, such Director shall retire at that AGM by way of mandatory retirement under Article 7.2, not merely as a rotational retiree, and the Cooling-Off Period under Article 7.2 shall apply.

(b) For the purpose of computing the number of Directors retiring by rotation under Article 7.2, a Director retiring mandatorily under Article 7.2 shall also be counted towards the one-third (1/3rd) number required to retire. Where mandatory retirements alone satisfy or exceed the one-third requirement for a given AGM, the rotational retirement obligation is considered discharged. Additional Directors shall not be identified for Rotational Retirement as per Article 7.2.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing resolution and to settle any question, make necessary amendments required by the concerned authority that may arise to give effect to the foregoing resolution for matters connected therewith or incidental thereto."

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

---Sd---
Mr. Amit Kukreja
Chairperson & Director
(DIN: 06855921)

Registered Office:

701/702 Madhava Building 7th floor,
Bandra Kurla Complex, Bandra East,
Mumbai – 400051.

Date: June 27, 2026
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 EGM is annexed hereto and forms part of this Notice as **Annexure 1.**

2. **Procedure for Attending the EGM Through Video Conference (VC) or Other Audio Visual Means (OAVM):** The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 03/2025 dated September 22, 2025 which is in continuation of circular dated, September 19, 2024, September 25, 2023, December 28, 2022, May 05, 2022, read with other circulars dated January 13, 2021, May 05, 2020, April 8, 2020 and April 13, 2020 permitted the holding of the General Meeting 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 EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM 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 the EGM:

- Log in on the CDSL website at **https://www.evotingindia.com** using your remote e-voting credentials shared with you from CDSL e-Voting Desk. The link for VC/OAVM will be available in members' login where the EVEN of the Company will be displayed. For the 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 EGM through the VC/OAVM mode, 15 minutes before the scheduled time of commencement of EGM 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.

- Members are encouraged to join the Meeting through Laptop/ Desktop for better experience and use the Internet with a good speed to avoid any disturbance during the EGM. 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 EGM through VC/OAVM will be made available to all the members whose name is appearing in the register of members as on the cut-off date. This will not include Directors, the Chairperson of the Audit and Risk Committee, Statutory Auditors, etc. who are allowed to attend the EGM without any restrictions pertaining to joining the EGM on a first come first serve basis.

(iii) The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

(iv) Since this EGM 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 EGM. 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:** In compliance with the aforesaid requirements of the MCA Circulars, electronic copy of the 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 EGM 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 EGM.

5. **Route Map:** Since the EGM will be held through VC / OAVM, the route map is not annexed to the Notice.

6. **Cut-off Date:** This Notice is being electronically dispatched on Saturday, June 27, 2026 to all members whose names appear in the Register of Members of the Company and whose email addresses are registered with the Company as on this date of dispatch. Members were requested to register or update their email addresses on or before Friday, June 26, 2026, to enable receipt of the Notice of the Extraordinary General Meeting ("EGM") and instructions for participation and remote e-voting.
For the purpose of determining the eligibility of members entitled to vote, Tuesday, July 7, 2026 **(cut-off date)** has been fixed as the relevant date. Accordingly, only those members whose names appear in the Register of Members as on the close of business on July 7, 2026

shall be entitled to exercise voting rights on the resolution(s) set out in the Notice of the EGM.

7. **Members' Record Updation:** Members can send an email to membership@aria.org.in for updating their email Id, contact number or any other membership details.

8. **Member Queries with Respect to Business as stated in the Notice of this EGM:**
For smooth conduct of EGM proceedings, Members who have queries with regard to the matters to be placed at the EGM, 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 24 hours in advance before the start of meeting i.e. by Monday, July 13, 2026 before 06:00 p.m. (IST).

(i) Members who wish to ask questions or express their views at the EGM 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 24 hours in advance before the start of meeting i.e. by Monday, July 13, 2026 before 06:00 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 EGM, 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 Central Depository Securities (India)Limited ('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. 11117) as the Scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the EGM to ensure that the process is carried out in a fair and transparent manner.

(iii) Members attending the EGM 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 EGM 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 EGM but cannot vote during the EGM.

(iv) Voting rights of the members (for voting through remote e-voting or e-voting system provide in the Meeting) shall be one member – one vote as on the cut-off date i.e. Tuesday, July 7, 2026.

(v) A Member can opt for only one mode of voting i.e. either through Remote e-voting or voting at the EGM. 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 Wednesday, July 8, 2026 (09.00 a.m. IST onwards) and ends on Monday, July 13, 2026 (up to 05.00 p.m. IST). The remote e-voting module shall be disabled by CDSL for voting thereafter i.e. beyond 05.00 p.m. IST of July 13, 2026. 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 authorized 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.

(x) If the proposed resolution is assented by requisite majority, it shall be deemed to have been passed on the date of the EGM i.e. on Tuesday, July 14, 2026.

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 EGM. Members who are entitled to participate in the EGM can view the proceedings of EGM by logging on the website of CDSL at **www.evotingindia.com** using their login credentials.

Annexure – 1: 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 Extra Ordinary General Meeting of the Company.

Item No. 1: Amendment to the Articles of Association (AoA) of the Company

The Board of Directors, at its meeting held on June 16, 2026, approved, subject to approval of the Members and such statutory approvals as may be required from the Central Government or any other competent authority, the amended Articles of Association ("AoA") of the Company.

Members' attention is drawn to the proposed amendment to **Article 7.2.1** of the AoA, aimed at introducing a structured framework for the tenure and retirement of Directors. The existing provision, which results in a majority of Directors retiring simultaneously, is proposed to be revised to ensure continuity and effective functioning of the Board.

The proposed amendment provides that one-third of the Directors shall retire by rotation at each Annual General Meeting, prescribes the mechanism for determining Directors liable to retire by rotation, introduces a maximum continuous tenure of six years, and mandates a cooling-off period of one year before a Director who has completed such tenure becomes eligible for re-appointment.

These changes are intended to maintain continuity and stability in Board functioning.

The draft amended AoA is circulated with this Notice and is available for inspection by Members at the registered office on any working day (except Saturday, Sunday, and public or bank holidays) between 10:30 a.m. and 5:00 p.m.

Pursuant to Section 14 of the Companies Act, 2013, approval of the Members by way of Special Resolution, along with requisite approval of the Central Government (delegated to the Regional Director), is required for alteration of the AoA.

The Board recommends passing of the Special Resolution. None of the Directors or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

By Order of the Board of Directors

For **Association of Registered Investment Advisers**

---Sd---
Mr. Amit Kukreja
Chairperson & Director
(DIN: 06855921)

Registered Office:

701/ 702 Madhava Building 7th Floor,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

Date: June 27, 2026
Place: Mumbai

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

A. Procedure and instructions for remote e-voting:

i. The voting period begins on Wednesday, July 08, 2026 (09.00 a.m. IST onwards) and ends on Monday, July 13, 2026 (05.00 p.m. IST). 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 EGM through VC / OAVM:

i. Members will be provided with a facility to attend the EGM 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 shareholders/members login where the EVSN of Company will be displayed.

ii. Members are encouraged to join the Meeting through Laptops / iPad 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 EGM 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 directors@aria.org.in (company email id). These queries will be suitably replied either at the EGM 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 for e-voting during the EGM are as under:

i. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.

ii. Only those members, who are present in the EGM 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.

iii. If any votes are cast by the members through the e-voting available during the EGM 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. However, they will not be eligible to vote at the EGM.

v. If you have any queries or issues regarding attending EGM & 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. Rakesh Dalvi (022-022 62343625).

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- 62343626/25.

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

--sd/--

Mr. Amit Kukreja
Chairperson & Director
(DIN: 06855921)

Registered Office:
701/702 Madhava Building 7th floor,
Bandra Kurla Complex, Bandra East,
Mumbai – 400051.
Date: June 27, 2026
Place: Mumbai