

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING NO. 2/2024-25 OF THE MEMBERS OF WESTERN CAPITAL ADVISORS LIMITED (“COMPANY”) WILL BE HELD ON TUESDAY, JANUARY 14, 2025 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 : Re-appointment of Mr. Praveen Kumar Anand (DIN : 00104913) 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 (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 of Directors and approval of the Board of Directors of the Company, Mr. Praveen Kumar Anand (DIN : 00104913), who holds office of Independent Director upto January 14, 2025 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of one year w.e.f. January 15, 2025 upto January 14, 2026 (both days inclusive);

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are 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.”

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

Sd/-

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

Date: October 25, 2024

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. 02/2024-25 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. Praveen Kumar Anand (DIN : 00104913) is currently an Independent Director of the Company, Chairperson of Nomination & Remuneration Committee and CSR Committee. He is also a member of Audit and Risk Management Committee.

Mr. P.K. Anand was appointed as an Additional Independent Director of the Company by the board at their meeting held on January 15, 2020 and by the members at the second annual general meeting of the Company held on November 06, 2020 to hold office for a term upto 5 (Five) consecutive years from January 15, 2020 till January 14, 2025 and is eligible for re-appointment for a second term on the board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee (‘NRC’), the board of directors at its meeting held on October 25, 2024, proposed the re-appointment of Mr. P.K. Anand as an Independent Director of the Company for a second term of one year commencing from January 15, 2025 upto January 14, 2026 (both days inclusive), not liable to retire by rotation, for the approval of the members by way of a special resolution.

The NRC taking into consideration the skills, expertise and competencies required for the board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the board that Mr. P.K. Anand's qualifications and the rich experience in the finance industry meets the skills and capabilities required for the role of Independent Director of the Company. The board is of the opinion that Mr. P.K. Anand continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has received a declaration from Mr. P.K. Anand confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder. In the opinion of the Board, Mr. P.K. Anand fulfils the conditions as specified in the Act and the Rules framed thereunder for re-appointment as Independent Directors and he is independent of the Management.

Further, Mr. P.K. Anand has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. He has also given the declaration and undertaking as required under the RBI regulations. Mr. P.K. Anand 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'). Mr. P.K. Anand is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

A copy of draft letter for appointment of Mr. P.K. Anand 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/>.

The other details as required under the Secretarial Standards -2 issued by the Institute of the Company Secretaries of India including the shareholding of Mr. P.K. Anand, whose appointment is proposed at item nos. 1 of the accompanying Notice, has been given in the annexure.

Except, Mr. P.K. Anand, the appointee and their 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: October 25, 2024
Place: Mumbai**

ANNEXURE TO ITEMS. 1 OF THE NOTICE**Details of Mr. P.K. Anand Seeking re-appointment as an Independent Director**

Particulars	Mr. Praveen Kumar Anand
DIN	00104913
Age	71
Date of Birth	May 18, 1953
Date of first appointment	January 15, 2020.
Qualification	Bachelors Degree in commerce from the University of Lucknow, Master of Business Administration Degree from Allahabad University and an Associate of Indian Institute of Bankers.
Experience	<p>Mr. PK Anand has over 36 years of rich experience in the entire gamut of banking and finance sector. He aids professionally as member of selection committee with various Public Sector Banks for selection of Top Management Bankers, besides as an advisor to leading Private university and regular speaker at National Institute of Bank Management (NIBM), Pune. He also represented the Bank /Country in the international Summer School for Bankers held at Cambridge (UK) for select bankers from all over the world.</p> <p>Mr. Anand joined Allahabad Bank as a Probationary Officer and rose to the highest post of General Manger in the same bank, where he handled diverse portfolios like credit policy, risk management, marketing and human resources.</p> <p>He was selected as a whole-time director by Ministry of Finance, Government of India and posted as Executive Director of Punjab & Sind Bank. He worked as an Executive Director – Whole time Director of Punjab & Sind Bank for over 3.5 years including a 1.5-year stint as CMD of Punjab & Sind Bank. During his tenure Punjab & Sind Bank was brought on Core Banking Solutions (CBS) and listed on the stock exchanges.</p>
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)	Sitting fees of INR 420,000 for every committee and Board meeting attended during the financial year 2023-24.
Shareholding in the Company	NIL
Number of Board Meeting attended.	4 Board Meetings attended during the financial year 2023-24 and 4 Board Meetings attended during the financial year 2024-25 till the date of this Notice.
Relationships with other directors and KMP	Mr. P.K. Anand is not related to any other Director and Key Managerial Personnel of the Company.
Directorships in other Companies	He holds directorship in Greatdeal Management Services Private Limited.
Membership/Chairmanship of Committee of other Boards	Nil

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

Sd/-

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

**Date: October 25, 2024
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. 2/2024-25 of the members of Western Capital Advisors Private Limited held on Tuesday, January 14, 2025 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. 2/2024-25 of the company, to be held at shorter notice on Tuesday, January 14, 2025 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
Special Business				
1.	Re-appointment of Mr. Praveen Kumar Anand (DIN : 00104913) as an Independent Director of the Company.			

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.

Route Map

