WESTERN CAP

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 1/2026-27 OF THE MEMBERS OF WESTERN CAPITAL ADVISORS LIMITED ("COMPANY") WILL BE HELD AT SHORTER NOTICE ON SATURDAY, NOVEMBER 07, 2026 AT 11:30 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 : Cancellation of unissued shares of one class and increase in shares of another class and consequent alteration in memorandum of association

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

"**RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in accordance with the provisions of Memorandum and Articles of Association of the Company and subject to approval of the Registrar of Companies, Mumbai and subject to such other requisite approvals, if any, in this regards from appropriate authorities, consent of members of the Company be and is hereby accorded to cancel 1,50,00,000 (One Crore Fifty Lakhs) unissued Compulsory Convertible Preference Shares (CCPS) of the face value of INR 10/- (Indian Rupees Ten) each and reclassify/increase Equity Shares of face value of Rs.10/- (Rupees Ten) each;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause – V of the Memorandum of Association of the Company, be and is hereby substituted by the following new Clause – V :

"New Clause V: The Authorised Share Capital of the Company is Rs.160,00,00,000/- (Indian Rupees One Hundred Sixty Crore only) divided into 8,00,00,000 (Eight Crore) Equity Shares of INR 10/- (Indian Rupees Ten) each and 8,00,00,000 (Eight Crore) Compulsory Convertible Preference Shares of INR10/- (Indian Rupees Ten) each."

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: November 04, 2026
Place: Mumbai

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("Secretarial Standards") in respect of the businesses as set out in the Notice convening 1/2026-27 Extraordinary General Meeting of the Company ("EGM Notice") is annexed hereto and forms part of the EGM Notice.

2. Pursuant to Section 101 of the Act, consent for convening meeting at a shorter notice has been obtained from the members of the Company.

3. Pursuant to the provisions of Section 105 of the Act read with the rules framed thereunder, 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.

4. 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.

5. 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.

6. Notice of Extra-Ordinary General Meeting no. 01/2026-27 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.

7. 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.

8. The relevant documents including the current and amended Memorandum of Association referred to in EGM Notice will be available for inspection by the members without any fee, at the Registered & Corporate Office of the Company on all working days (except Saturdays, Sundays and bank and public holidays) during business hours up to the date of the EGM and shall also be available during the continuance of EGM.

9. 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:

At present the Authorized Share Capital of the Company is INR 160,00,00,000/- (Indian Rupees One Hundred and Sixty Crore only) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten) each and 9,50,00,000 (Nine Crore Fifty Lakhs) Compulsory Convertible Preference Shares (CCPS) of INR 10/- (Indian Rupees Ten) each, out of which, as on date of this Notice, 5,00,00,00 (Five Crore) equity shares of INR 10/- (Indian Rupees Ten only) each and 7,95,00,000 (Seven Crore Ninety-five Lakh) CCPS of INR 10/- (Indian Rupees Ten only) each has been fully subscribed and paid up.

In order to meet the future funding requirements of the Company and to facilitate the proposed issue of further equity shares on a rights basis to its existing equity shareholders in accordance with the provisions of Section 62(1)(a), it is considered expedient to re-classify the existing Authorized Share Capital of the Company by cancelling 1,50,00,000 (One Crore Fifty Lakh) unissued CCPS of the face value of INR 10/- each and reclassifying them as Equity shares of the face value of INR 10/- each thereby making provision for issuing equity shares on a rights basis to its existing equity shareholders and for that purpose, Clause V (Capital Clause) of the Memorandum of Association of the Company is proposed to be altered.

The Board of Directors of the Company have approved the alteration of capital clause of MOA of the Company at their meeting held on November 04, 2026.

The proposed change of capital clause requires the approval of members through Ordinary Resolutions pursuant to the provisions of Section 13 of the Companies Act, 2013. Therefore, Ordinary Resolutions as set out in accompanying Notice at item no. 1 is now being placed before the members for their approval. Your Directors recommend passing of the resolution as Ordinary Resolutions.

Memorandum of Association shall be made available for inspection in physical or in electronic form during specified business hours at the Registered Office of the Company.

None of the Directors, Key Managerial Persons or their respective 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: November 04, 2026
Place: Mumbai

WESTERN CAP

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. 1/2026-27 of the members of Western Capital Advisors Private Limited held on Saturday, November 07, 2026 at 11.30 a.m. at the registered office of the Company at C-402, Business Square, Chakala, A. K. Road, 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.

WESTERN CAP

ROXY 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. 1/2026-27 of the company, to be held at shorter notice on Saturday, November 07, 2026 at 11.30 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*
Special Business				
1.	*Cancellation of unissued shares of one class and increase in shares of another class and consequent alteration in memorandum of association.*			

Signed this _____ day of _____ 20____

Signature of Member/Proxy

Notes:

1. *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*
2. *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.*

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Route Map

