

Parag Parikh Financial Advisory Services Limited

CIN: U67190MH1992PLC068970

Regd. & Corp. Off.: 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg,
230, Nariman Point, Mumbai - 400 021.

Tel: 91 22 6140 6555 **Fax:** 91 22 6140 6590

E: email@ppfas.com **Web:** www.ppfas.com

NOTICE

NOTICE is hereby given that the **30th Annual General Meeting** of the members of Parag Parikh Financial Advisory Services Limited will be held on **Thursday, 29th September 2022 at 4.00 p.m.** at 81/82, 8th Floor, Sakhar Bhavan, Ramnath Goenka Marg, 230, Nariman Point, Mumbai - 400 021 to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt:

- (a) The Audited Standalone financial statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon and
 - (b) The Audited Consolidated financial statements of the Company for the financial year ended 31st March, 2022 and report of Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 2 per equity share already paid during the year as the Final Dividend for the Financial Year 2021-22.
 3. To appoint director in place of Mr. Sahil Parag Parikh (DIN: 00079898), who retires by rotation and being eligible, offers himself for re-appointment.
 4. To appoint statutory auditors and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, along with the relevant Rules made thereunder, and based on the recommendations of the Board of Directors of the Company, M/s. Chokshi & Chokshi LLP, Chartered Accountants (Firm registration no. 101872W/W 100045) be and are hereby appointed as Statutory Auditors of the company, to hold office for a term of five consecutive years from the conclusion of the 30th AGM until the conclusion of the 35th AGM, at such remuneration and out of pocket expenses, as may be decided by the board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to decide and/or alter the terms and conditions for their appointment including remuneration for subsequent financial years as it may deem fit."

SPECIAL BUSINESS:

5. APPROVAL OF PPFAS EMPLOYEES STOCK OPTION PLAN 2022 (PPFAS ESOP 2022) AND GRANT OF STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES / DIRECTORS OF THE COMPANY UNDER THE SCHEME:

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

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, other applicable statutes, rules, regulations and guidelines, if any (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and further subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded respectively to the **PPFAS Employees Stock Option Plan, 2022** (hereinafter referred to as the **"PPFAS ESOP 2022"** or "Scheme") and to the Board of Directors of the Company (hereinafter referred to as the "Board") to grant from time to time, in one or more tranches, not exceeding 1,25,500 (One Lakh Twenty Five Thousand and Five Hundred) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company who have been working in India or outside India, Whole-time/Managing Directors (other than promoters of the Company or person belonging to the promoter group, Independent Directors and Directors holding himself or through his relative or through anybody corporate, directly or indirectly more than 10% of the outstanding equity shares of the Company) on the terms and conditions as may be determined by the Board in accordance with the provisions of the PPFAS ESOP 2022 and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, restructuring or such other similar event, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies as applicable to the Company, from time to time under any laws and regulations to the extent relevant and applicable to the PPFAS ESOP 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the PPFAS ESOP 2022 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may at its absolute discretion deem fit, for such purposes and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all documents and writings as may be necessary or expedient, with the further power to delegate such powers to any executives/officers of the Company and to give such directions and/or instructions as may be necessary or expedient and to give effect to such modifications, changes, variations, alterations, amendments, suspensions or terminations of the PPFAS ESOP 2022 as it may in its absolute discretion deem fit and to do all other things incidental or ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or any Officer(s) of the Company."

6. GRANT OF OPTIONS TO THE ELIGIBLE EMPLOYEES/DIRECTORS OF THE COMPANY'S SUBSIDIARIES UNDER PPFAS ESOP 2022:

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

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, other applicable statutes, rules, regulations and guidelines, if any (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and further subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to extend the benefits of the **"PPFAS Employees Stock Option Plan, 2022"** ("**PPFAS ESOP 2022**") referred under Item No. 5 above within the limit prescribed therein to or for the benefit of such person(s) who are in permanent employment of any existing or in future Subsidiary Company / ies of the Company, whole-time/managing Directors thereof (other than promoters of the Company or person belonging to the promoter group, Independent Directors and Directors holding himself or through his relative or through any body corporate, directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether in India or outside India, as may be decided under the PPFAS ESOP 2022 on the terms and conditions as may be determined by the Board in accordance with the provisions of the PPFAS ESOP 2022 and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the PPFAS ESOP 2022 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may at its absolute discretion deem fit, for such purposes and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all documents and writings as may be necessary or expedient, with the further power to delegate such powers to any executives/officers of the Company and to give such directions and/or instructions as may be necessary or expedient and to give effect to such modifications, changes, variations, alterations, amendments, suspensions or terminations of the PPFAS ESOP 2022 as it may in its absolute discretion deem fit and to do all other things incidental or ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or any Officer(s) of the Company."

By order of the Board of Directors of
Parag Parikh Financial Advisory Services Limited

Sd/-
Neil Parikh
 Director
 (DIN - 00080269)

Sd/-
Sahil Parikh
 Director
 (DIN - 00079898)

Place : Mumbai
 Date : 24th August, 2022

Notes:

- 1. Proxy:** A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself/ herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, provided that the person does not act as a proxy for any other person or member.

During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than 3 days' notice in writing is given to the Company.

- 2. Time for depositing proxy:** The instrument appointing the Proxy, duly completed, must be deposited at the Company's Registered/ Corporate Office not less than 48 hours before the commencement of the meeting. A Proxy Form (viz. Form MGT-11) for the AGM is enclosed. Proxies submitted on behalf of the Companies, Societies, Institutions etc. must be supported by an appropriate resolution/ authority, as applicable.
- 3. Corporate Members:** Institutional Shareholders/Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signature(s) duly attested and authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- 4. Unclaimed Dividend:** Members wishing to claim dividends that remained unclaimed are requested to correspond with Company Secretary, at the Company's Registered Office. Members are requested to note that dividends that are not claimed within 7 years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for 7 consecutive years will be transferred to IEPF as per Section 124 of the Act and applicable rules.
- 5. Voting:** In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
- 6. Inspection of Records:** Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements, in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 shall be available for inspection by the Members at the AGM.

Further all the relevant documents referred to in this AGM Notice shall remain open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.

- 7. Green initiative:** Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013, those Members who are desirous to receive Annual Report, Notice and service of other documents through electronic mode are requested to register their email address with the Company by writing to email@ppfas.com.

Members may also note that the Notice of the 30th Annual General Meeting and the Company's Annual Report 2021-22 will be available on the Company's website, www.ppfas.com.

- 8. Annual Accounts of Company's Subsidiaries:** Annual Accounts of the subsidiary companies and the related detailed information shall be made available to shareholders at any point of time. The Annual Accounts of the subsidiary companies shall also be kept for inspection at the Registered Office of the Company. A hard copy of the details of accounts of subsidiaries shall be furnished on demand to any shareholder.
- 9. Queries from members:** Members desirous of obtaining any information concerning the accounts and operations of the Company, are requested to send their written queries to the Company, so as to reach its Registered Office at least 10 working days before the date of the meeting, to enable the Company officials to prepare and make available the required information at the meeting, to the extent practicable.
- 10.** On conversion into a Public Limited, the Company has facilitated the dematerialization of its shareholding pursuant to the MCA Notification dated 10th September, 2018. The Company has appointed Link Intime India Pvt Ltd as the Registrar & Transfer Agent (R&T) and the shareholders wishing to convert their physical holding into demat mode are requested to get in touch with their Depository participants (DP) for the same. Members are also requested to nominate in the prescribed manner, a person to whom his / her shares in the Company shall vest in the event of his / her death in their respective demat accounts.
- 11. Attendance Slip:** Members/ proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. Members are also requested to bring their copies of the Annual Report, as the same shall not be distributed at the Meeting.
- 12. Cut-off date:** Cut-off date for the purpose of determining the eligibility of members to attend and vote at the Annual General Meeting is Friday, 23rd September, 2022.
- 13.** The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the Companies Act), relating to the special businesses to be transacted at the meeting is annexed hereto.
- 14.** Brief resume of Directors including those proposed to be re-appointed, covering the Information Pertaining to Director seeking appointment/re-appointment as mentioned under the applicable Secretarial Standards is annexed to the notice as "**Annexure A**".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(I) OF THE COMPANIES ACT, 2013:
Item Nos. 5 and 6

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Companies for their continuous hard work, dedication and support, which has led the Company and the Subsidiary Companies on the growth path. The Company intends to implement the PPFAS Employees Stock Option Plan 2022 (PPFAS ESOP 2022), with a view to attract and retain key talents working with the Company and its Subsidiary Companies by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Pursuant to the provisions of Section 62 of the Companies Act, 2013, the Company seeks members, approval in respect of PPFAS ESOP 2022 and grant of options to the eligible employees/ Directors of the Company and that of its Subsidiary Companies as decided by the Board of Directors from time to time in due compliance with the provisions of Companies Act. The main features of the PPFAS ESOP 2022 are as under:

1. Brief Description of the Scheme and the detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

This proposed Scheme called the PPFAS Employees Stock Option Plan 2022 (PPFAS ESOP 2022) is intended to reward the Eligible Employees of the Company and its Subsidiary Companies viz., PPFAS Asset Management Private Limited and PPFAS Trustee Company Private Ltd, for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

2. Total number of Options to be granted:

The number of options would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Companies under PPFAS ESOP 2022, in one or more tranches, exercisable into not exceeding 1,25,500 (One Lakh Twenty-Five Thousand and Five Hundred) Equity Shares in the Company of face value of Rs. 10/- each fully paid-up.

3. Identification of classes of employees entitled to participate in PPFAS ESOP 2022:

Following classes of employees are entitled to participate in PPFAS ESOP 2022:

- a) Permanent employees of the Company working in India or outside India; or
- b) Directors of the Company; or
- c) Permanent employees and Directors of the Subsidiary Company.

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group; or
- b) a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; or
- c) an Independent Director within the meaning of the Companies Act, 2013.

4. Appraisal process for determining the eligibility of employees under PPFAS ESOP 2022:

The appraisal process for determining the eligibility of the employees will be decided by the Board of Directors from time to time.

5. Requirements of vesting and period of vesting:

The options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Companies as the case may be. The Board may, at its discretion, lay down certain metrics based on employment tenure, on the achievement of which such options would vest. The detailed terms and conditions relating to such vesting, and the proportion in which options granted are as follows:

Vesting period	Vesting percentage
At 5th year	50%
At 6th year and 1 month	50%

6. The maximum period within which the options shall be vested:

The options granted shall vest not later than 6 years and 1 month from date of grant and on satisfaction of vesting conditions as determined by the Board.

7. Exercise period and the process of Exercise:

The options granted may be exercised by the Grantee at time period prescribed as under.

Vesting period	Vesting percentage	Exercise Period
At 5th year	50%	1 year & 1 month
At 6th year and 1 month	50%	2 years & 1 month

The Vested options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and in such format as may be prescribed by the Board from time to time. The options shall lapse if not exercised within the specified exercise period.

8. Lock-in-period:

After the options are converted into Equity Shares, the Equity Shares so converted shall not be subject to any lock in.

9. Maximum number of options to be granted per employee and in the aggregate:

The maximum number of Options to be granted under the Plan shall not exceed 1,25,500 (One Lakh Twenty-Five Thousand and Five Hundred) save that the number of Shares shall stand adjusted accordingly if and as determined by the Board in the event of a bonus issue, share split, share consolidation or other corporate action that the Board determines requiring such adjustment.

The maximum number of options that may be granted to any specific eligible employee of our Company and of the Subsidiary companies will be determined by the Board on case-to-case basis.

10. Conditions under which options vested in employee(s) may Lapse:

In case of termination of employee on account of cheating/ fraud/ misconduct, the vested as well as the unvested Options of employee shall lapse immediately on the date of his/her termination.

11. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

As specified in PPFAS ESOP Scheme 2022.

12. Exercise price or pricing formula:

The Exercise Price shall be equal to Rs. 1200/- (Rupees One Thousand and Two Hundred only) per option or any other price as may be decided by the Board.

13. Method of option valuation:

As per Guidance note issued by the Institute of Chartered Accountants of India, there are two methods of valuation, fair value method and Intrinsic Value method. Fair value method is suitable for listed companies where market price is readily available. PPFAS being an Unlisted Public Limited Company adopts the Intrinsic value method for Option valuation.

14. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Share-based Payments' and/or any relevant Accounting Standards/policies prescribed by the Institute of Chartered Accountants of India or Central Government, from time to time, including the disclosure requirements prescribed therein.

15. Route of Scheme implementation:

The Company shall directly implement and administer the PPFAS ESOP 2022 through the Board.

16. The particulars of the trustee or employees in whose favor such shares are to be registered:

Not applicable as the scheme is directly implemented and administered by the company.

17. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Not applicable as the scheme is directly implemented and administered by the Company.

18. The interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof

None.

19. The details about how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised

The shares allotted pursuant to ESOP exercise would rank pari passu with the existing equity shares.

Members are requested to note that the draft of the PPFAS ESOP 2022 shall be open for inspection by the Members of the Company at the Registered office during normal business hours up to the date of the Annual General Meeting.

Members are requested to note that it is proposed to seek the approval of the Members of the Company in terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for the introduction and implementation of the PPFAS ESOP 2022.

The Board recommends the Resolution(s) set out at Item No. 5 and Item No. 6 of this AGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.

Annexure-A

Information Pertaining to Director seeking appointment/re-appointment as mentioned under the applicable Secretarial Standards:

Name of Director	Sahil Parag Parikh
Age	42
Date of First Appointment on the Board	14/10/1979
Qualifications	B.S. in Mathematical Science from North Carolina University, USA
Experience (including expertise in specific functional area) / Brief Resume	Mr. Sahil Parikh is the founder of Synage Software Pvt. Ltd., a software as a service (SaaS) company based out of Mumbai, India. Synage Software's first product, DeskAway was one of the first few on-demand services to be designed, developed and marketed from India for small businesses globally. His book, The SaaS Edge (How companies can leverage Software As a Service for competitive advantage) was published by Tata McGraw-Hill in early 2011.
Terms and Conditions of Appointment / Re-appointment	As per resolution no. 3, Mr. Sahil Parag Parikh, who retires by rotation and being eligible, offers himself for re-appointment.
Number of Shares held in Equity Capital of the Company	56,111 equity shares
Remuneration last drawn (including sitting fees, if any)	Rs. 1,00,000
Remuneration proposed to be paid	No remuneration other than sitting fee for attending board/ committee meetings
Number of meetings of the Board attended during the year	4
Directorships held in other Companies	1. Synage Software Private Ltd 2. Empeegee Portfolio Management Services Private Ltd
Membership / Chairmanship of Committees of other Boards	Nil
Disclosure of relationships between Directors/KMP inter-se	Mr. Sahil Parikh and Mr. Neil Parikh are relatives (brothers)

By order of the Board of Directors of

Parag Parikh Financial Advisory Services Limited

Sd/-

Sd/-

Neil Parikh

Director
(DIN- 00080269)

Sahil Parikh

Director
(DIN- 00079898)

Place : Mumbai

Date : 24th August, 2022