A. K. Capital Finance Limited
REGISTERED OFFICE:
601-602, 6TH FLOOR, WINDSOR BUILDING,
OFF CST ROAD, KALINA, SANTACRUZ (EAST),
MUMBAI – 400 098 (INDIA)
CIN: U51900MH2006PLC214277
TEL.: +91 (022) 6754 6500 I FAX: +91 (022) 6610 0594
E-MAIL: csakcfl@akgroup.co.in
WEBSITE: www.akgroup.co.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 1st Extra Ordinary General Meeting ("**EGM**") of F.Y. 2025-26 of the Members of A. K. Capital Finance Limited ("**Company**") will be held on Saturday, March 07, 2026 at 11.00 A. M. (IST) at the registered office of the Company situated at 601- 602, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai - 400098 to transact the following business:

SPECIAL BUSINESS:

1. To appoint Mr. Dipesh Mehta (DIN: 07479438) as a Non-Executive, Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 Reserve Bank of India (Non-Banking Financial Company – Governance) Directions, 2025 and other relevant RBI Directions ("RBI Directions"), other applicable provisions of circulars/ directions/ guidelines/ notifications, if any, (including any amendment(s), modification(s), explanation(s), enactment(s), re-enactment(s) thereof for the time being in force), Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee, and the Board of Directors, Mr. Dipesh Mehta (DIN: 07479438), who was appointed as an Additional Director () (in the category of Non-Executive, Independent Director) on the Board of the Company with effect from January 31, 2026, pursuant to Section 161 of the Act, Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 3 (Three) consecutive years commencing from January 31, 2026 up to January 30, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Dipesh Mehta (DIN: 07479438) shall be entitled to receive the fees/ commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT any one of the Executive Director or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized severally to do all acts and take all such steps to give effect to this resolution for the purpose of compliance under the Companies Act, 2013, including the filing of forms with any regulatory body.

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

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2. To re-appoint Ms. Bindu Darshan Shah (DIN: 07131459) as a Non-Executive, Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Reserve Bank of India (Non-Banking Financial Company – Governance) Directions, 2025 and other relevant RBI Directions ("RBI Directions"), other applicable provisions of circulars/ directions/ guidelines/ notifications, if any, (including any amendment(s), modification(s), explanation(s), enactment(s), re-enactment(s) thereof for the time being in force), Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Ms. Bindu Darshan Shah (DIN: 07131459) who was appointed as an Independent Director and holds office up to March 27,2026, being eligible and fulfilling the criteria of independence as provided in the Act, has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, 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 5 (five) consecutive years on the Board of the Company commencing from March 28, 2026 to March 27, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms. Bindu Darshan Shah (DIN: 07131459) shall be entitled to receive the fees/ commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT any one of the Executive Director or Chief Financial Officer or Company Secretary of the Company be and are hereby authorized severally to do all acts and take all such steps to give effect to this resolution for the purpose of compliance under the Companies Act, 2013, including the filing of forms with any regulatory body.

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

3. To consider increasing Authorized Share Capital of the company and consequent amendment to the capital clause of the Memorandum of Association of the company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing ₹95,00,00,000/- (Indian Rupees Ninety-Five Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Indian Rupees Ten) each and 65,00,000 (Sixty-Five Lakh) Preference Shares of ₹100/- (Indian Rupees Hundred) each **to** ₹1,45,00,00,000/- (Indian Rupees One Hundred and Forty Five Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Indian Rupees Ten) each and 1,15,00,000 (One Crore and Fifteen Lakhs) Preference Shares of ₹100/- (Indian Rupees Hundred) each.

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RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered by substituting the existing Clause V of the Memorandum of Association with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is ₹1,45,00,00,000/- (Indian Rupees One Hundred and Forty-Five Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Indian Rupees Ten) each aggregating to ₹30,00,00,000/- (Indian Rupees Thirty Crores only) and 1,15,00,000 (One Crore and Fifteen Lakh) Preference Shares of ₹100/- (Indian Rupees One Hundred) each aggregating to ₹1,15,00,00,000/- (Indian Rupees One Hundred Fifteen Crores only)

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and is hereby authorized severally to do all acts and take all such steps to give effect to this resolution for the purpose of compliance under the Companies Act, 2013, including the filing of forms with any regulatory body.

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

4. To consider issuance of Compulsorily Convertible Preference Shares ('CCPS') on a private placement / preferential allotment basis upto an amount of INR 100 Crores

To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for time being in force) ('Rules') and the Memorandum and Articles of Association of the Company and any rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the 'Board') or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the members of the Company be and is hereby accorded to the Board to invite/offer, issue and allot upto 1,00,00,000 Participating Non-Cumulative Compulsorily Convertible Preference Shares ('CCPS') of INR 100/- each aggregating upto INR 100,00,00,000/- (Rupees Hundred Only) in one or more tranche(s), for cash at par, on a preferential basis/private placement basis to the following:

Name of the proposed investors	Category	No. of CCPS to be offered	At face value	Value of CCPS In INR
A. K. Capital Services Limited	Holding Company (Promoter)	75,00,000	INR 100	75,00,00,000
Mr. A. K. Mittal	Promoter (Managing Director)	15,00,000	INR 100	15,00,00,000
Ms. Aditi Mittal	Part of Promoter Group (Executive Director)	10,00,000	INR 100	10,00,00,000

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act and Rules, each CCPS shall:

a) carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend, declared if any;
b) the holders of the CCPS will be entitled to participate in surplus funds and in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid;

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c) Subject to the provisions of the applicable laws, CCPS shall carry a dividend of 12% per annum exclusive of any applicable taxes, up to the date of their conversion into equity shares of the Company, subject to the approval of the Board of Directors and Shareholders of the Company.
d) The dividend on CCPS shall be on Non-Cumulative basis.
e) The CCPS shall be converted in the ratio of 4:1 i.e. 4 CCPS of face value of INR 100 each shall be Convertible into 1 Equity Share of face value of INR 10 each at a securities premium of INR 390/- each.
f) The CCPS holders or the Company may convert the CCPS holdings in full / part at any time after three months from the date of issue but before the expiry of sixty months from the date of issue of the CCPS. If the CCPS are not converted within sixty months from the date of issue, then the CCPS shall be compulsorily converted into equity shares.
g) The CCPS holders have voting rights as per the applicable law.
h) CCPS shall not be redeemed, but shall be convertible.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to determine size of each tranche(s), timing of the offer(s) and various other matters in respect thereof and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company be and is hereby authorized severally to do all acts and take all such steps to give effect to this resolution including filing e-forms, for the purpose of compliance under the Companies Act, 2013.

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

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NOTES:

1. Pursuant to the General Circular Nos. 20/2020 dated 5th May, 2020 read with subsequent circulars issued from time to time and General Circular no. 03/2025 dated 22nd September, 2025, issued by the Ministry of Corporate affairs and SEBI vide circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as 'Circulars'), the Extra-Ordinary General Meeting ("EGM") of the Company is convened through Video Conferencing / Other Audio-Visual Means (VC/OAVM). The National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the EGM through VC / OAVM facility and e-voting during the EGM.

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 EGM will be the registered office of the Company situated at 601-602, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz East, Mumbai – 400 098.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. As per the provisions of Clause 3 A II of the MCA General Circular No. 20/ 2020 dated May 5, 2020, the matter of Special Businesses as appearing at Item No.1 & 2 of the accompanying Notice, is considered to be unavoidable by the Board and hence, is forming part of this Notice.

5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at EGM in respect of Item No. 1 and 2 is annexed hereto and forms part of the Notice.

6. Institutional/ Corporate shareholder intending to authorize their representatives pursuant to Sections 112 and 113 of the Act, as the case may be, are requested to e-mail a scanned copy (PDF/ JPG format) of the duly certified copy of the Board Resolution/ authorization etc. authorizing their representative/(s) to attend and vote on their behalf at EGM to the Company at the e-mail Id: csakcfl@akgroup.co.in.

7. The attendance of the Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. In line with relevant MCA Circular and SEBI Circular copy of the Notice of the 1st EGM for the financial year 2025-26 is being sent only through electronic mode to all the members whose e-mail IDs are registered with the Depository Participants in case of holding shares in demat mode for communication purposes and to the trustees of the debenture holders at their designated E-mail ID as available in the records of the Company. The notice convening the 1st EGM of the Company for the Financial Year 2025-26 has also been uploaded on the website of the Company at www.akgroup.co.in.

9. Instructions for attending the EGM through VC/OAVM:

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a. The Members will be provided with a facility to attend the EGM through VC/ OAVM.

b. The Members can join the EGM in the VC/ OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.

c. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience audio/ video loss due to fluctuations in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

d. Members, who need any technical assistance before or during the EGM, can contact by sending an email to csakcfl@akgroup.co.in.

e. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at csakcfl@akgroup.co.in. The same will be replied by the Company suitably.

10. The members may further note that voting on all resolutions placed at the EGM will be done through Show of Hands, unless a poll is demanded pursuant to Section 109 of the Act.

11. All documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection electronically by the Members on the website of the Company www.akgroup.co.in during the time of EGM.

12. The Company has been maintaining statutory registers i.e. Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 at its registered office of the Company and in accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

13. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.

14. Since the EGM will be held through VC/ OAVM facility, the Route Map is not annexed to this notice.

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

Item No. 1: To appoint Mr. Dipesh Mehta (DIN: 07479438) as a Non-Executive, Independent Director of the Company

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Dipesh Mehta (DIN: 07479438), as an Additional Director of the Company, in the category of a Non-Executive, Independent Director) on the Board of the Company, for a period of 3 (three) years with effect from January 31, 2026 up to January 30, 2029 (both days inclusive) under Section 149, 150, 152, 160(1) and 161 of the Companies Act, 2013 ("the **Act**")

As per the provisions of Section 152(2) of the Companies Act, 2013 read with Clause IV of the Schedule IV of the Companies Act, 2013, the appointment of an Independent Director is subject to the approval of the Members.

Accordingly, appointment of Mr. Dipesh Mehta as an Independent Director is being placed before the Members for approval, in view of the aforesaid regulatory requirements.

The Company has also received a declaration of Independence from Mr. Dipesh Mehta. In the opinion of the Board, Mr. Dipesh Mehta fulfills the conditions as set out in Section 149(6) and Schedule IV of the Act for being eligible for his appointment. Mr. Dipesh Mehta has confirmed, he is neither disqualified from being appointed as a Director in terms of the Act nor debarred from holding office as Director of the Company by any regulator. The Board of Directors have taken on record the declaration and confirmation submitted by Mr. Dipesh Mehta and noted that he is fulfilling the fit and proper requirements as per RBI Directions read with Company's internal policies.

Mr. Dipesh Mehta, aged 43 years is a Practicing Chartered Accountant and has professional experience of over 15 years in the fields of direct taxation, statutory and tax audits, regulatory compliance, risk assessment and internal controls, corporate advisory services. He possesses expertise in diverse areas ranging from financial management and governance, regulatory compliances, risk management, internal control systems, audit & assurance and strategic financial advisory.

Mr. Dipesh Mehta meets the following skills and capabilities required for the role of an Independent Director, as have been identified by the Nomination & Remuneration Committee & Board of Directors of the Company:

1. Board diversity of skills would, in general, be enhanced;
2. Being a practicing Chartered Accountant, he has served in an advisory role and possesses expertise in diverse areas ranging from financial management and governance, regulatory compliances, risk management, internal control systems, audit & assurance and strategic financial advisory.

Mr. Dipesh Mehta is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any share in the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considered the appointment of Mr. Dipesh Mehta as an Independent Director in the interest of the Company.

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A copy of the draft letter for the appointment proposed of Mr. Dipesh Mehta as an Independent Director setting out the terms and conditions thereof and other disclosures/ declarations are available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days between 11:00 am to 2:00 pm.

Pursuant to Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Dipesh Mehta including his profile and specific areas of expertise are given in this Notice as "Annexure I".

Except Mr. Dipesh Mehta being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The Board of the Company recommends the Ordinary Resolution as set out in Item no. 1 of this Notice for approval of the shareholders as per Companies Act, 2013 read with rules made thereunder.

Item No. 2: To re-appoint Ms. Bindu Darshan Shah (DIN: 07131459) as a Non-Executive, Independent Director of the Company

Ms. Bindu Darshan Shah (DIN: 07131459) is currently an Independent Director of the Company, Chairperson of the Audit Committee and Member of the Nomination and Remuneration Committee and Review Committee.

Ms. Bindu Darshan Shah was appointed as an Independent Director of the Company by the Members at the 1st Extra Ordinary General Meeting of the Company held on June 21, 2024 for a period of 2 (Two) consecutive years commencing from March 28, 2024 up to March 27, 2026 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination and Remuneration Committee (NRC) at its meeting held on January 31, 2026 considered Ms. Bindu Darshan Shah's candidature for reappointment as Independent Director. NRC, upon an evaluation of Ms. Bindu Darshan Shah's credentials and based on her last performance evaluation report recommended her re-appointment as an Independent Director for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board of Directors on the recommendation of NRC and based on last performance evaluation report of Ms. Bindu Darshan Shah considered and approved her re-appointment as an Independent Director of the Company at their meeting held on January 31, 2026, for a second term of 5 (five) consecutive years commencing from March 28, 2026 to March 27, 2031 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

As per the provisions of Section 152(2) of the Companies Act,2013 read with Clause IV of the Schedule IV of the Companies Act,2013, the re-appointment of an Independent Director is subject to the approval of the Members by way of a Special Resolution. Accordingly, re-appointment of Ms. Bindu Darshan Shah as an Independent Director is being placed before the Members for approval, in view of the aforesaid regulatory requirements.

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The Company has also received a declaration of Independence from Ms. Bindu Darshan Shah. In the opinion of the Board, Ms. Bindu Darshan Shah fulfills the conditions as set out in Section 149(6) and Schedule IV of the Act for being eligible for her re-appointment. Ms. Bindu Darshan Shah has confirmed, she is neither disqualified from being re-appointed as a Director in terms of the Act nor debarred from holding office as Director of the Company by any regulator. The Board of Directors have taken on record the declaration and confirmation submitted by Ms. Bindu Darshan Shah and noted that she is fulfilling the fit and proper requirements as per RBI directions read with Company's internal policies.

Ms. Bindu Darshan Shah, aged 50 years is a Practicing Company Secretary and has been in independent practice as a Whole-time Company Secretary since, 2007 with more than 19 Years of experience in Secretarial functions in big as well as medium-sized enterprises, whether Public Limited or Private Limited Companies. She is also having a vast experience of board function of listed companies as an Independent Director.

Ms. Bindu Darshan Shah meets the following skills and capabilities required for the role of an Independent Director, as have been identified by the Nomination & Remuneration Committee & Board of Directors of the Company:

1. Board diversity of skills would, in general, be enhanced;
2. Being a practicing Company Secretary, she has served in an advisory role on various compliance and regulatory related matters under the Companies Act, 2013, SEBI Regulations and other relevant regulations.

Ms. Bindu Darshan Shah, is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any share in the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considered the re-appointment of Ms. Bindu Darshan Shah as an Independent Director in the interest of the Company.

A copy of the draft letter for the re-appointment proposed of Ms. Bindu Darshan Shah as an Independent Director setting out the terms and conditions thereof and other disclosures/ declarations are available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days between 11:00 am to 2:00 pm.

Pursuant to Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Bindu Darshan Shah including her profile and specific areas of expertise are given in this Notice as "Annexure I".

Except Ms. Bindu Darshan Shah being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The Board of the Company recommends the Special Resolution as set out in Item no. 2 of this Notice for approval of the shareholders as per Companies Act, 2013 read with rules made thereunder.

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Item No. 3: To consider to approve increasing the Authorized Share Capital of the company and consequent amendment to the Capital clause of the Memorandum of Association of the company:

The Authorized Share Capital of the Company, currently, is ₹95,00,00,000/- (Indian Rupees Ninety-Five Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Indian Rupees Ten) each and 65,00,000 (Sixty-Five Lakh) Preference Shares of ₹100/- (Indian Rupees Hundred) each.

For the Company's strategic objectives and in line with business plans, the Board of Directors of the Company at their Meeting held on March 05, 2026 approved to proposed to increase the Authorized Share Capital of the Company from existing ₹95,00,00,000/- (Indian Rupees Ninety-Five Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Indian Rupees Ten) each and 65,00,000 (Sixty-Five Lakh) Preference Shares of ₹100/- (Indian Rupees Hundred) each **to** ₹1,45,00,00,000/- (Indian Rupees One Hundred and Forty Five Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Indian Rupees Ten) each and 1,15,00,000 (One Crore and Fifteen Lakh) Preference Shares of ₹100/- (Indian Rupees One Hundred) each, subject to the approval of Shareholders of the Company.

In furtherance to the approval to increase the Authorized Share Capital, the Capital Clause - Clause V of the Memorandum of Association would be required to be altered accordingly. A duly altered draft copy of the Memorandum of Association of the Company is available at the Registered Office of the Company for inspection of the Members and will also be tabled at the meeting.

Accordingly, approval of the shareholders is sought for increasing the Authorized Share Capital of the Company and consequent amendment to Clause V of the Memorandum of Association of the Company.

None of the Directors of the Company and their relatives are, in any way, except to the extent of their respective shareholding in the Company, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution set forth for approval of the shareholders.

All the required information has been made available in this notice in order to facilitate the Members of the Company to arrive at a decision on the proposed matter.

The Board recommends the resolution under Item No. 3 for approval of the members as an Ordinary Resolution.

Item No. 4: To consider issuance of Compulsorily Convertible Preference Shares ('CCPS') on a private placement / preferential allotment basis upto an amount of INR 100 Crores

The Board of Directors at its meeting held on March 05, 2026, had approved the offer and issuance of upto 100,00,000 (One Crore) Participating Non-cumulative Compulsorily Convertible Preference Shares ('CCPS') of Face value of INR 100/- (Rupees One Hundred) each aggregating upto INR 100,00,00,000/- (Rupees Hundred Crore) for cash at par, in one or more tranche(s) on a preferential basis to the following proposed allottees:

Name of the proposed investors	Category	No. of CCPS to be offered	At face value	Value of CCPS In INR
A. K. Capital Services Limited	Holding Company (Promoter)	75,00,000	INR 100	75,00,00,000
Mr. A. K. Mittal	Promoter (Managing Director)	15,00,000	INR 100	15,00,00,000
Ms. Aditi Mittal	Part of Promoter Group (Executive Director)	10,00,000	INR 100	10,00,00,000

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Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of CCPS.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue, in one or more tranche(s), Participating Non-cumulative Compulsorily Convertible Preference Shares ('CCPS') at par on a preferential basis.

A statement of disclosures as required under Rule 9(3) and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the CCPS, are as under:

<table>
<tr><td>The size of the issue and number of CCPS to be issued and nominal value of each share</td><td>Upto 1,00,00,000 Participating Non-cumulative Compulsorily Convertible Preference Shares ('CCPS') of face value of INR 100/- each, aggregating upto INR 100,00,00,000/- in one or more tranche(s).</td></tr>
<tr><td>The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating , convertible or non–convertible</td><td>Participating Non-cumulative Compulsorily Convertible Preference shares wherein the CCPS holders shall have voting/participation rights as per the applicable law.</td></tr>
<tr><td>The objectives of the issue</td><td>To generate long term resources for carrying out financing activities, refinancing/ pre-payment/ repayment of existing debt, meeting working capital requirements, general corporate purposes and such other purposes as may be permitted under applicable laws.</td></tr>
<tr><td>The manner of issue of shares</td><td>On private placement and preferential basis to the following:
<table>
<tr><th>Name of Identified Investor</th><th>No. of CCPS offered</th></tr>
<tr><td>A. K. Capital Services Limited</td><td>75,00,000</td></tr>
<tr><td>Mr. A. K. Mittal</td><td>15,00,000</td></tr>
<tr><td>Ms. Aditi Mittal</td><td>10,00,000</td></tr>
</table></td></tr>
<tr><td>The price at which such shares are proposed to be issued</td><td>CCPS shall be issued at par i.e. at an issue price of INR100 each.</td></tr>
<tr><td>The basis on which the price has been arrived at</td><td>CCPS are being issued at par based on the valuation report dated 25th February, 2026 issued by R V Shah & Associates, Chartered Accountants, qualified Registered Valuer having office at B-202, Hetal Arch, Off. S V Road, Malad West, Mumbai – 400 064</td></tr>
<tr><td>The terms of issue, including terms and rate of dividend on each share, etc.</td><td>a. The CCPS will be unlisted and freely transferable as per the applicable law.

b. The holders of the CCPS will be entitled to participate in surplus funds and also in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.</td></tr>
</table>

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	c. The CCPS shall be converted in the ratio of 4: 1 i.e. 4 CCPS of face value of INR 100 each shall be convertible into 1 Equity Share of face value of INR 10 each and Securities Premium of INR 390 each. d. The CCPS holders and/or the Company may opt to convert their CCPS holdings in full/ part at any time after three months from the date of issue but before the expiry of sixty months from the date of allotment of the CCPS. If the CCPS are not converted within sixty months from the date of allotment, then the CCPS shall be compulsorily converted into equity shares. e. Subject to the provisions of the applicable laws, CCPS shall carry a dividend of 12% per annum exclusive of any applicable taxes, up to the date of their conversion into equity shares of the Company, subject to the approval of the Board of Directors/ Committee/ Shareholders of the Company as may be required under the applicable laws. f. The dividend on CCPS shall be on Non-Cumulative Basis. Participating Non-cumulative Compulsorily Convertible Preference shares wherein the CCPS holders shall have voting/ participation rights as per the applicable law
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Each CCPS shall be converted in the ratio of 4:1 i.e. 4 CCPS of face value of INR 100 each shall be convertible into 1 Equity Share of face value of INR 10 each and Securities Premium of INR 390 each. The CCPS holders and/or the Company may opt to convert their CCPS holdings in full/ part at any time after three months from the date of issue but before the expiry of sixty months from the date of allotment of the CCPS. If the CCPS are not converted within sixty months from the date of allotment, then the CCPS shall be compulsorily converted into equity shares. The CCPS holders may opt, by giving advance notice of 15 days to the Company, to convert the CCPS into Equity Shares. Upon receipt of such conversion notice, the Board/ Committee of the Board shall undertake all the needful steps as required by applicable law. Each resultant Equity Share shall be allotted at a price of face value of INR 10 and Securities premium of INR 390/-.
The manner and modes of redemption	Not applicable since CCPS are compulsorily convertible

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<table>
<tr><td>Current shareholding pattern of the company</td><td>As mentioned in the shareholding pattern below</td></tr>
<tr><td>Expected dilution in equity share capital upon conversion of CCPS</td><td>As mentioned in the shareholding pattern below.</td></tr>
<tr><td>Transferability of CCPS</td><td>The CCPS shall be freely transferable as per the applicable law.</td></tr>
<tr><td>Payment Terms</td><td>The entire issue price of INR 100 per CCPS shall be payable upfront on application.</td></tr>
<tr><td>Fractional Shares</td><td>Not Applicable.</td></tr>
<tr><td>Ranking of equity shares arising on conversion</td><td>The Equity Shares to be allotted on conversion of the CCPS shall rank pari passu in all respects with the then existing Equity Shares of the Company, and shall be subject to the Memorandum and Articles of the Association of the Company.</td></tr>
<tr><td>Voting rights</td><td>The CCPS holders shall have voting rights as per the applicable law.</td></tr>
<tr><td>Relevant date with respect to which price has been arrived at</td><td>Price has been determined based on the valuation report dated 25th February, 2026. Valuation exercise is carried out based on the unaudited financial statements as on 31st December, 2025</td></tr>
<tr><td>The class or classes of persons to whom the allotment is proposed to be made</td><td><table>
<tr><td>A. K. Capital Services Limited</td><td>Holding Company (Promoter)</td></tr>
<tr><td>Mr. A. K. Mittal</td><td>Promoter (Managing Director)</td></tr>
<tr><td>Ms. Aditi Mittal</td><td>Part of Promoter Group (Executive Director)</td></tr>
</table></td></tr>
<tr><td>Intention of the promoters, directors or Key Managerial Personnel to subscribe to the offer</td><td>A K Capital Services Limited, Promoter & Holding Company, Mr. A. K. Mittal, Promoter and Managing Director, Ms. Aditi Mittal, Part of Promoter Group and Executive Director are the identified investors for tshahhe proposed issuance of CCPS on private placement/preferential allotment basis.

No other promoter/promoter group / director or Key Managerial Personnel are interested in the proposed offer.</td></tr>
<tr><td>The proposed time within which the allotment shall be completed</td><td>The Company will complete the allotment of CCPS within the prescribed time limit as per the provisions of Companies Act, 2013.</td></tr>
<tr><td>The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them</td><td><table>
<tr><th>Name of Identified Investor</th><th>No. of CCPS offered</th></tr>
<tr><td>A. K. Capital Services Limited</td><td>75,00,000</td></tr>
<tr><td>Mr. A. K. Mittal</td><td>15,00,000</td></tr>
<tr><td>Ms. Aditi Mittal</td><td>10,00,000</td></tr>
</table>
Percentage of post preferential offer capital that may be held by the Proposed Allotee is mentioned under the pre and post shareholding pattern below.</td></tr>
</table>

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The change in control, if any, in the Company that would occur consequent to the preferential offer	No change in the control of the Company is intended or expected consequent upon to the issue of CCPS.
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	No preferential issue was made during the year
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable

The pre and post issue shareholding pattern of the Company:

Sr. No.	**Category of shareholders**	**Pre-issue shareholding**		**Post issue shareholding assuming full subscription of CCPS by the Proposed Investors and full conversion of the said CCPS into Equity Shares**	
		No. of Equity shares of Rs.10 each	**% of holding**	**No. of Equity shares of Rs.10 each**	**% of holding**
A	**Promoters' holding**				
1	Indian:				
	Individual				
	Mr. A. K. Mittal	12,80,180	4.82	16,55,180	5.70
	Ms. Aditi Mittal	16,080	0.06	2,66,080	0.92
	Bodies Corporate				
	A. K. Capital Services Limited	*2,52,47,490	95.12	*2,71,22,490	93.38
	Sub-Total	**2,65,43,750**	**100**	**2,90,43,750**	**100.00**
2	Foreign Promoters				
	Sub-Total (A)	**2,65,43,750**	**100**	**2,90,43,750**	**100.00**
B	**Non-Promoters; holding**	**-**	**-**	**-**	**-**
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub-Total (B)	-	-	-	-
	Grand Total	**2,65,43,750**	**100%**	**2,90,43,750**	**100.00%**

**Includes shares hold by Nominees on or behalf of A. K. Capital Services Limited*

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The issue of CCPS is in accordance with the provisions of the Articles of Association of the Company.

The Directors recommend the Resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

The Board of Directors of the Company recommends the Special Resolution as set out in Item no. 1 of this Notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the said resolution.

For and on behalf of the Board
A. K. Capital Finance Limited

MAHESH SHIVPRAKASH BHOOTRA

Digitally signed by MAHESH SHIVPRAKASH BHOOTRA
DN: c=IN, o=PERSONAL, title=3872, pseudonym=c1a7adda158e4091b047a8c7dbe4662c, 2.5.4.20=cb9b5bb484f091fe374dc8866919a4587eef5b0195f94511fa788aec7cd60b1b1, postalCode=400067, st=Maharashtra, serialNumber=73753e4886841ad58090cd16bea720d6d7d93dcc82fe257df0017d982bc4e302, cn=MAHESH SHIVPRAKASH BHOOTRA
Date: 2026.03.05 18:03:21 +05'30'

Mahesh Bhootra
Chief Financial Officer

Date: March 05, 2026
Place: Mumbai