

NOTICE

To,
The Members of
Western Capital Advisors Private Limited

NOTICE is hereby given that the Third Annual General Meeting of M/s. Western Capital Advisors Private Limited will be held on Wednesday, 14th July, 2021 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Directors and Auditors thereon including requisite annexures.

SPECIAL BUSINESS:

2. **APPOINTMENT OF MR. VINOD KUMAR KATHURIA AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT Mr. Vinod Kumar Kathuria (holding DIN 06662559), who was appointed as an Additional Director with effect from 24th May, 2021 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT any one of the directors and Company Secretary of the Company be and are hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may rise in this regard."

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

Date: 22nd June, 2021

Place: Mumbai

**Swati Amey Morajkar
Company Secretary
Membership no. A26339**

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The AGM shall be held only after the consent for Shorter Notice has been received from Members on accordance with the Section 101(1) of the Companies Act, 2013.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM is annexed hereto.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the AGM.
6. Members are requested to bring the attendance slips along with their copies of the Notice to the meeting.
7. The Meeting shall be deemed to be held at the Registered office of the Company at A-7001, World Trade Centre, Ring Road, Surat, Gujarat- 395002.
8. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
4. Members who need assistance before or during the AGM, you may write an email to swati.morajkar@westerncap.in.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated 22nd June, 2021

Item No. 2

Mr. Vinod Kumar Kathuria was appointed as an Additional Director of the Company with effect from 24th May, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Vinod Kumar Kathuria is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Vinod Kumar Kathuria as Non-Executive Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 2 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Non-Executive Independent himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

Particulars	Mr. Vinod Kumar Kathuria
Date of Birth	23 rd July, 1958
Qualification	1. M.Com from University of Delhi 2. CAIB from Indian Institute of Banking & Finance
Experience	<ul style="list-style-type: none"> i. Associate Director on the Board of Union Asset Management Co. (2016 - 2018) ii. Nominee Director on the Boards of Principal Trustee Co. (2013 – 2014) iii. Nominee Director on the Boards of PNB Insurance Broking.(2013 – 2014) iv. Board Member of India Factoring Services P. Ltd. from (Aug. 2013- Mar 2014) v. Member in the Core Management Team for formation of Bhartiya Mahila Bank (July 2013 – November 2013). vi. The Bank started operation within 4 months of formation of Core Team. vii. Member of the Committee formed by SEBI to oversee working of the Board of MCX-SX. (2014) viii. Member in the Committee of Tier I Perpetual Bonds under BASEL III norms formed by Dept. of Financial Services, Govt. Of India. (2014)

Remuneration to be paid	Sitting fees to be paid : Rs. 50,000/- per Board Meeting Rs. 20,000/- per Committee Meeting
Last remuneration drawn (if applicable)	NA
Shareholding in the Company	NA
Relationships with other directors and KMP	NA
Number of Board Meeting attended in the year 2020-21	Nil
Directorships in other Companies	1. Satia Industries Limited 2. Dhara Motor Finance Limited 3. Anand Rathi Global Finance Limited 4. Samavesh Finserve Private Limited

By Order of the Board
For Western Capital Advisors Private Limited

Date: 22nd June, 2021

Place: Mumbai

Swati Amey Morajkar
Company Secretary
Membership No. A26339

ATTENDANCE SLIP

WESTERN CAPITAL ADVISORS PRIVATE LIMITED

REGISTERED OFFICE: A-7001, World Trade Centre, Ring Road, Surat, Gujarat- 395002**CIN:** U65999GJ2018PTC102323**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 Third Annual General Meeting of the members of Western Capital Advisors Private Limited held on 14th July, 2021 through video conferencing at 11.00 A.M.

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.