

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 2/2025-26 OF THE MEMBERS OF WESTERN CAPITAL ADVISORS LIMITED (“COMPANY”) WILL BE HELD AT SHORTER NOTICE ON WEDNESDAY, NOVEMBER 12, 2025 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: To consider and approve alteration of Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 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 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 approval(s), consent(s), permission(s) or sanction(s) as may be required, if any, in this regards from appropriate authorities, the consent of members be and is hereby accorded to alter the Articles of Association of the Company by inserting new Article 89 (Nominee Director) after the existing Article 88 as under:

The following Article 89 (Nominee Director) be inserted after the existing Article 88:

Nominee Director

89.(i) Notwithstanding anything contained in this Articles, the Board shall have the power, on receipt of the nomination by the debenture trustee to appoint a Nominee Director on the Board of the Company, in accordance with the Debenture Trust Deed and in terms of the Companies Act, 2013, Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021, in the event of:

- a) default in Redemption of Debentures or repayment of Coupon or any other Outstanding Amounts; or*
- b) Upon the occurrence 2 (two) consecutive Payment Defaults; or*
- c) Any default in creation of Security by the Issuer.*

Such Nominee Director may not be required to hold any qualification shares nor be liable to retire by rotation.

The Debenture Trustee may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made in writing to the Company.

(ii) Notwithstanding anything contained in these Articles and save as otherwise provided in Article 89(i) of these Articles, whenever the Company enters into an agreement or contract with the Central or State Government, a local authority, bank or financial institution, or any person or persons, (hereinafter referred to as “the Appointer”) for borrowing any money or for providing any guarantee or security or for underwriting shares or debentures or other securities of the Company, the Board or any committee or any officers of the Company (so authorised), shall have the power to agree that such appointer shall have if and to the extent provided by the terms of such agreement or contract, the right to appoint or nominate, by a notice in writing addressed to the Company, one or more Directors on the Board, for such period and upon such conditions as may be mentioned in the agreement or contract (“Nominee Director”) and that such Nominee Director may not be liable to retire by rotation nor be required to hold any qualification shares.

The Appointer may have the right to remove such Nominee Director so appointed and also in the case of death or resignation or vacancy for any reasons whatsoever in the Nominee Director/s so appointed, at any time appoint any other person as Nominee Director. Such appointment or removal shall be made in writing to the Company.

RESOLVED FURTHER THAT the Board be and is hereby 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.”

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

Sd/-

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

Date: November 06, 2025

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 2/2025-26 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. 02/2025-26 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>.
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 and Articles 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 STATEMENT PURSUANT TO SECTION 102(1) AND OTHER RELEVANT PROVISION(S) OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Item No. 1:

Alteration of the Articles of Association of the Company

SEBI vide its notification dated February 2, 2023, bearing reference number SEBI/LAD-NRO/GN/2023/119 ("SEBI Notification"), amended the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulations") wherein it mandated that Articles of Association ("AOA") of an issuer of debt securities should contain a clause authorising the Board of Directors of such issuer company to appoint a person nominated by the debenture trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board.

The members to note that the Company had issued and allotted its first listed Non-convertible Debenture on September 02, 2025 and that the existing AOA of the Company does not contain any provisions with respect to appointment of Nominee Director by the Debenture Trustee in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

Further in terms of the Debenture Trust Deed, the Issuer shall ensure that the Articles of Association of the Issuer shall be amended within a period of 6 (six) months from the Deemed Date of Allotment as per the provisions detailed under Regulations 23 (6) of the SEBI NCS Regulations.

Considering the above, the Board of Directors of the Company at their meeting held on November 06, 2025, subject to the approval of the shareholders of the Company, inter alia approved the amendment to the AOA of the Company to include provisions for the appointment of Nominee Director.

The proposed alteration in AOA requires approval of members through Special Resolutions pursuant to the provisions of Section 14 of the Companies Act, 2013.

The draft of the current and amended AOA of the Company are available for inspection by the members of the Company 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.

The Board of Directors recommends the resolution set out at Item No. 1 of the EGM Notice to the members of the Company for their consideration and approval, by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of this EGM Notice except to the extent of their shareholding in the Company.

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

**Sd/-
Sankari Patel
Company Secretary
Membership no. A25427**

**Date: November 06, 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:

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Number of shares held

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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. 2/2025-26 of the members of Western Capital Advisors Private Limited held on Wednesday, November 12, 2025 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.

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. 2/2025-26 of the company, to be held at shorter notice on Wednesday, November 12, 2025 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.	Alteration of the Articles of Association 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

