REGISTERED OFFICE:
603, 6TH FLOOR, WINDSOR BUILDING,
OFF CST ROAD, KALINA, SANTACRUZ (EAST),
MUMBAI – 400 098 (INDIA)
CIN: U67110MH2022PTC395689
TEL.: 91 (022) 6754 4707 I FAX: +91 (022) 6610 0594
E-MAIL: compliance@akalternative.co.in

NOTICE OF 1st ANNUAL GENERAL MEETING

Notice is hereby given that the First (1st)Annual General Meeting of the Members of A. K. Alternative Asset Managers Private Limited ("the Company") will be held on Friday, August 4, 2023, at 11.30 A.M. (IST through two-way Video Conferencing ("VC") facility/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt Audited Standalone Financial Statements of the Company for the period ended 31st March, 2023 including Notes and Schedules annexed thereto, along with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Vikas Jain, liable to retire by rotation and being eligible, offers himself for re-Appointment, as a Director of the Company.
3. To appoint M/s. Prince Jain and Co., Chartered Accountants [Firm Registration No, 128174W] as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Sixth Annual General Meeting.

SPECIAL BUSINESS:

4. **Appointment/Regularization of Mr. K N Suvarna (DIN: 00838214) as Independent Director of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members be and is hereby accorded to re-designate (Regularize) Mr. K N Suvarna (DIN: 00838214) as an Independent Director of the Company with effect from December 20, 2022 for a period of 5 years.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized severally to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution including filing e-forms, for the purpose of compliance under the Companies Act, 2013 including amendments thereto.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized severally to furnish a certified copy of the resolution as and when required."

5. Regularize and re-designate Mr. Vikas Jain, as Executive Director and Chief Executive Officer of the Company

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

"RESOLVED THAT pursuant to provisions of Sections 149, 196 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and (including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the consent of the shareholder be and hereby accorded to regularize appointment of Mr. Vikas Jain as Executive Director of the Company w.e.f. February 13, 2023 for a period of 5 years.

RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, 2013, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the provisions of the Articles of Association of the Company and other necessary approvals, if any, the consent of shareholder be and is hereby accorded to re-designate Mr. Vikas Jain as Executive Director and Chief Executive Officer of the Company.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized severally to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution including filing e-forms, for the purpose of compliance under the Companies Act, 2013.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby severally authorized to furnish a certified true copy of the resolution as and when required."

6. Regularize appointment of Mr. Anil Kewalramani, as Executive Director of the Company

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

"RESOLVED THAT pursuant to provisions of Sections 149, 196 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and (including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the

Articles of Association of the Company, the consent of the shareholder be and hereby accorded to regularize appointment of Mr. Anil Kewalramani as Executive Director of the Company w.e.f. February 13, 2023 for a period of 5 years.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized severally to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution including filing e-forms, for the purpose of compliance under the Companies Act, 2013.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby severally authorized to furnish a certified true copy of the resolution as and when required."

7. To make investments, give loans, guarantees and provide securities beyond the prescribed limits under Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to Section 186 and all other relevant provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the provisions of the Articles of Association of the Company and other necessary approvals, if any, and to the extent required and the consent of shareholder be and is hereby accorded that the Board of Directors of the Company (hereinafter referred to as the "Board" or Committee made thereof which term shall include any of its duly authorised one or more Directors) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company's paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of INR 200 Crores (Indian Rupees Two Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable in relation to investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby severally authorized to furnish a certified true copy of the resolution as and when required."

8. To borrow money in excess of paid up share capital & free reserves of the Company but not exceeding INR 200 Crores (Indian Rupees Two Hundred Crores)

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholder be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' or Committee made thereof) to borrow such sums of money in any manner, from time to time, upon such terms and conditions as they may think fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans repayable on demand or within six months from the date of the loan or temporary loans) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed whether in Indian, provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of INR 200 Crores (Indian Rupees Two Hundred Crores).

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to negotiate limits with the Bankers/ Lenders for availing the funded and non-funded limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenor etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand promissory Notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or any others person as it may deem fit subject to the provision of the Companies Act, 2013."

For and on behalf of the Board of Directors

VIKAS SANTOSH JAIN

Digitally signed by VIKAS SANTOSH JAIN
DN: cn=VIKAS SANTOSH JAIN, o, ou, email=VIKAS@AKGROUP.CO.IN, c=IN
Date: 2023.07.28 15:14:05 +05'30'

Vikas Jain
Director
DIN: 07887754

Date: July 28, 2023
Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its various circulars permits holding the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above MCA Circulars, the provisions of the Companies Act, 2013 ("hereinafter referred as "Act") the AGM of the Company is being held through VC / OAVM.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the deemed venue of the 1st AGM shall be 603, 6th Floor, Windsor, off CST Road, Kalina, Santacruz - (East), Mumbai – 400 098. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
3. This AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly in terms of MCA, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this AGM. Accordingly, the Proxy Form and Attendance Slip are not annexed with this Notice**.** However, in pursuance of Section 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The said resolution/authorization shall be emailed to compliance@akalternative.co.in
4. The Attendance of the Members' participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum as required under Section 103 of the Act.

5. **Notes related to Disclosures and Explanatory Statements**

   i. As per the provisions of Clause 3 A II of the MCA General Circular No. 20/ 2020 dated 5th May, 2020, the matters of Special Business in the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
   ii. An Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the Special Business to be transacted at the AGM is annexed hereto and forms part of Notice.
   iii. The relevant details as required, Secretarial Standard - 2 on General Meetings, in respect of the Directors seeking appointment/ re-appointment at the AGM, are annexed hereto and forms integral part of the Notice.
   iv. In line with relevant MCA Circulars, a copy of the Notice of the 1st AGM along with Annual Report for the period ended March 31, 2023 is being sent only through electronic mode to all the members
   v. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, will be available for inspection during the AGM.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

The Board of Directors had pursuant to the provisions of Section 161 of the Companies Act, 2013 had appointed Mr. K N Suvarna as Additional Director, at its Board Meeting held on December 20, 2022

The tenure of the Additional Director as appointed in the Board Meetings is valid till the ensuing Annual General Meeting held after their appointment.

In order to ensure that the tenure of the Additional Director is extended, their appointment needs to Regularized by the Shareholders at the ensuing Annual General Meeting held after their appointment and their designation shall be Re-Designated as Independent Director of the Company.

Accordingly, approval of the Shareholders is sought for regularization of the appointment of Mr. K N Suvarna as Independent Director of the Company.

Pursuant to Secretarial Standard 2 on General Meetings issued by the ICSI, the following information is furnished about the Director seeking appointment at the Annual General Meeting:

Name of the Director	Mr. K N Suvarna
Designation	Independent Director
Age	75 years
Date of first appointment on Board	December 20, 2022
Qualification	B.Com , M.Com, LL.B,CAIIB – Banking professional qualification, DAM (Bajaj Institute of Management- Mumbai University) and Dip.in Business Management (Pune University)
Brief resume including experience	Mr. K N Suvarna worked for nearly 12 years for Brickwork Ratings India Pvt Ltd, he was managing the business development as National head (President) and was instrumental in setting up teams all over India and setting up 9 offices in all the Metros and other State capitals gradually to handle various rating and non-rating products. BWR was the fifth rating agency having received license from SEBI after 13 years from the last license given to Fitch, now India Ratings. Mr. K N Suvarna worked for Bank of Baroda for nearly 40 years starting the career as undergraduate Stenographer and rose to the Rank of General Manager. He worked as branch

	head, Regional Manager, Country Head (Seychelles) and Zonal Manager, Northern Zone. He was part of controlling office (International Division in Corporate office in Mumbai) for international operations from 1999 till 2005 as Chief Manager, Asstt General Manager and Dy.General Manager. While in International Division, he was in the team constituted by RBI for liberalization of forex, nominated by BOB to the Standing Committee for deciding on service conditions for expatriate Officers, was nominated to the Committee for updation of Inco Terms set up by the International Chamber of Commerce in France. He was also on the Board of Bank of Baroda (Uganda) Ltd and Bank of Baroda (Kenya) Ltd. During his tenure, Bank of Baroda (Uganda) was the first entity to issue shares to the Public and listed in the exchange there. He was also on the Board of Nainital Bank Ltd for nearly two years. He was also a Director on the Board including Chairman of Loan committee of the Board and member of Management Committee of the Board of 4th largest Multistate Urban cooperative bank in Mumbai for nearly 6 years.
Expertise in specific functional areas	Finance, Treasury Management, Risk and Credit
Directorship in Companies	Nil
Membership/ Chairmanship of public limited companies	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mr. K N Suvarna is not related with other Directors of the Company.
No. of equity shares held in the Company (as on March 31, 2023)	Nil
No. of board meetings attended during the Financial Year 2022-23	1 (one)
Last Drawn Remuneration	Nil

The members are further informed that Mr. K N Suvarna is not disqualified to be appointed as a Director on the Board of the Company in terms of Section 164 of the Companies Act, 2013.

The Board recommends Item No. 4 for consideration and approval of the shareholders.

Item 5:

Mr. Vikas Jain has been serving the Board since inception of the Company i.e December 20, 2022, Mr. Vikas Jain, Director of the Company has a vast experience in advising private sector companies, including mid-market companies, for their debt capital resources, including placement advisory for their debt securities. His key skills are in successfully understanding the needs of clients, credit evaluation and structuring the fund raise to align with investors risk appetite based on robust knowledge of capital markets and instruments.

Looking to his vast experience, the Board has re designated him as Executive Director and Chief Executive Officer of the Company.

The members are further informed that Mr. Vikas Jain is not disqualified to be appointed as a Director on the Board of the Company in terms of Section 164 of the Companies Act, 2013. Further Mr. Vikas Jain does not attract any disqualifications as contained under Section 196(3) of the Companies Act and fulfills all the conditions as contained in Part I of Schedule V.

The Board recommends Item No. 5 for consideration and approval of the shareholders.

Pursuant to Secretarial Standard 2 on General Meetings issued by the ICSI, the following information is furnished about the Director seeking appointment at the Annual General Meeting:

Name of the Director	Mr. Vikas Jain
Designation	Executive Director and Chief Executive Officer
Age	47 Years
Date of first appointment on Board	December 20, 2022
Qualification	B. Com, Chartered Accountant
Brief resume including experience	Mr. Vikas Jain has over 23 years of work experience in securities market. He has donned several hats and handled placement responsibilities with retirement funds, advisory and structuring of venture capital funds, including fund raising. In the current role, he has advised more than 50 clients across the BFSI and Non BFSI segment for their debt resources.

<table>
<tr><td>Expertise in specific functional areas</td><td>Expertise in Debt Market, Investment Advisory, Financial Services, Fund & Fee based activities.</td></tr>
<tr><td>Directorship in other Companies as on date of this notice</td><td>A. K. Capital Services Limited
Family Home Finance Private Limited
A. K. Capital Corporation Private Limited
A. K. Wealth Management Private Limited</td></tr>
<tr><td>Membership/
Chairmanship of public limited companies)</td><td><table>
<tr><th>Sr No</th><th>Name of the Company</th><th>Name of the Committee</th><th>Designation</th></tr>
<tr><td>1</td><td>A. K. Capital Services Limited</td><td>Stakeholders' Relationship Committee</td><td>Member</td></tr>
<tr><td>2</td><td>A. K. Capital Services Limited</td><td>Banking & Investment Committee</td><td>Member</td></tr>
<tr><td>3</td><td>A. K. Capital Services Limited</td><td>Management Committee</td><td>Member</td></tr>
</table></td></tr>
<tr><td>Relationship with other Directors, Managers and other Key Managerial Personnel of the Company</td><td>Mr. Vikas Jain is not related with other Directors of the Company.</td></tr>
<tr><td>No. of equity shares held in the Company (as on March 31, 2023)</td><td>1 equity share in the capacity of nominee shareholder</td></tr>
<tr><td>No. of board meetings attended during the Financial Year 2022-23</td><td>2 (Two)</td></tr>
<tr><td>Last Remuneration Drawn</td><td>NIL</td></tr>
</table>

Item No. 6

Mr. Anil Kewalramani has been serving the Board since inception of the Company i.e December 20, 2022, Mr. Anil Kewalramani, Director of the Company has a vast experience in experience across tax and regulatory consulting, credit underwriting and investment banking. He specializes in credit evaluation, identification of risks, suggesting risk mitigants and structuring of transactions across various sectors.

Looking to his vast experience, the Board has re designated him as Executive Director.

The members are further informed that Mr. Anil Kewalramani is not disqualified to be appointed as a Director on the Board of the Company in terms of Section 164 of the Companies Act, 2013. Further Mr. Anil Kewalramani does not attract any disqualifications as contained under Section 196(3) of the Companies Act and fulfills all the conditions as contained in Part I of Schedule V.

The Board recommends Item No. 6 for consideration and approval of the shareholders.

Pursuant to Secretarial Standard 2 on General Meetings issued by the ICSI, the following information is furnished about the Director seeking appointment at the Annual General Meeting:

Name of the Director	Mr. Anil Kewalramani
Designation	Executive Director
Age	41 Years
Date of first appointment on Board	December 20, 2022
Qualification	Chartered Accountant
Brief resume including experience	Mr. Anil has more than 17 years' experience across tax and regulatory consulting, credit underwriting and investment banking.
Expertise in specific functional areas	Expertise in credit evaluation, identification of risks, suggesting risk mitigants and structuring of transactions across various sectors.
Directorship in other Companies as on date of this notice	Nil
Membership/ Chairmanship of public limited companies)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Mr. Anil Kewalramani is not related with other Directors of the Company.
No. of equity shares held in the Company (as on March 31, 2023)	1 equity share in the capacity of nominee shareholder
No. of board meetings	2 (Two)

attended during the Financial Year 2022-23	
Last Remuneration Drawn	NIL

Item No. 7

As per the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’), it would be necessary to obtain the approval of the members for:-

a) making loans to any person or other bodies corporate;
b) giving guarantee or provide security in connection with a loan to any other bodies corporate or person;
c) acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate,

in excess of the limits of 60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company shall be investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, the Company may inter-alia be involved in the investments especially into debt instruments (warehoused Investment for the Fund), further the Company shall also make investment in the Fund in its capacity of sponsor, accordingly it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding INR 200 Crores, under the provisions of Section 186 of the Companies Act, 2013.

The Board recommends passing the Special Resolution set out in Item No. 7 of the Notice.

None of the Directors and their relatives is in any way, are concerned or interested in this item of business.

Item No 8:

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Company (apart from the deposits accepted in the ordinary course of business by the Company, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Company's bankers, other than loans raised for the purpose of financing expenditure of a capital nature) in excess of the paid-up capital of the Company, Securities Premium and free reserves, require the approval of the Members by way of special resolution.

Under Section 180 of the Act, the aforementioned powers of the Board can be exercised only with the prior consent of the Members by a Special Resolution

The Company requires borrowing funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders, accordingly, it is proposed to have a borrowing Limit up to INR 200 Crores

None of the Directors their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at item number 8 of the Notice

The Board recommends the Special resolution under Item No. 8 for approval by the members

For and on behalf of the Board of Directors

VIKAS SANTOSH JAIN

Digitally signed by VIKAS SANTOSH JAIN
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Date: 2023.07.28 15:14:46 +05'30'

Vikas Jain

Director

DIN: 07887754

Date: July 28, 2023

Place: Mumbai