

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF AMBIT WEALTH PRIVATE LIMITED (formerly known as Ambit Wealth Management Private Limited) (“THE COMPANY”) WILL BE HELD ON JUNE 27, 2022 AT 02:00 P.M. AT SHORTER NOTICE AT THE REGISTERED OFFICE SITUATED AT AMBIT HOUSE, 449, SENAPATI BAPAT MARG, LOWER PAREL, 400013 AND THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon;**

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon, as presented at the meeting, be and are hereby considered and adopted.

RESOLVED FURTHER THAT a copy of this resolution be and hereby submitted to the Concerned Persons or Authorities certified by any Director or Authorized Signatory of the Company.”

SPECIAL BUSINESS:

- 2. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

- I. Appointment of Mr. Ajay Sondhi as Director of the Company:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ajay Sondhi (DIN: 01657614), who was appointed as an Additional Director (Non-Executive) by the Board and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to sign and file necessary e-form and/or return in this connection with the Registrar of Companies / Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be necessary, expedient and incidental thereto to give effect to this resolution;

RESOLVED FURTHER THAT a copy of this resolution duly certified as true by any Director or the Company Secretary of the Company be furnished to anyone concerned or interested in the matter.”

- II. Appointment of Mr. Ajay Makhija as Director of the Company:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ajay Makhija (DIN: 09289658), who was appointed as an Additional Director (Non-Executive) by the Board and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to sign and file necessary e-form and/or return in this connection with the Registrar of Companies / Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be necessary, expedient and incidental thereto to give effect to this resolution;

RESOLVED FURTHER THAT a copy of this resolution duly certified as true by any Director or the Company Secretary of the Company be furnished to anyone concerned or interested in the matter.”

III. Appointment of Mr. Rahul Gupta as Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rahul Gupta (DIN: 03068111), who was appointed as an Additional Director (Non-Executive) by the Board and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to sign and file necessary e-form and/or return in this connection with the Registrar of Companies / Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be necessary, expedient and incidental thereto to give effect to this resolution;

RESOLVED FURTHER THAT a copy of this resolution duly certified as true by any Director or the Company Secretary of the Company be furnished to anyone concerned or interested in the matter.”

IV. Appointment of Mr. Sanjit Chowdhry as Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjit Chowdhry (DIN: 08721927), who was appointed as an Additional Director (Non-Executive) by the Board and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to sign and file necessary e-form and/or return in this connection with the Registrar of Companies / Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be necessary, expedient and incidental thereto to give effect to this resolution;

RESOLVED FURTHER THAT a copy of this resolution duly certified as true by any Director or the Company Secretary of the Company be furnished to anyone concerned or interested in the matter.”

By Order of the Board
FOR AMBIT WEALTH PRIVATE LIMITED
*(formerly known as Ambit Wealth Management
Private Limited)*

SD/-
Amrita Farmahan
Director (08598935)

Place: Mumbai
Date: June 20, 2022
Registered Office:
Ambit House, 449,
Senapati Bapat Marg,
Lower Parel,
Mumbai - 400013

Ambit Wealth Private Limited
(Formerly known as Ambit Wealth Management Private Limited and Ambit Broking & Advisory Private Limited)
Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 T: +91 22 6860 1819 F: +91 22 6860 3020
www.ambit.co CIN: U74140MH2007PTC174082

Notes:

1. In view of the continuing COVID-19 pandemic, MCA has vide its circular dated January 13, 2021 read with circulars dated May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (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 Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. 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 and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Corporate Members are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution/ Authority Letter etc. pursuant to the Section 113 of the Companies Act, 2013 authorizing their representative to attend the AGM through VC/OAVM on its behalf and to vote at the meeting. The said Resolution/ Authorization shall be sent through its registered email address to compliance@ambit.co.
4. Members who have not yet registered their email address are requested to register the same with the Company.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
7. In compliance with the aforesaid MCA Circulars, Notice of AGM along with Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.

By Order of the Board
FOR AMBIT WEALTH PRIVATE LIMITED
(formerly known as Ambit Wealth Management Private Limited)

SD/-
Amrita Farmahan
Director (08598935)

Place: Mumbai
Date: June 20, 2022
Registered Office:
Ambit House, 449,
Senapati Bapat Marg,
Lower Parel,
Mumbai - 400013

EXPLANATORY STATEMENT U/S 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No 1:

The Board of Directors in its meeting held on December 13, 2021, appointed Mr. Ajay Sondhi (DIN: 01657614), as an Additional Director (Non-Executive) in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, w.e.f said date till the expiry of this Annual General Meeting. It is hereby proposed to appoint Mr. Ajay Sondhi (DIN: 01657614), as the Director of the Company.

The approval of the members is accordingly being sought under Section 152 of the Companies Act, 2013 read with the Rules made thereunder.

The Directors recommend the aforesaid resolution for the approval by the Members as an ordinary resolution.

None of the Directors or their relatives, except to the extent of their Directorship are in any way concerned or interested in the proposed resolution as set out in the Notice.

The details Mr. Ajay Sondhi (DIN: 01657614), in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is given as “Annexure A”.

Item No. 2:

The Board of Directors in its meeting held on October 15, 2021, appointed Mr. Ajay Makhija (DIN: 09289658) as an Additional Director (Non-Executive) of the Company in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, w.e.f said date till the expiry of this Annual General Meeting. It is hereby proposed to appoint Mr. Ajay Makhija (DIN: 09289658) as the Director of the Company.

The approval of the members is accordingly being sought under Section 152 of the Companies Act, 2013 read with the Rules made thereunder.

The Directors recommend the aforesaid resolution for the approval by the Members as an ordinary resolution.

None of the Directors or their relatives, except to the extent of their Directorship are in any way concerned or interested in the proposed resolution as set out in the Notice.

The details of Mr. Ajay Makhija (DIN: 09289658) in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is given as “Annexure A”

Item No. 3:

The Board of Directors in its meeting held on October 15, 2021, appointed Mr. Rahul Gupta (DIN: 03068111) as an Additional Director (Non-Executive) of the Company in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, w.e.f said date till the expiry of this

Ambit Wealth Private Limited

(Formerly known as Ambit Wealth Management Private Limited and Ambit Broking & Advisory Private Limited)

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 T: +91 22 6860 1819 F: +91 22 6860 3020

www.ambit.co CIN: U74140MH2007PTC174082

Annual General Meeting. It is hereby proposed to appoint Mr. Rahul Gupta (DIN: 03068111) as the Director of the Company.

The approval of the members is accordingly being sought under Section 152 of the Companies Act, 2013 read with the Rules made thereunder.

The Directors recommend the aforesaid resolution for the approval by the Members as an ordinary resolution.

None of the Directors or their relatives, except to the extent of their Directorship are in any way concerned or interested in the proposed resolution as set out in the Notice.

The details of Mr. Rahul Gupta (DIN: 03068111) in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is given as “Annexure A”

Item No. 4:

The Board of Directors in its meeting held on October 15, 2021, appointed Mr. Sanjit Chowdhry (DIN: 08721927) as an Additional Director (Non-Executive) of the Company in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, w.e.f said date till the expiry of this Annual General Meeting. It is hereby proposed to appoint Mr. Sanjit Chowdhry (DIN: 08721927) as the Director of the Company.

The approval of the members is accordingly being sought under Section 152 of the Companies Act, 2013 read with the Rules made thereunder.

The Directors recommend the aforesaid resolution for the approval by the Members as an ordinary resolution.

None of the Directors or their relatives, except to the extent of their Directorship are in any way concerned or interested in the proposed resolution as set out in the Notice.

The details of Mr. Sanjit Chowdhry (DIN: 08721927) in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is given as “Annexure A”

ANNEXURE A

Particulars	Mr. Ajay Sondhi	Mr. Ajay Makhija	Mr. Rahul Gupta	Mr. Sanjit Chowdhry
Appointed as	Non-Executive Director	Non-Executive Director	Non-Executive Director	Non-Executive Director
Date of Birth	23/7/1960	11/10/1963	13/8/1959	24/11/1968
Age	62 years	59 years	63 years	54 years
Original date of Appointment	December 13, 2021	October 15,2021	October 15,2021	December 13, 2021
Relationship with other Directors, Manager and KMP's	None	None	None	None
Experience and expertise in specific functional area	Seasoned Financial Services and Board professional with extensive global experience and a strong network in Asia. Leadership positions in Asia with the world's leading financial services firms, and have a holistic approach combining Private Wealth Management and Investment Banking.	30 of experience in the banking industry. Senior leadership roles in global banks across Retail Banking, Consumer lending, Credit Cards, Commercial banking, SME lending, Mortgages, Wealth Management and Private Banking businesses	Rahul's career in banking and financial services spans over 35 years across all major Asian economies and he has a formidable reputation as an Asian financial services expert	Over 25 years of experience in the areas of Executive leadership, Risk Management, Client Relationship Management, Strategy and Sales
Qualification	Advanced Leadership Initiative Fellow 2017, Harvard University Citigroup MD Leadership Program at Harvard Business School Master of Management Studies	Doctor of Business Administration from Singapore Management University, Master of Business Administration from	Masters in Marketing Management from the Jamnalal Bajaj Institute of Management Studies, University of Mumbai and a Bachelor of Commerce (Honours) from the University of Delhi.	Bachelor's Degree in Mechanical Engineering from the Delhi College of Engineering and Master's Degree in Business Administration from McGill University, Montreal

	(Finance), JBIMS, Bombay University, India B.A. (Hons) Economics, St. Stephen's College, Delhi University, India	University of Delhi, Bachelor of Engineering (Mechanical) from University of Delhi		
Directorships of other Boards	<ol style="list-style-type: none"> 1) Meeba Holding Pte Ltd, Singapore 2) Maxx Medical Pte Ltd, Singapore 3) Noora Health, USA 4) IDFC Limited 5) IDFC First Bank Limited 6) IDFC Financial Holding Company Limited 	Nil	<ol style="list-style-type: none"> 1) Sicom Limited 2) J.C. Flowers Asset Reconstruction Private Limited 3) Ambit Private Limited 	<ol style="list-style-type: none"> 1) Ambit Wealth Advisors Limited 2) Prime Focus Technologies Limited
Membership/Chairmanship of the Committees of other boards.	None	None	Ambit Private Limiteds- <ol style="list-style-type: none"> 1) Audit Committee 2) IRMC Committee 3) CSR Committee 	Ambit Finvest Private Limited: <ul style="list-style-type: none"> -Asset Liability And Management Committee -Loan Sanction Committee - IT Steering Committee -IT Strategy Committee
Shareholding in the Company	Nil	1%	1%	Nil
No. of meetings of the Board attended during the period	1/1	2/2	2/2	1/1
Terms and Conditions of appointment	Appointed as an Non-Executive Director	Appointed as an Non-Executive Director	Appointed as an Non-Executive Director	Appointed as Non-Executive Director

Remuneration sought to be paid	Nil.	Nil.	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil	Nil

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM at <https://ambit-co.zoom.us/j/87688191854?pwd=QkE4cnhmZytXejBQTHNzTWNTNldCZz09>

Meeting ID: 876 8819 1854

Passcode: 960110

2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, PAN, Folio Number, mobile number at compliance@ambit.co from **June 27, 2022** (4.00 pm) to **June 27, 2022** (2.00 pm). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
4. The Members who do not wish to speak during the AGM but have queries may send their queries in advance till **June 26, 2022**(2.00 p.m. IST) mentioning their name, PAN, folio number, mobile number at compliance@ambit.co.

By Order of the Board

FOR AMBIT WEALTH PRIVATE LIMITED
(formerly known as Ambit Wealth Management Private Limited)

Sd/-
Amrita Farmahan
Director (08598935)

Place: Mumbai

Date: June 20, 2022

Registered Office:

Ambit House, 449,
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400013

Ambit Wealth Private Limited

(Formerly known as Ambit Wealth Management Private Limited and Ambit Broking & Advisory Private Limited)

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 T: +91 22 6860 1819 F: +91 22 6860 3020

www.ambit.co CIN: U74140MH2007PTC174082

AMBIT WEALTH PRIVATE LIMITED

CIN: U74140MH2007PTC17082

Registered Office: Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name in (BLOCK LETTERS)	
Address	
Registered Folio	
Shareholder/Proxy/Authorised Representative	
Mobile No. & Email Id	

I/we hereby record my presence at the **15th ANNUAL GENERAL MEETING** of the Company held on June 27, 2022 at 02:00 P.M. at the Registered Office of the Company at Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India.

Signature of Shareholder / Proxy

Notes:

1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
2. Each equity share of the Company carries one vote.
3. Please read carefully the instructions printed in the Notice before exercising the vote

Ambit Wealth Private Limited**(Formerly known as Ambit Wealth Management Private Limited and Ambit Broking & Advisory Private Limited)**

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 T: +91 22 6860 1819 F: +91 22 6860 3020

www.ambit.co CIN: U74140MH2007PTC174082

AMBIT WEALTH PRIVATE LIMITED

CIN: U74140MH2007PTC17082

Registered Office: Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

PROXY FORM

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

Name in (BLOCK LETTERS)	
Address	
Registered Folio	
Mobile No. & Email Id	

I/We being the member(s) of _____ **Ambit Capital Private Limited**, hereby appoint:

1. Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____ or failing him _____

2. Name: _____
 Address: _____
 F-mail Id: _____
 Signature: _____ or failing him _____

3. Name: _____
 Address: _____
 G-mail Id: _____
 Signature: _____ or failing him _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the **15th ANNUAL GENERAL MEETING** of the Company to be held on June 27, 2022 at 02:00 P.M at the Registered Office of the Company at Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India and at any adjournment thereof in respect of the resolutions as mentioned below:

Resolutions:

Ambit Wealth Private Limited
 (Formerly known as Ambit Wealth Management Private Limited and Ambit Broking & Advisory Private Limited)
 Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 T: +91 22 6860 1819 F: +91 22 6860 3020
www.ambit.co CIN: U74140MH2007PTC174082

Sr. No.	Particulars
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022, together with the Director's Report and Auditor's Report thereon.
2	To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: I. Appointment of Mr. Ajay Sondhi as Director of the Company II. Appointment of Mr. Ajay Makhija as Director of the Company: III. Appointment of Mr. Rahl Gupta as Director of the Company: IV. Appointment of Mr. Sanjit Chowdhry as Director of the Company:

Affix a
revenue
stamp of not
less than
₹ 1

Signed this..... Day of 2022

Signature of shareholder

Signature of proxy holder(s)

Notes:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route map to the venue of the Meeting from Lower Parel Railway Station, Mumbai

Ambit Wealth Private Limited

(Formerly known as Ambit Wealth Management Private Limited and Ambit Broking & Advisory Private Limited)

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 T: +91 22 6860 1819 F: +91 22 6860 3020

www.ambit.co CIN: U74140MH2007PTC174082

