

NOTICE TO THE ANNUAL GENERAL MEETING

To,
**The Members of
Western Capital Advisors Private Limited**

NOTICE is hereby given that the 5th Annual General Meeting (AGM) of M/s. Western Capital Advisors Private Limited (CIN: U65999MH2018PTC401032) schedule to be held on Thursday, 22nd June, 2023 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 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 including the audited Balance Sheet as at 31st March, 2023, the statement of audited Profit and Loss Account and the Cash Flow Statement for the financial year ended on that date together with the reports of the Board of Directors ('the Board') and Auditors thereon.

SPECIAL BUSINESS:**2. TO DECLARE DIVIDEND ON 7,95,00,000 COMPULSORY CONVERTIBLE PREFERENCE SHARES**

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

"RESOLVED THAT a final dividend of INR 0.001/- (Rupees One Paise only) per share on 7,95,00,000 Compulsorily Convertible Preference Shares of INR 10/- each fully paid up of the Company be and is hereby declared for the financial year ended 31st March, 2023 and the same be paid to the eligible members of the Company as recommended by the Board of Directors, out of the profits of the Company for the financial year ended 31st March, 2023."

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

Sd/-

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

**Date: 15th May, 2023
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 the Special Business as set above is annexed hereto.
2. A REGISTERED EQUITY SHAREHOLDER 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 SHAREHOLDER 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 SHAREHOLDERS.
3. A person can act as a proxy on behalf of shareholders not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A shareholder 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 shareholder. 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. Corporate shareholders 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.
5. Notice of 5th AGM along with the Financial Statement is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company. Shareholders may note that the Notice will also be available on the Company's website at www.westerncap.in
6. A shareholders or his/her Proxy are requested to bring the attendance slips along with their copies of the Notice to the meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. The Company has been maintaining, inter alia, the following statutory registers at its registered office:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

The said registers will be made accessible for inspection and shall remain open and be accessible to any shareholder during the continuance of the meeting.

9. Book Closure for Final Dividend: The Company has announced Book Closure from 16th June, 2023 to 22nd June, 2022 (both days inclusive) and accordingly, Final Dividend on Compulsorily Convertible Preference Shares as recommended by the Board of Directors for the Financial Year 2022-23, if approved at the meeting, will be payable to those eligible members whose names appeared in the Register of Members of the Company as on 15th June, 2023 in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar & Transfer Agents (R&TA) on or before 15th June, 2023.
9. Shareholders are requested to:
 - a) Notify immediately any change in their address to the Company.
 - b) Quote their Folio Numbers in all correspondence with the Company.
10. Route-map to the venue of the Meeting is provided at the end of the Notice.
11. For ease of conduct, shareholders who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance via email at westcappl@gmail.com.

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

Sd/-

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

**Date : 15th May, 2023
Place: Mumbai**

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 2:**

In terms of the Preference Shares issued by the Company, a final dividend of INR 0.001/- (Indian rupees one paisa only) per share on 7,95,00,000 Compulsorily Convertible Preference Shares of INR 10/- each fully paid up, is required to be paid on Preference Shares subject to availability of profits as recommended by the Board of Directors at its meeting held on 15th May, 2023. The accounts for the year presented to the Shareholders for their approval in this meeting reflects adequate profits for the payment of Preference Share dividend.

The Board recommends the resolutions as set out in Item No. 2 of notice for approval of shareholders of the Company as an Ordinary Resolution.

All the relevant documents can be inspected at the office hours on working days at the registered office of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives, in any way, concerned or interested, financially or otherwise, in the said resolutions.

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

Sd/-

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

**Date : 15th May, 2023
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 5th Annual General Meeting of the members of Western Capital Advisors Private Limited held on Thursday, 22nd June, 2023 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.

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 5th Annual General Meeting of the company, to be held on Thursday, 22nd June, 2023 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
Ordinary Business				
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31 st March, 2023.			
2.	Declaration of Dividend on 7,95,00,000 Compulsorily Convertible Preference Shares			

Signed this _____ day of _____ 20____

Signature of Shareholder/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.