

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16TH EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF EQUITYMASTER AGORA RESEARCH PRIVATE LIMITED WILL BE HELD ON FRIDAY, MAY 29, 2020 AT 5.30 PM (IST) AT 103, REGENT CHAMBERS, NARIMAN POINT, MUMBAI 400021 TO TRANSACT THE FOLLOWING BUSINESS:

As Special Business:

1. **Approval for Mr. Rahul Goel, CEO to take up marketing consultancy assignment with Quantum Asset Management Company Private Limited (“Associate Company”)**

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

“**RESOLVED THAT** pursuant to Clause 61 of Articles of Association of the Company, provisions of Section 188(1)(f) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and any amendments thereof of the Companies Act, 2013 and in partial modification of clauses 1.2 and 9.1 of the Service Agreement dated December 20, 2008 between the Company and Mr Rahul Goel (“the Service Agreement”) which is currently in force and effect, the consent of the Company be and is hereby granted to Mr Rahul Goel for providing consultancy services to Quantum Asset Management Company Private Limited (“QAMC”) in his personal capacity, simultaneously while serving as the Chief Executive Officer (“CEO”) of the Company, upon and subject to the terms and provisions contained in the draft Consultancy Agreement between QAMC and Mr Rahul Goel.

RESOLVED FURTHER THAT the approval / consent granted to Mr Rahul Goel is and shall be subject to following conditions:

1. The terms and provisions regulating / governing his engagement as consultant to QAMC shall be as stated in the above draft Consultancy Agreement and any alterations or amendment thereto that may be made hereafter shall be subject to the prior approval of the Board.
2. The term of the engagement is 4 months and the time that Mr Rahul Goel may devote to QAMC for the rendering of consultancy services as its consultant shall not exceed 10 hours per week.
3. Mr Rahul Goel shall at all times ensure that the rendering of consultancy services by him to QAMC shall not in any manner whatsoever prejudice or be detrimental to the performance and discharge by him of his duties, responsibilities and obligations to the Company as its CEO under or pursuant to the Service Agreement.

RESOLVED FURTHER THAT the Service Agreement, save and to the limited extent modified as aforesaid, shall remain in full force and effect in accordance with its other terms and conditions.

RESOLVED FURTHER THAT the Company hereby delegates powers to the Board of Directors for approval to any amendments/ alterations that may be made hereafter to the terms of the Consultancy agreement as entered by both the aforesaid parties.”

By order of the Board of Directors

Place: Mumbai
Date: May 27, 2020

I V Subramaniam
Director
DIN: 00253917

Registered Office:

Equitymaster Agora Research Private Limited
103, Regent Chambers, Nariman Point, Mumbai – 400021 Telephone: 91-22-6143 4055 Fax: 91-22-2202
8550 Email:info@equitymaster.com Website: www.equitymaster.com
SEBI (Research Analysts) Regulations 2014, Registration No. INH000000537
CIN: U74999MH2007PTC175407

NOTES:

1. The Extraordinary General Meeting, under the current COVID-19 situation worldwide is being held via video-conference facility in compliance with the General Circulars 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs. The login details for the meeting will be shared separately to the members on their email addresses as registered with the Company.
2. Since the Extraordinary General meeting under this framework is being held through video-conference facility, where physical attendance of members has been dispensed with, there is no requirement of appointment of proxies.
3. The Auditor entitled to attend the general meeting is entitled to appoint an authorised representative to attend instead of himself and such representative shall be qualified to be an auditor.
4. Members are requested to intimate the change(s), if any of the email addresses with the company at the earliest.
5. Corporate members intending to appoint their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
6. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
7. The Registers maintained by the Company as per the Companies Act 2013, will be available for inspection for the members at the meeting.
8. Route map* of the location of the address of the registered office of the Company, where the EGM is considered to be held is also attached.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1

Mr. Rahul Goel, CEO intends to take up a marketing consultancy assignment with Quantum Asset Management Company Private Limited (“hereinafter referred to as QAMC”), Associate of the Company. The transaction is considered as a related party transaction within the meaning of Section 188 (1)(f) of the Companies Act, 2013 and also is a transaction with Connected Persons as per Clause 61 of the Articles of Association of the Company. Mr. Rahul Goel will take up the assignment in his personal capacity and shall not hold a position of a Key Managerial Personnel (KMP) or any other office in QAMC.

It is thus proposed to seek approval of members by way of an Ordinary Resolution.

Details of Agreement are as follows;

Name of Related Party, nature of relationship	Name of the Director who is related	Nature of contract	Salient terms including value	Duration
Quantum Asset Management Company Private Limited (“QAMC”, Associate Company) And Mr. Rahul Goel (CEO – Equitymaster Agora Research Private Limited)	Mr. I V Subramaniam	Marketing Consultancy Agreement	Mr. Goel intends to provide services relating to marketing strategies and helping in customer acquisition to strengthen the marketing effort of QAMC. The fee is as agreed by both parties in the agreement.	Period of 4 months

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution except to the extent of Mr. Rahul Goel and Mr. I V Subramaniam, Director of the Company is a Director on the Board of Quantum Asset Management Company Private Limited.

The arrangement is on ‘arm’s length basis’ and in accordance with the provisions of the Companies Act, 2013.

The Agreement may be emailed to those members requesting inspection, on account of lockdown due to the current COVID-19 scenario worldwide.

By order of the Board of Directors

Place: Mumbai
Date: May 27, 2020

I V Subramaniam
Director
DIN: 00253917

Registered Office:

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103, Regent Chambers, Nariman Point, Mumbai – 400021 Telephone: 91-22-6143 4055 Fax: 91-22-2202
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***Route Map of the venue of the 16th Extra ordinary General Meeting of Equitymaster Agora Research Private Limited**

**Registered office & Venue as considered: 103, Regent Chambers, Nariman Point, Mumbai 400021
Landmark: Above Status Restaurant**

