



NOTICE OF 1ST ANNUAL GENERAL MEETING

Notice is hereby given that the 1st Annual General Meeting (AGM) of the members of LGT Wealth India Private Limited will be held on Thursday, 29th September 2022 at the Registered Office of the Company situated at 414, 16/1 to 24 & 17, B Wing, Comm. Building, Kanakia Wall Street, Near Chakala Signal, JB Nagar, Andheri East, Mumbai 400093 (Deemed Venue) at 4:30 P.M. IST through video conferencing via Microsoft Teams to transact the following business:

ORDINARY BUSINESS –

1. To receive, approve and adopt Audited Financial Statements for the financial period ended 31st March 2022
2. To appoint M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (FRN 012754N/N500016) as Statutory Auditors and fix their remuneration

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to recommendation of Board of Directors, M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (FRN 012754N/N500016), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Annual General Meeting of the Company to be held for the FY 2026-27, at such remuneration as may be decided by the Board of Directors of the Company plus reimbursement of any out of pocket expenses that may be incurred, in connection with audit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution.”

SPECIAL BUSINESS –

3. Regularization of Dr. Henri Wilhelm Leimer (DIN: 08604006) as a Director of the Company (under Professional & Non-Executive category)

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

“RESOLVED THAT pursuant to provisions of the Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Henri Wilhelm Leimer (DIN: 08604006) who was appointed as an Additional Director of the Company with effect from 12th May, 2022 and holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013, be and is hereby appointed as a Director (under Professional & Non-Executive category) of the Company.

RESOLVED FURTHER THAT Mr. Atul Singh, Director of the Company and Mr. Lalatendu Acharya, Head- Legal, Compliance & Company Secretary, be and are hereby

LGT Wealth India Private Limited

Registered Office:

414, 16/1 to 24 & 17, B Wing, Comm. Building,
Kanakia Wall Street, Near Chakala Signal, JB Nagar,
Andheri East, Mumbai – 400093, Maharashtra
+91 22 62396028, Email: info@lgtindia.in
CIN U65990MH2021FTC365012





severally authorized to file necessary documents/ forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

4. Appointment of Mr. Surendhren Manayath (DIN: 07675198) as a Director of the Company (under Professional & Executive category)

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

“**RESOLVED THAT** pursuant to provisions of the Section 152, 196 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Surendhren Manayath (DIN: 07675198) be and is hereby appointed as a Director (Professional & Executive) of the Company with effect from the date of this Annual General Meeting.

RESOLVED FURTHER THAT Mr. Atul Singh, Director of the Company and Mr. Lalatendu Acharya, Head- Legal, Compliance & Company Secretary, be and are hereby severally authorized to file necessary documents/ forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

**For and on behalf of the Board,
LGT Wealth India Private Limited**

Lalatendu Acharya
Head – Legal, Compliance & Company Secretary
M. No: FCS 6569

Date: [23/09/2022]
Place: Mumbai



**NOTES:**

1. The Company has enabled the members to participate at the AGM through Video Conferencing (VC) facility. The facility of conducting meeting through VC allows two-way teleconferencing for the ease of participation of members.
2. The facility for joining the meeting will be kept open at least 15 minutes before the time of meeting i.e., **at 4:30 P.M. IST** and will not be closed till the expiry of 15 minutes after such scheduled time. Hence, members are requested to join the meeting at a scheduled time.
3. Attendance of members through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Members / Participants are allowed to pose questions concurrently during the meeting or submit questions in advance on the above-mentioned e-mail address of the Company, before the meeting.
5. At the meeting, the Chairman may decide to conduct a vote by Show of hands, unless a demand for poll is made by any member.
6. During the meeting, where a poll on any item is required, the Members may cast their vote on the resolutions **only** by sending emails through their email addresses which are registered with the Company Poll Paper in Form MGT-12 is attached herewith as "Annexure A."
7. As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf. However, since the AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. The body corporate / corporate members are requested to send an **authority letter**, authorizing their representative for the purpose of participation and vote on their behalf in meeting held through VC.
9. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("Explanatory Statement") relating to certain businesses to be transacted at the meeting is enclosed herewith. Documents referred, if any in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically.
10. As the AGM is being held through VC, the route map is not annexed to this Notice.



**Annexure to Notice dated 19th September 2022****{Explanatory Statement pursuant to Section 102 of the Companies Act, 2013}****Special Business-****Item No. 3:****Regularization of Dr. Henri Wilhelm Leimer (DIN: 08604006) as a Director of the Company (under Professional & Non-Executive category)**

The Board of Directors had appointed Dr. Henri Wilhelm Leimer (DIN: 08604006) as Additional Director of the Company w.e.f. 12th May, 2022. In pursuance of provisions of Section 161 of the Companies Act, 2013, he holds office up to the ensuing Annual General Meeting. Dr. Henri Wilhelm Leimer has extensive experience in the field of private banking and related financial services. Currently he is a member of senior management Board of LGT Private Banking. The Board believes that the company shall be immensely benefited by his expertise. Hence, the Board proposes to appoint him as Director at the ensuing Annual General Meeting. Accordingly, the Board recommends passing of resolution set out in Item No. 3 of this notice as an ordinary resolution.

Detailed profile of Directors seeking appointment at Annual General Meeting pursuant to Secretarial Standard-2 on General Meetings, is given below:

Name of the Director	Dr. Henri Wilhelm Leimer
Date of Birth	26 November 1956
Age	66 years
Date of Appointment	12 th May 2022
Expertise in specific functional areas	Private Banking
Qualification	Doctoral Studies at St. Gallen Business School
Experience	Over 30 years' experience
Terms & Conditions of Appointment	Dr. Henri Wilhelm Leimer is proposed to be appointed as a Professional and Non-Executive Director.
Remuneration sought to be paid	Nil
Last drawn Remuneration if any	N.A.
Relationship with other Directors/Managers/ KMP	Nil
Number of Board Meetings attended during the year	4
Details of Directorship in other Companies	LGT Bank (Singapore) Ltd. LGT Investment Management (Asia) Limited LGT Securities (Thailand) Limited LGT Wealth Management Limited LGT Wealth Management Trust Inc. LGT Crestone Holdings Limited
Details of Membership/ Chairmanship of Committees of other Boards	Nil

The Board recommends passing of the said ordinary resolution as set out at Item No. 3 of the Notice.

Except for **Dr. Henri Wilhelm Leimer**, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or





otherwise, in the said resolution except to the extent of their respective shareholding and directorship, if any, in the company.

Item No. 4:

Appointment of Mr. Surendhren Manayath (DIN: 07675198) as a Director of the Company (under Professional & Executive category)

Pursuant to provisions of the Section 152, 196 and any other applicable provisions of the Companies Act, 2013, the Board recommends appointment of Mr. Surendhren Manayath, COO of the Company, as director of the Company. He, being under whole time employment of the Company; his directorship shall fall under professional and executive category.

Mr. Surendhren, being otherwise eligible has offered himself for the aforesaid appointment.

It may be noted that Mr. Surendhren brings with him over three decades of experience, starting with Kotak Mahindra Bank as a Manager for the back-office functions of consumer finance business, then with TAIB Bank in Bahrain as an AVP and later heading to the Arab Banking Corporation handling Risk Management. Soon afterwards, he moved back to Kotak, London, as a CFO. In 2012 he transitioned to the Private Banking division as EVP for Finance Accounts and back-office functions. Prior to Validus, he was with Julius Baer, India, as the COO & Board Member. He is a Chartered Financial Analyst from CFA, USA, holds an FRM from Global Association of Risk Professionals, USA, and a CA from the ICAL. He attended Management Development Program from IIM, Ahmedabad. The Board is of view that the Company shall be immensely benefited by his experience and long exposure to the financial service industry.

It may be noted that the Terms and Conditions including tenure of his appointment and details of remuneration shall be subject to applicable provisions of the Companies Act 2013 and rules made thereunder, if any.

Detailed profile of Directors seeking appointment at Annual General Meeting pursuant to Secretarial Standard-2 on General Meetings, is given below:

Name of the Director	Mr. Surendhren Manayath
Date of Birth	25 th March 1964
Age	58 years
Date of Appointment	From the date of AGM
Tenure	As per Companies Act, 2013
Expertise in specific functional areas	Finance, Operations & Risk Management
Qualification	Chartered Accountant & CFA from CFA Institute USA, FRM from GARP
Experience	Over 30 years
Terms & Conditions of Appointment	Professional & Executive
Remuneration sought to be paid	To be decided by the Board
Last drawn Remuneration if any	NA
Relationship with other Directors/Managers/ KMP	Mr. Surendhren Manayath is also holds Directorship in Validus Wealth Private Limited and Validus Wealth Advisors Private Limited, respectively where, Mr. Atul Singh, Director of LGT Wealth India Private Limited holds directorship.





Number of Board Meetings attended during the year	NA
Details of Directorship in other Companies	Validus Wealth Private Limited Validus Wealth Advisors Private Limited
Details of Membership/ Chairmanship of Committees of other Boards	No other memberships except as given above.

The Board recommends passing of the said ordinary resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their respective shareholding and directorship, if any, in the Company.

**By order of the Board
For LGT Wealth India Private Limited**

Lalatendu Acharya
Head – Legal, Compliance & Company Secretary
M. No: FCS 6569

Date: [23/09/2022]
Place: Mumbai





ANNEXURE A
Form No. MGT- 12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	: LGT WEALTH INDIA PRIVATE LIMITED
CIN	: U65990MH2021FTC365012
Registered Office	: 414, 16/1 to 24 & 17, B Wing, Comm. Building, Kanakia Wall Street, Near Chakala Signal, JB Nagar, Andheri East, Mumbai 400093
Telephone No.	: +919920751849
Email id	: lalatendu.acharya@lgtindia.in

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the first Named Shareholder <u>(IN BLOCK LETTERS)</u>	
2.	Postal address	
3.	Registered Folio No.	
4.	Class of Share	Equity Shares





I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Sr. No.	Item No.	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
1.	To receive, approve and adopt Audited Financial Statements for the financial period ended 31 st March 2022			
2.	To appoint M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (FRN 012754N/N500016) as Statutory Auditors and fix their remuneration			
3.	Regularization of Dr. Henri Wilhelm Leimer (DIN: 08604006) as a Director of the Company (under Professional & Non-Executive category)			
4.	Appointment of Mr. Surendhren Manayath (DIN: 07675198) as a Director of the Company (under Professional & Executive category)			

(Signature of the shareholder)

Name:

Place:

Date:

