

RECONSTITUTION OF BOARD OF DIRECTORS OF APMI

Dear Members,

To have a broader representation of the Members in the activities of Association of Portfolio Managers in India (APMI), the current Board of Directors have vide circular resolution no 3 dated June 22, 2022 proposed to re-constitute the Board and increase the strength/number of Directors on the Board of APMI.

As per the said circular resolution, it has been decided to elect/appoint additional Directors to the Board in the following manner:

There would be additionally 10 directors appointed i.e. 2 directors from each slab as listed below.

Slab 1: AUM of Rs. 3000 Crores and above

Slab 2: AUM of over Rs. 1000 Crores & under Rs. 3000 Crores

Slab 3: AUM of over Rs. 500 Crores & under Rs. 1000 Crores

Slab 4: AUM of over Rs. 100 Crores & under Rs. 500 Crores

Slab 5: AUM under Rs.100 Crores

AUM data is as per SEBI monthly report for March'2022 available on:
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doPmr=yes>

Eligibility of Person proposed to be appointed/nominated by a member for Directorship of APMI:

A member proposing nomination of their authorised representative as a director should ensure that such authorised representative is complying with Article 60 (1) of Articles of Association of APMI which is reproduced as under:

“Board of Directors: Subject to the provisions of the Companies Act, an individual who is the authorized representative of a Member and who is holding a rank not below the designation of chairman / chief executive officer / principal officer of such Portfolio Manager entity of which he is an authorized representative, shall be eligible to be appointed as director on the Board of Directors, if he is elected by the Members as provided hereafter”.

Members interested in nominating their representative as Director on the Board are requested to take note of the following instructions and timelines:

Sr. No.	Particulars	Timeline/Date	Format
1	Members proposing to have their Representative appointed as Director must submit the nomination form:	By August 08, 2022	Annexure-1

2	<p>Member and its representative Directors to submit the following along with the nomination form:</p> <ul style="list-style-type: none"> ▪ DIR – 2 (Consent in writing to act as Director) ▪ DIR – 8 (Intimation of no-disqualification to act as Director) ▪ MBP – 1 (Disclosure of Interest as Director/shareholder) ▪ Biodata/Profile ▪ Director Identification Number (DIN) and confirmation of having a valid Digital Signature Certificate (DSC) <p>Additionally for Resident Directors:</p> <ul style="list-style-type: none"> ▪ Id Proof – Self Attested copy of Pan Card ▪ Address Proof – Self Attested copy of Aadhaar/Passport/Driving Licence ▪ 2 passport size photographs <p>Additionally for Non-Resident Directors:</p> <ul style="list-style-type: none"> ▪ Id Proof – Apostilled/Notarised copy of the Passport. ▪ Address Proof – Apostilled /Notarised copy of the Utility bill like Electricity Bill/ Mobile /Telephone Bill. ▪ 2 passport size photographs 	By August 08, 2022	Annexure – 2 Annexure – 3 Annexure – 4
3	Scrutiny of Nomination form and submission made by Directors and intimation of any discrepancy to the Member in submission.	By August 10, 2022	NA
4	Any re-submission of Nomination form and submission made by Directors	By August 12, 2022	NA
5	Convening and conducting a Board meeting for convening an Annual General Meeting for approval of appointment of representative of Members as Directors and adoption of Annual Financial Statements	On August 17, 2022	NA
6	Conducting of the Annual General Meeting for approval and appointment of Directors and for adoption of Annual Financial Statements.	On September 02, 2022	NA

For any queries with respect to the above, you can reach us on principalofficer@apmiindia.org

**ANNEXURE-1
NOMINATION FORM**

Date:

To,

ASSOCIATION OF PORTFOLIO MANAGERS IN INDIA

Unit No. 101, 1st Floor, A Wing Hallmark Business Plaza,
Sant Dnyan, Mumbai, 400 051.

Ref: Your letter/email dated _____ seeking nomination of a Director by Member of APMI on the Board of Directors of ASSOCIATION OF PORTFOLIO MANAGERS IN INDIA.

Sub: Nomination of Mr./Ms. _____ as proposed Director on the Board of ASSOCIATION OF PORTFOLIO MANAGERS IN INDIA

Dear Sir/Madam,

We refer your referenced letter email/letter dated _____ and nominate Mr./Ms. _____ as a Director in the Slab _____ (Slab 1 /Slab 2/Slab 3/ Slab 3 /Slab 4 /Slab 5) to the Board of Directors of Association of Portfolio Managers in India.

In support of nomination we are attaching the following documents of the Mr./Ms. _____ for your perusal and record.

- 1) 2 Photographs
- 2) Brief Profile
- 3) PAN Card (in case of Resident) / Passport (In case of Non-Resident)
- 4) Aadhar Card (in case of Resident) / Utility Bill (In case of Non-Resident)
- 5) Address Proof – Self Attested copy of Aadhaar/Passport/Driving Licence (in case of Resident)
- 6) Address Proof – Apostilled /Notarised copy of the Utility bill like Electricity Bill/ Mobile /Telephone Bill. ((in case of Non-Resident)
- 7) Consent to act as a Director in DIR-2
- 8) Disclosure of Interest in MBP-1
- 9) Disclosure in DIR-8 confirming non disqualification to act as a director.

Further we also confirm that proposed appointee holds a valid DIN and is not disqualified to act as a director.

or

Further we state that the proposed appointee does not hold a valid DIN but we shall ensure that the appointee Director holds a valid DIN before the Board Meeting in which

nomination will be discussed and proposed for members approval at the Annual General Meeting.

We confirm the compliance with Article 60(1) of Articles of Association with respect to nomination of proposed Director.

Thanking You

Yours faithfully

For _____ (SEBI Regn No - _____)

Director /CEO/ Authorised Signatory

ANNEXURE-2

FORM DIR-2

CONSENT TO ACT AS A DIRECTOR OF A COMPANY

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To,

The Board of Directors

_____ (**Name of the company**)
_____ (**Registered office address**)

Subject: Consent to act as a Director

I, _____, hereby give my consent to act as director of _____ (**"Company"**), pursuant to sub-section (5) of Section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

1	Director Identification Number (DIN)	
2	Name	
3	Fathers Name	
4	Address	
5	Email ID	
6	Mobile Number:	
7	Income Tax PAN	
8	Occupation	
9	Date of Birth	
10	Nationality	
11	No. of Companies in which I am already a Director. Out of such Companies the names of the Companies in which I am a Managing Director, Chief Executive Officer, whole-time Director, Secretary, Chief Financial Officer, Manager	
12.	Particulars of Membership No. and Certificate of Practice No. if the applicant is a member of any professional Institute	

DECLARATION

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any Company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any Company under this Act or any previous Company law in the last five years. I further declare that if appointed my total Directorship in all the Companies shall not exceed the prescribed number of Companies in which a person can be appointed as a Director.

Signature:

Date:

Place:

DIN:

Attachments:

1. Proof of Identity
2. Proof of Residence

ANNEXURE-3

FORM 'DIR-8'

Intimation by Director

[Pursuant to Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company :

Nominal Capital :

Paid-up Capital :

Name of Company :

Address of its Registered Office :

To
The Board of Directors of _____

I, _____ son /daughter /wife of _____ resident of _____ Director /Managing Director / Manager in the Company hereby give notice that I am/was a Director in the following companies during the last three years.

Sr. No.	Name of the Company	Date of Appointment	Date of Cessation

I further confirm that I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

Signature:_____

Name:

DIN:

Date:

Place:

ANNEXURE-4
FORM MBP.1
Notice of interest by Director
[Pursuant to section 184 (1) and
rule 9(1)]

To

The Board of Directors

_____ (Name of the company)

_____ (Registered office Address)

Dear Sir,

I, _____ (Name of the director), son of _____ resident of _____, being a Director in the company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:

Sl No.	Names of the Companies /bodies corporate /firms/association of Individuals	Nature of interest or concern/ Change in interest or concern	Shareholding	Date on which interest or concern arose/ changed

Signature: _____

Name:

DIN:

Date:

Place: