

## NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of the members of Western Capital Advisors Private Limited will be held on Wednesday, 1<sup>st</sup> December, 2021 at 3.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business as Special Business:

### Item No. 1:

**To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 500 Crores**

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

**"RESOLVED THAT** in supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company, and further, consent of the shareholders of the Company be and is hereby accorded to the Board and/or Finance Committee of the Board of Directors of the Company to borrow by obtaining loans, overdraft facilities, lines of credit, commercial papers, non convertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, mutual funds or other Corporates or other eligible investors, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, receivables, book debts or such other assets as may be required or as unsecured, at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed by the Finance Committee of the Board shall not at any time exceed Rs. 500 crores (Rupees Five Hundred Crores only).

**RESOLVED FURTHER THAT** the Board of Directors and/or the Finance Committee of the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Finance Committee of the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required."

**2. To approve the power to create charge on the assets of the company to secure borrowings up to Rs. 500 Crores pursuant to section 180(1)(a) of the Companies Act, 2013**

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

**“RESOLVED THAT** in supersession of all earlier resolutions and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company, and further subject to approval of the shareholders of the Company at their duly convened and conducted meeting, consent of the shareholders of the Company be and is hereby accorded for creation of such mortgages, charges and hypothecations as may be necessary, in addition to the existing charges, mortgages and hypothecation created by the Company and to transfer, sell or dispose of all or any part of the moveable or immovable properties of the Company, wherever situated, book debts, receivables, both present and future, in such manner as the Board may deem fit, in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lenders") and Trustees for the holders of debentures/bonds and/or other instruments to secure borrowings of the Company availed / to be availed by way of rupee term loans/foreign currency loans, debentures, bonds and other instruments provided that the total amount of such loans/borrowings shall not exceed at any time Rs. 500 Crore, (Rupees Five Hundred Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, The Board and/or the Finance Committee of the Board be and is hereby authorized to finalize and settle and any person(s) further authorised by the Finance Committee of the Board are authorized to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with respect to creation of mortgage/ charge as aforesaid.”

**By Order of the Board of Directors**

**Company Secretary**

Membership No: A26339

Date : 01/12/2021

Place: Mumbai

Registered Office: A-7001, World Trade Centre, Ring Road, Surat, Gujarat - 395002

CIN: U65999GJ2018PTC102323

**Notes:**

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020, has permitted the holding of the Extra-Ordinary General Meeting ("EGM/Meeting") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical attendance of the Members at the meeting venue till June 30, 2021. In accordance with the provisions of the Companies Act, 2013 (the "Act") and the aforesaid MCA Circulars, the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Members may note that the Notice of the EGM will also be available on the Company's website [www.westerncap.in](http://www.westerncap.in).
3. A Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Considering the Meeting is being held through VC, Route Map for the venue is not required to be annexed to this Notice.
6. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company at email ID [swati.morajkar@westerncap.in](mailto:swati.morajkar@westerncap.in) a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting atleast 1 hour before commencement of the meeting i.e. by 2.00 p.m. on 1<sup>st</sup> December, 2021.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
9. Members seeking inspection/any information with regards to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at [swati.morajkar@westerncap.in](mailto:swati.morajkar@westerncap.in). The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection at the Meeting.
10. The Members, whose names appear in the register of members/list of beneficial owners as on 26<sup>th</sup> November, 2021, shall be entitled to vote on the resolution set forth in this Notice.
11. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM is attached as "Annexure I" to the Notice.
12. The Meeting will be convened at a short notice after obtaining consent of the members as per the provisions of the Companies Act, 2013, read with the Articles of Association of the Company in respect of which a format of the written consent is attached as Annexure II to the Notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The explanatory statement as required under Section 102 of the Companies Act, 2013, setting out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra-ordinary General Meeting of the Members of the Company, is as under:

**Item No. 1:**

**To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 500 Crores.**

The Company is reaching its borrowing limit under section 180 of the Companies Act, 2013 and hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company to INR 500 crores.

In view of the same, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 the Company required to take shareholder's approval.

The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder. It is recommended to pass the above special resolution for shareholder's approval.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

**Item No. 2**

**To approve the power to create charge on the assets of the Company to secure borrowings up to Rs. 500 Crores pursuant to section 180(1)(a) of the companies Act, 2013.**

Creation of security on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company requires consent of shareholders. Accordingly, matter has been put forward for members' approval.

The finance committee of the Board of the Company recommends the above special resolution for your approval.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution. Your Directors recommend the passing of this special resolution.

**By Order of the Board of Directors**

**Company Secretary**

Membership No: 26339

Date : 01/12/2021

Place : Mumbai

Registered Office: A-7001, World Trade Centre, Ring Road, Surat, Gujarat - 395002

CIN: U65999GJ2018PTC102323

**Annexure I**

The procedure for attending the meeting through Video Conferencing is as under:

(A) Meeting will be held by way of VC through Microsoft Teams application.

(B) For Members/authorised representatives who have Microsoft Teams application installed on their device:

i. Click on the web-link (being sent separately in the email). ii. Select 'Join the meeting as guest'.

(C) For Members/authorised representatives who do not have the Microsoft Teams application installed on their device: i. In case you wish to join through Mobile you will need to mandatorily install the Microsoft Teams application and then proceed with the next steps. In any other case, installation of Microsoft Teams application is not mandatory. ii. Click on the web-link (being sent separately in the email). iii. Select 'Join the meeting as guest'.

(D) General Instructions

i. The facility of joining the Meeting will commence 15 minutes before the time scheduled for the Meeting and will close 15 minutes after such schedule time.

ii. Each member shall submit their corporate authorizations with the Company at [swati.morajkar@westerncap.in](mailto:swati.morajkar@westerncap.in) at least 1 hour before commencement of the meeting i.e. by 2.00 p.m. on 1<sup>st</sup> December, 2021.

iii. Each member shall identify themselves at the commencement of the Meeting for the purpose of quorum.

iv. Attendance of members through VC shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.

v. For any assistance (including with technology) before or during the Meeting, members may contact the Company Secretary on +91 9987355883

vi. Designated email id of the Company for correspondences/ voting and all other purposes related to the Meeting shall be [swati.morajkar@westerncap.in](mailto:swati.morajkar@westerncap.in).

**Annexure II THE COMPANIES ACT, 2013****Consent by Shareholder for shorter notice****[Pursuant to proviso to Section 101(1) of the Companies Act, 2013]**

To

The Board of Directors

Western Capital Advisors Private Limited,

We, ..... having registered office at .....  
registered office at [-], holding [-] equity shares of Rs. 10/- each representing [-%] in the Company  
in our own name, hereby give consent, pursuant to Section 101 and other applicable provisions, if any, of the  
Companies Act, 2013, to hold the extraordinary general meeting of the Company at short notice on 1<sup>st</sup>  
December, 2021 at 3.00 p.m. through video-conference.

Signature:

Name:

Dated: