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 2nd Extra Ordinary General Meeting ("**EGM**") of F.Y. 2025-26 of the Members of A. K. Capital Finance Limited ("**Company**") will be held on Monday, March 23, 2026 at 5.30 PM (IST) through audio visual means at the registered office of the Company situated at 601- 602, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai - 400098 ("Deemed Venue") to transact the following businesses:

SPECIAL BUSINESSES:

1. **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 based on the recommendation of the Board of Directors, consent of the shareholders of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing **INR 1,45,00,00,000/-** (Indian Rupees One Hundred and Forty-Five Crores only) divided into 3,00,00,000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) each and 1,15,00,000 (One Crore and Fifteen Lakhs) of INR 100/- (Indian Rupees One Hundred only) each to **INR 1,80,00,00,000/-** (Indian Rupees One Hundred and Eighty Crores only) divided into 3,00,00,000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) each and 1,50,00,000 (One Crore and Fifty Lakhs) Preference Shares of INR 100/- (Indian Rupees One Hundred only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company (copy as tabled) be altered by substituting the existing Clause V of the Memorandum of Association with the following:

V. The Authorised Share Capital of the Company is INR1,80,00,00,000/- (Indian Rupees One Hundred and Eighty Crores only) divided into 3,00,00,000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) each aggregating to INR 30,00,00,000/- (Indian Rupees Thirty Crores only) and 1,50,00,000 (One Crore and Fifty Lakhs) Preference Shares of INR 100/- (Indian Rupees One Hundred only) each aggregating to INR 1,50,00,00,000/- (Indian Rupees One Hundred Fifty Crores only)

RESOLVED FURTHER THAT any one of the Directors 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 Directors 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."

2. **To consider issuance of Compulsorily Convertible Preference Shares ('CCPS') on a private placement / preferential allotment basis upto an amount of INR 42.50 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 ("**Act**") read with Rule 9 & 13 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

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

in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI guidelines/ directions issued from time to time 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, 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'** which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, based on the recommendation of the Board of Directors consent of the shareholders of the Company be and is hereby accorded to the Board to invite/offer, issue and allot upto 42,50,000 Participating Non-Cumulative Compulsorily Convertible Preference Shares ('**CCPS'**) of INR 100/- (Indian Rupees One Hundred only) each aggregating upto INR 42,50,00,000/- (Indian Rupees Forty Two Crores Fifty Lakhs Only) in one or more tranche(s), for cash at par, on a preferential basis/private placement basis to the following:

Sr. No.	Name of the proposed investors	Category	No. of CCPS proposed to be offered
1.	A. K. Capital Services Limited	Holding Company (Promoter)	25,00,000
2.	Mr. A. K. Mittal	Promoter (Managing Director)	7,50,000
3.	Ms. Aditi Mittal	Part of Promoter Group (Executive Director)	7,50,000
4.	A. K. Services Private Limited	Enterprise controlled by Key Managerial Personnel	2,50,000

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act read with rules made thereunder, each CCPS:

a) shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend, declared if any;
b) shall 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;
c) subject to the provisions of the applicable laws, 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. The dividend on CCPS shall be on Non-Cumulative basis.
d) 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 Security Premium of INR 390 each.
e) may convert in full/ (part) at any time after three months from the date of allotment 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.
f) shall have voting rights as per the applicable law.
g) shall not be redeemed, but shall only be convertible.
h) All the rights of the CCPS shall be governed by the applicable laws

RESOLVED FURTHER THAT the Private Placement Offer cum Application Letter, as placed before the meeting containing the terms of the offer, be and is hereby considered and approved by the Board and shall be circulated to the above mentioned proposed investors upon approval by the shareholders for the issue of CCPS in the ensuing General Meeting of the Company.

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

RESOLVED FURTHER THAT any one Executive Director of the Company or the Company Secretary or Chief Financial Officer of the Company be and are hereby authorized severally to finalise, sign and circulate the Private Placement Offer cum Application Letter and/ or such other document as may be required with respect to this resolution.

RESOLVED FURTHER THAT on receipt of Application along with Application Money towards subscription from the Identified Investors and on intimation from the other remaining Identified Investor(s), if any, declining to subscribe to the shares offered, the Board be and is hereby authorized, subject to compliance with the provisions of the Companies Act, 2013 and rules made thereunder, to consider to approve the allotment in the name of the Applicant Identified Investor(s) whose application money is received towards subscription, while the offer period is open.

RESOLVED FURTHER THAT any one Executive Director of the Company or Company Secretary or Chief Financial Officer 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/ intimations for the purpose of compliance under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI directions/ circulars and such other applicable laws.

RESOLVED FURTHER THAT the Board of Directors or Committee thereof, 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 one Executive Director of the Company or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized to do such other acts, deeds and things as may be required to give effect to this resolution including furnishing of a certified true copy of the resolution as and when required."

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

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. The terminology of Shareholders and Members is used interchangeably in the EGM notice.

4. 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.

5. 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.

6. 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.

7. 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.

8. 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.

9. In line with relevant MCA Circular and SEBI Circular copy of the Notice of the 2nd 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 2nd 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.

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

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

    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.

11. 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.

12. 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.

13. 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.

14. 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.

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

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

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

Item No. 1: 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 INR 1,45,00,00,000/- (Indian Rupees One Hundred and Forty-Five Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 1,15,00,000 (One Crore and Fifteen Lakhs) Preference Shares of INR 100/- (Indian Rupees Hundred Only) 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 20, 2026 approved to proposed to increase the Authorized Share Capital of the Company from existing **INR 1,45,00,00,000/-** (Indian Rupees One Hundred and Forty Five Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 1,15,00,000 (One Crore and Fifteen Lakhs) Preference Shares of INR 100/- (Indian Rupees Hundred Only) each to **INR 1,80,00,00,000/-** (Indian Rupees One Hundred and Eighty Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of INR10/- (Indian Rupees Ten Only) each and 1,50,00,000 (One Crore and Fifty Lakhs) Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each, subject to the approval of Members 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 Members 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. 1 for approval of the members as an Ordinary Resolution.

Item No. 2 To consider issuance of Compulsorily Convertible Preference Shares ('CCPS') on a private placement / preferential allotment basis upto an amount of INR 42.5 Crores

The Board of Directors at their meeting held on March 20, 2026, had approved the offer and issuance of upto 42,50,000 (Forty Two Lakhs Fifty Thousand) Participating Non-cumulative Compulsorily Convertible Preference Shares ("CCPS") of face value of INR 100/- (Indian Rupee One Hundred only) each aggregating up to INR 42,50,00,000/- (Indian Rupee Forty Two Crores Fifty Lakhs only) for cash at par, in one or more tranche(s) on a preferential basis/private placement to the following proposed investors:

Name of the proposed investors	Category	No. of CCPS to be offered	At face value (in INR)	Value of CCPS (in INR)
A. K. Capital Services Limited	Holding Company (Promoter)	25,00,000	100	25,00,00,000

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

Mr. A. K. Mittal	Managing Director (Promoter)	7,50,000	100	7,50,00,000
Ms. Aditi Mittal	Executive Director Part of Promoter Group	7,50,000	100	7,50,00,000
A. K. Services Private Limited	Enterprise controlled by Key Managerial Personnel	2,50,000	100	2,50,00,000

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>Up to 42,50,000 Participating Non-cumulative Compulsorily Convertible Preference Shares ('CCPS') of Rs.100/- each, aggregating upto INR 42,50,00,000/- 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 Proposed Investor</th><th>No. of CCPS offered</th></tr>
<tr><td>A. K. Capital Services Limited</td><td>25,00,000</td></tr>
<tr><td>Mr. A. K. Mittal</td><td>7,50,000</td></tr>
<tr><td>Ms. Aditi Mittal</td><td>7,50,000</td></tr>
<tr><td>A. K. Services Private Limited</td><td>2,50,000</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 INR 100 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>
</table>

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

The terms of issue, including terms and rate of dividend on each share, etc.	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. 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 allotment 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. g. 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 at a 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 allotment 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.

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

<table>
<tr><td></td><td>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/-.</td></tr>
<tr><td>The manner and modes of redemption</td><td>Not applicable since CCPS are compulsorily convertible</td></tr>
<tr><td>Current shareholding pattern of the company</td><td>Please see Annexure 1 ‘Pre and post issue shareholding pattern of the Company’ below</td></tr>
<tr><td>Expected dilution in equity share capital upon conversion of CCPS</td><td>Please see Annexure 2 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>Managing Director (Promoter)</td></tr>
<tr><td>Ms. Aditi Mittal</td><td>Executive Director Part of Promoter Group</td></tr>
<tr><td>A. K. Services Private Limited</td><td>Enterprise controlled by Key Managerial Personnel</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 the proposed issuance of CCPS on private placement/preferential allotment basis.

No other promoter/promoter group / director or Key</td></tr>
</table>

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

<table>
<tr><td></td><td>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 Proposed Investor</th><th>No. of CCPS offered</th></tr><tr><td>A. K. Capital Services Limited</td><td>25,00,000</td></tr><tr><td>Mr. A. K. Mittal</td><td>7,50,000</td></tr><tr><td>Ms. Aditi Mittal</td><td>7,50,000</td></tr><tr><td>A. K. Services Private Limited</td><td>2,50,000</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>
<tr><td>The change in control, if any, in the Company that would occur consequent to the preferential offer</td><td>No change in the control of the Company is intended or expected consequent upon to the issue of CCPS.</td></tr>
<tr><td>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</td><td>Following persons to whom the Participating Non-cumulative Compulsorily Convertible Preference Shares (‘CCPS’) allotment was made on preferential basis during the year at face value of INR 100
<table><tr><th>Name of Proposed 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 justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer</td><td>Not applicable</td></tr>
</table>

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

Annexure 1 - Pre and post issue shareholding pattern of the Company

Equity Shares under - Table 1
Compulsorily Convertible Preference Shares ('CCPS')- Table 2

Pre and post issue shareholding pattern of Equity Shares

Table 1

Sr. No.	Category	Pre-issue		Post issue	
		No. of Equity shares held	% of shareholding	No. of shares held	% of shareholding
A	**Promoters' holding**				
1	Indian:				
	Individual				
	Mr. A. K. Mittal	12,80,180	4.82	12,80,180	4.82
	Ms. Aditi Mittal	16,080	0.06	16,080	0.06
	Bodies Corporate				
	A. K. Capital Services Limited	*2,52,47,490	95.12	*2,52,47,490	95.12
	Sub-Total	**2,65,43,750**	**100**	**2,65,43,750**	**100**
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	**2,65,43,750**	**100**	**2,65,43,750**	**100**
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%**	**2,65,43,750**	**100%**

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

Pre and post issue shareholding pattern of Compulsorily Convertible Preference Shares ('CCPS')

Table 2

Sr. No.	Category	Pre-issue		Post issue	
		No. of CCPS held	% of shareholding	No. of CCPS held	% of shareholding
A	**Promoters' holding**				
1	Indian:				
	Individual				
	Mr. A. K. Mittal	15,00,000	15	22,50,000	15.79
	Ms. Aditi Mittal	10,00,000	10	17,50,000	12.28
	Bodies Corporate				
	A. K. Capital Services Limited	75,00,000	75	1,00,00,000	70.18
	Sub-Total	**1,00,00,000**	**100**	**1,40,00,000**	**98.25**
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	**1,00,00,000**	**100**	**1,40,00,000**	**98.25**
B	**Non-Promoters; holding**	**-**	**-**	**-**	**-**
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	A. K. Services Private Limited	-	-	2,50,000	1.75
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub-Total (B)	-	-	-	-
	Grand Total	**1,00,00,000**	**100**	**1,42,50,000**	**100**

Annexure 2 - Expected dilution in Equity Share Capital (pursuant to the conversion of CCPS)

Sr. No.	Name of the Shareholder	Equity shareholding		Equity Shareholding pursuant to conversion of CCPS# into Equity Shares	
		No. of Equity shares of Rs.10 each	% of shareholding	No. of shares of Rs.10 each	% of shareholding
1.	A. K. Capital Services Limited*	2,52,47,490	95.12	2,77,47,490	92.17
2.	Mr. A. K. Mittal	12,80,180	4.82	18,42,680	6.12
3.	Ms. Aditi Mittal	16,080	0.06	4,53,580	1.51
4.	A. K. Services Private Limited	-	-	62,500	0.20
		2,65,43,750	**100.00**	**3,01,06,250**	**100.00**

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

*Includes equity shares held by Nominee shareholders of A. K. Capital Services Limited
CCPS include both proposed issue of 42,50,000 CCPS and existing 100,00,000 CCPS and the dilution is considered on their respective terms of conversion

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. 2 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. 2 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=cb9b5bb484f091fe374dc886619a4587eef5b0195f94511fa788aec7cd60b1b1, postalCode=400067, st=Maharashtra, serialNumber=73753e4886841ad58090cd16bea720d6d7d93dcc82fe257df0017d982bc4e302, cn=MAHESH SHIVPRAKASH BHOOTRA
Date: 2026.03.20 18:40:11 +05'30'

Mahesh Bhootra
Chief Financial Officer

Date: March 20, 2026
Place: Mumbai