

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 3/2025-26 OF THE MEMBERS OF WESTERN CAPITAL ADVISORS LIMITED (“COMPANY”) WILL BE HELD ON SATURDAY, FEBRUARY 28, 2026 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT C-402, BUSINESS SQUARE, A.K. ROAD, CHAKALA, ANDHERI EAST, MUMBAI – 400093 TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:****Item No. 1 : Appointment of Mr. Ajai Kumar (DIN : 02446976) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Ajai Kumar holding Director Identification Number 02446976, who was appointed as an Additional Independent Director of the Company (Non-Executive), with effect from February 03, 2026, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act read with the rules made thereunder and who is eligible for appointment under the provisions of the Act read with the Rules made thereunder and the applicable provisions of Listing Regulations and who has consented to act as Director of the Company, be and is hereby appointed as an Non-Executive & Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five consecutive years commencing from February 03, 2026 till February 02, 2031 (both days inclusive);

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof), be and is hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution, including filing necessary forms with the Registrar of Companies.”

**By Order of the Board  
For Western Capital Advisors Private Limited**

**Sd/-**

**Sankari Patel  
Company Secretary  
Membership no. A25427**

**Date: February 03, 2026**

**Place: Mumbai**

**NOTES:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of Special Business as set above.
2. A REGISTERED EQUITY MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY, THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING OF THE EQUITY MEMBERS.
3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. 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 at the meeting.
4. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.
5. Notice of Extra-Ordinary General Meeting no. 03/2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company. members may note that the Notice will also be available on the Company’s website at <https://westerncap.in>.
6. A member or his/her Proxy is requested to bring the copy of notice to Meeting and produce the attendance slip, duly completed and signed, at the entrance of the Meeting venue.
7. Route Map for the convenience of the members is also enclosed with the Notice.

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 1:**

Mr. Ajai Kumar, holding Director Identification Number 02446976 was appointed as an Additional Director of the Company, under the category of Independent Director with effect from January 03, 2024, pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company.

The appointment of independent director of the company shall be approved at a General Meeting of the shareholders.

The Company has received from Mr. Ajai Kumar consent in writing to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to act as a Director in terms of Section 164 of the Act and a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder. He has also given the declaration and undertaking as required under the RBI Master Directions. Mr. Ajai Kumar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Mr. Ajai Kumar is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company.

The Brief profile of Mr. Ajai Kumar is as under:

Mr. Ajai Kumar has forty years of experience in Public Sector Banking Industry holding eminent leadership positions in India and overseas (New York, USA). He was former Chairman and Managing Director of Corporation Bank. He was also associated with UCO Bank as Executive Director and a General Manager in Technology and Retail Banking at Bank of Baroda. With a penchant for independent thinking, painstakingly taken several path breaking initiatives for bank's growth through varied strategies in Corporation Bank, Uco Bank and Bank of Baroda.

He has wide exposure in Banking & Finance, Risk Management, Investments, and Treasury Operations encompassing International & domestic operations. He has strong IT orientation and insight into areas of technology environment project management and operations. He also has strong leadership with HR orientation of large PSU Banks with ability to lead a strong and enthused workforce towards outstanding performance.

The other details as required under the Listing Regulations and the Secretarial Standards -2 issued by the Institute of the Company Secretaries of India including the shareholding of Mr. Ajai Kumar, whose appointment is proposed at item nos. 1 of the accompanying Notice, has been given in the 'Annexure' to the Notice.

The Board on the recommendation of Nomination and Remuneration Committee, has accorded its consent to appoint Mr. Ajai Kumar as an Independent Director of the Company for a term of five consecutive years i.e., from February 03, 2026 till February 02, 2031 (both days inclusive), not liable to retire by rotation.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 for approval of the Members as a Special Resolution.

A copy of draft letter for appointment of Mr. Ajai Kumar as an Independent Director setting out terms and conditions would be available for inspection without any fee by members at the Registered Office of the Company during normal business hours on any working day and the terms of appointment of an Independent Director has also been put up on the Company website <https://westerncap.in/policies/>.

Except, Mr. Ajai Kumar, the appointee and his relatives, none of other Directors, Key Managerial Persons and/or their relatives, in any way, concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board  
For Western Capital Advisors Private Limited  
Sd/-  
Sankari Patel  
Company Secretary  
Membership no. A25427**

**Date: February 03, 2026  
Place: Mumbai**

**ANNEXURE TO ITEMS. 1 OF THE NOTICE**
**Details of Mr. Ajai Kumar Seeking appointment as an Independent Director**

<b>Particulars</b>	<b>Mr. Ajai Kumar</b>
DIN	02446976
Age	73
Date of Birth	June 26, 1953
Date of first appointment	February 03, 2026
Qualification	M.Sc (Physics), L.L.B., CAIIB.
Experience	Mr. Ajai Kumar has over 40 years of rich experience in Public Sector Banking Industry holding eminent leadership positions in India and overseas (New York, USA). With a penchant for independent thinking, painstakingly taken several path breaking initiatives for bank's growth through varied strategies as CMD, Corporation Bank, Executive Director Uco Bank and General Manager Technology and Retail Banking at Bank of Baroda.
Terms and conditions of re-appointment.	As per Appointment Letter and in accordance with the provisions of the Companies Act, 2013.
Remuneration sought to be paid.	Sitting fees as approved by the Board
Last remuneration drawn (if applicable).	NA
Shareholding in the Company.	NIL
Number of Board Meeting attended.	Nil
Relationships with other directors and KMP.	Mr. Ajai Kumar is not related to any other Director and Key Managerial Personnel of the Company.
Directorships in other Companies	He holds directorship in below companies: 1. HFCL Limited 2. Can Fin Homes Limited 3. Amar Ujala Limited 4. Adani Petronet (Dahej) Port Limited 5. Authum Investment & Infrastructure Limited 6. Delphi World Money Limited 7. Nukleus Office Solutions Limited 8. Sammaan Asset Management Limited 9. Satyadevi Institute For Financial Learning Private Limited 10. IOT Utkal Energy Services Limited

Membership/ Chairmanship of Committee of other Boards	Company Name	Chairman					Member			
		CSR	NRC	Audit	RMC	IT	CSR	NRC	Audit	SRC
	HFCL Limited		Yes				Yes		Yes	
	Can Fin Homes Limited					Yes		Yes	Yes	
	Amar Ujala Limited			Yes				Yes		
	Adani Petronet (Dahej) Port Limited	Yes	Yes	Yes						
	Authum Investment & Infrastructure Limited				Yes	Yes				
	Delphi World Money Limited									
	Nukleus Office Solutions Limited			Yes				Yes		
	Sammaan Asset Management Limited				Yes		Yes		Yes	
	IOT Utkal Energy Services Limited			Yes	Yes			Yes		

**By Order of the Board  
For Western Capital Advisors Private Limited**

Sd/-

**Sankari Patel  
Company Secretary  
Membership no. A25427**

**Date: February 03, 2025  
Place: Mumbai**

**ATTENDANCE SLIP****WESTERN CAPITAL ADVISORS PRIVATE LIMITED****REGISTERED OFFICE:** C-402, Business Square, Chakala, A.K. Road, Andheri East,  
Mumbai – 400093.**CIN:** U65999MH2018PTC401032**Folio No. / DP ID / Client ID:****Number of shares held**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting No. 3/2025-26 of the members of Western Capital Advisors Private Limited held on Saturday, February 28, 2026 at 11:00 a.m. at the registered office of the company at C-402, Business Square, A.K. Road, Chakala, Andheri East, Mumbai – 400093.

Name of the Member / Proxy (in Block Letters)

\_\_\_\_\_  
Signature of the Member / Proxy**Note:**

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Member/Proxyholder desirous of attending the meeting should bring his copy of the Notice for reference at the meeting.

**PROXY FORM**
**Form No. MGT-11**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65999MH2018PTC401032  
 Name of the company : WESTERN CAPITAL ADVISORS PRIVATE LIMITED  
 Registered office: C-402, BUSINESS SQUARE, CHAKALA, A.K. ROAD, ANDHERI (EAST), MUMBAI - 400093.  
 Name of the member(s) : \_\_\_\_\_  
 Registered Address: \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Folio/ DP ID - : \_\_\_\_\_  
 Client ID No. : \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

(1)	Name	:	_____	Address	:	_____	or failing him / her
	Email Id	:	_____	Signature	:	_____	
(2)	Name	:	_____	Address	:	_____	or failing him / her
	Email Id	:	_____	Signature	:	_____	
(3)	Name	:	_____	Address	:	_____	
	Email Id	:	_____	Signature	:	_____	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting No. 3/2025-26 of the company, to be held on Saturday, February 28, 2026 at 11:00 a.m. at the registered office of the Company at C-402, Business Square, Chakala, A. K. Road, Andheri (East), Mumbai - 400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note) (Please mention no. of shares)		
		For	Against	Abstain
<b>Special Business</b>				
1.	Appointment of Mr. Ajai Kumar (DIN : 02446976) as an Independent Director of the Company.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

Signature of Member/Proxy

**Notes:**

- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate
- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the General Meeting.

Route Map

