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: cs@akgroup.co.in.
WEBSITE: www.akgroup.co.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the Extra Ordinary General Meeting of the Members of A. K. Capital Finance Limited ("Company") will be held on Tuesday, February 20, 2024, at 01:00 P.M. (IST) at the Registered Office of the Company situated at 601-602, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (East), Mumbai – 400 098 to transact the following businesses:

SPECIAL BUSINESS:

1. To appoint Mr. Vinod Kumar Kathuria (DIN: 06662559) as 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, 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 and Regulation 16(1)(b), Regulation 17(1C) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, in accordance with the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Vinod Kumar Kathuria (DIN: 06662559), who was appointed as an Additional Independent Director of the Company with effect from December 18, 2023, pursuant to Section 161 of the Act and the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 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 December 18, 2023 up to December 17, 2026 (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. Vinod Kumar Kathuria (DIN: 06662559) shall be entitled to receive the fees/ commission as permitted to be received in a capacity Non-Executive Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

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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."

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

Sd/-
Shikha Sharma
Company Secretary & Compliance Officer

Date: February 13, 2024
Place: Mumbai

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NOTES:

a) A Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote instead of his/her behalf and a proxy need not be a member of the Company. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting.

b) A person can act as proxy on behalf of the members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

c) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at EOGM in respect of Item No. 1 is annexed hereto and forms part of the Notice.

d) 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 EOGM to the Company at the e-mail Id: cs@akgroup.co.in.

e) In line with relevant MCA Circular and SEBI Circular copy of the Notice of the EOGM is being sent only through electronic mode to all the members whose E-mail IDs 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 EOGM of the Company has also been uploaded on the website of the Company at www.akgroup.co.in.

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

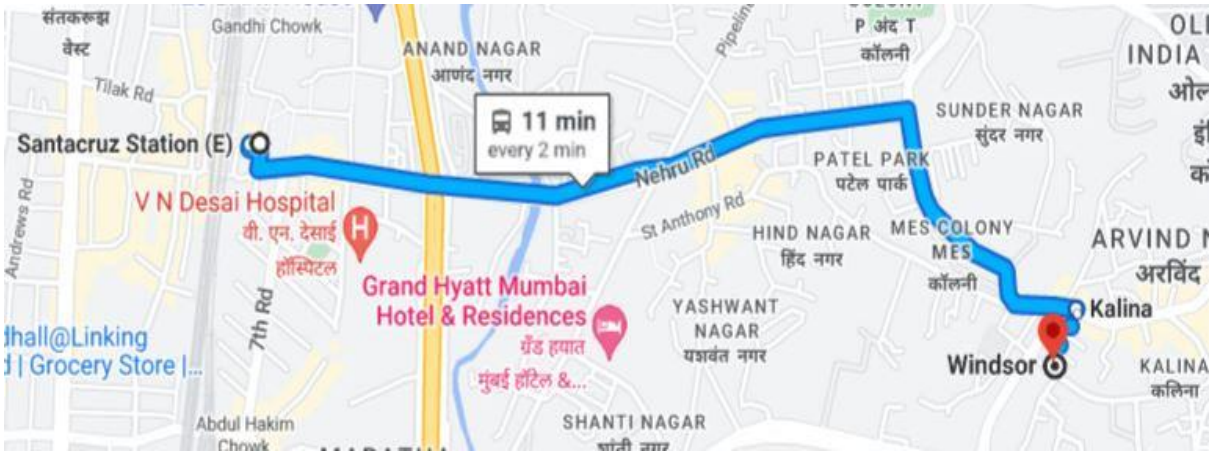
g) All documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection electronically by the Members and request may be sent to cs@akgroup.co.in.

h) 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.

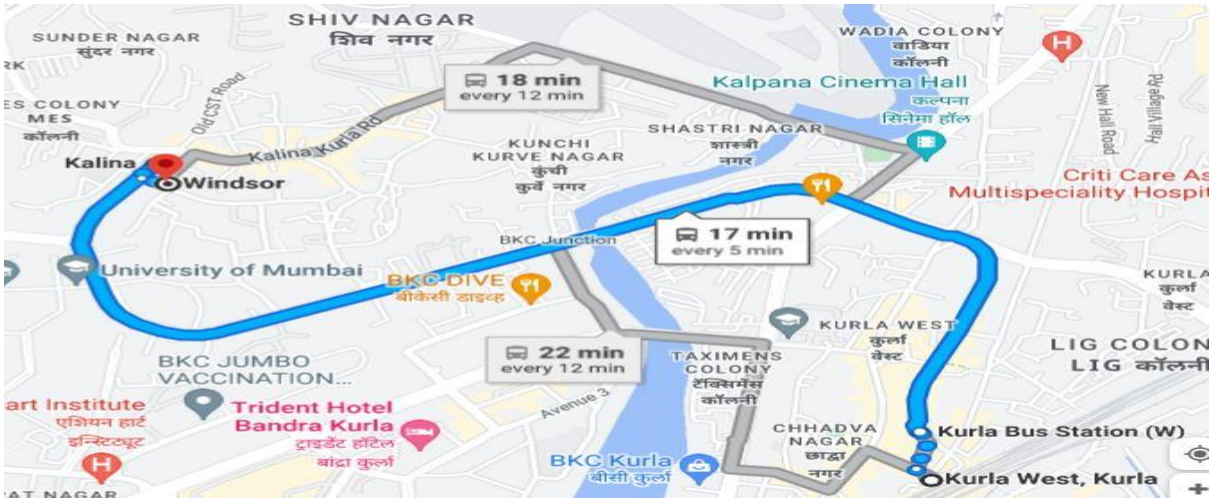
i) Route Map showing directions to reach to the venue of the EOGM is given along with the EGM notice as per the requirement of the Secretarial Standards-2 on General Meeting.

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Route Map 1: From Santacruz Railway Station



Route Map 2: From Kurla Railway Station



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

Item No. 1: To appoint Mr. Vinod Kumar Kathuria (DIN: 06662559) as Non-Executive Independent Director of the Company

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vinod Kumar Kathuria (DIN: 06662559), as an Additional (Independent) Director of the Company, with effect from December 18, 2023 up to December 17, 2026 under Section 149, 150, 152, 160(1) and 161 of the Companies Act, 2013 ("the Act")

Pursuant to the amendment (effective from January 1, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Mr. Vinod Kumar Kathuria shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Vinod Kumar Kathuria is eligible to be appointed as an Independent Director for a term of up to 3 (three) consecutive years.

The Company has also received a declaration of Independence from Mr. Vinod Kumar Kathuria. In the opinion of the Board, Mr. Vinod Kumar Kathuria fulfills the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations for being eligible for his appointment. Mr. Vinod Kumar Kathuria 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. Vinod Kumar Kathuria and noted that he is fulfilling the fit and proper requirements as per RBI master directions read with company's internal policies.

Mr. Vinod Kumar Kathuria, aged 65 years has four decades of experience in key banking areas of Corporate Credit, Recovery, Retail Lending, Treasury Operations, International Banking Business, Agriculture, Financial Inclusion etc. Regular Expert contribution as Resource person on policy issues involving macro & micro factors of the economy in various committees and conferences.

Mr. Vinod Kumar Kathuria 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;

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2. He has extensive knowledge and experience in Risk Management and Operations;

Mr. Vinod Kumar Kathuria, 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 considers the appointment of Mr. Vinod Kumar Kathuria as an Independent Director in the interest of the Company.

A copy of the draft letter for the appointment proposed of Mr. Vinod Kumar Kathuria 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. Vinod Kumar Kathuria including his profile and specific areas of expertise are given in this Notice as "Annexure I".

Except Mr. Vinod Kumar Kathuria 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. 1 of this Notice for approval of the shareholders as per Regulation 25(2A) of SEBI Listing Regulations and Companies Act, 2013 read with rules made thereunder.

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

Sd/-
Shikha Sharma
Company Secretary & Compliance Officer

Date: February 13, 2024
Place: Mumbai

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Annexure I

Pursuant to Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Director proposed to be appointed:

Name of the Director	**Mr. Vinod Kumar Kathuria**
DIN	06662559
Designation	Non-executive Independent Director
Date of Birth and Age	July 23, 1958 Age - 65 Years
Date of first appointment on Board	December 18, 2023
Nationality	Indian
Qualification	M. Com, CAIIB
Resume including experience and expertise in specific functional areas	Mr. Vinod Kumar Kathuria, aged 65 years has four decades of experience in key banking areas of Corporate Credit, Recovery, Retail Lending, Treasury Operations, International Banking Business, Agriculture, Financial Inclusion etc. Regular Expert contribution as Resource person on policy issues involving macro & micro factors of the economy in various committees and conferences. He was an Executive Director in Union Bank of India from 2016 to 2018 handling the important functions of Treasury, International Banking, Recovery, Retail Lending etc. He was Associate Director on the Board of Union Asset Management Co from 2016 to 2018. He was a member of the Committee formed by SEBI to oversee working of the Board of MCX-SX in 2014. He was a member in the Committee of Tier I Perpetual Bonds under BASEL III norms formed by Dept. of Financial Services, Govt. of India in 2014.

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<table>
<tr><td></td><td>He is also serving on the Board of A. K. Capital Finance Limited, material subsidiary of the Company, as an Independent Director.</td></tr>
<tr><td>Directorship in Companies</td><td>1. A. K. Capital Services Limited
2. Jayaswal Neco Industries Limited
3. Western Capital Advisors Private Limited
4. Anand Rathi Global Finance Limited
5. Satia Industries Limited
6. Samavesh Finserv Private Limited</td></tr>
<tr><td>Membership/ Chairmanship in the committees of other companies</td><td>
<table>
<tr><th>Name of the Company</th><th>Name of Committee</th><th>Member/Chairman</th></tr>
<tr><td>A. K. Capital Services Limited</td><td>Audit Committee</td><td>Chairman</td></tr>
<tr><td>Anand Rathi Global Finance Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Western Capital Advisors Private Limited</td><td>Audit and Risk Committee</td><td>Chairman</td></tr>
</table>
</td></tr>
<tr><td>Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such Requirements</td><td>The Board of Directors of the Company is of the opinion that Mr. Vinod Kumar Kathuria is a person of integrity and considering his qualifications, extensive knowledge and rich experience in key banking areas of Corporate Credit, Recovery, Retail Lending, Treasury Operations, International Banking Business, Agriculture, Financial Inclusion etc., appointment of Mr. Kathuria is in the interest of the Company. His association would be of immense benefit and value to the Company and, therefore, the Board recommends his appointment as an Independent Director to the members. In the opinion of the Board of Directors, Mr. Kathuria is independent of the management of the Company and fulfills the conditions specified in the Act, the rules made thereunder, and SEBI Listing Regulations, for appointment as an Independent Director.</td></tr>
</table>

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Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Vinod Kumar Kathuria is not related to any of the Directors, Managers and other Key Managerial Personnel of the Company.
No. of equity shares held in the Company	Nil
No. of board meetings attended during the Financial Year 2023-24	Nil
Terms and conditions of appointment or re-appointment including remuneration	Appointment as Independent Director for a term of 3 years i.e. till December 17, 2026 on the terms and conditions and remuneration provided in the resolution and explanatory statement hereinabove.
Last Remuneration Drawn	Not Applicable

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

Sd/-
Shikha Sharma
Company Secretary & Compliance Officer

Date: February 13, 2024
Place: Mumbai

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ATTENDANCE SLIP

Extra-Ordinary General Meeting

(To be handed over at the entrance of the Meeting hall)

I/We certify that I am a registered shareholder/ proxy or Authorised Representative for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of the Company on Tuesday, February 20, 2024, at 01:00 P.M. at 601-602, 6th Floor, Windsor, Off Cst Road, Kalina, Santacruz (E), Mumbai – 400 098 and at any adjournment thereof.

Full name of the Shareholder: _____

DP ID: _____ **Client ID:** _____

Folio No: _____ **No. of Shares held**: _____

Full name of the Proxy _____
(To be filled in if the valid proxy has been duly lodged with the Company)

Signature of the Shareholder/Proxy _____

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
CIN: U51900MH2006PLC214277
Name of the Company: **A. K. Capital Finance Limited**

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Tel: 91 (022) 6754 6500 | **Fax**: 91 (022) 6610 0594 | **Email**: cs@akgroup.co.in

Name of the member(s) :	
Registered address:	
E-mail Id:	
Folio No/ Client ID	
DP ID:	

I/We, being the member(s) of ……. shares of A. K. Capital Finance Limited, hereby appoint:

Name:	
Address:	
E-mail Id:	Signature: ……

or failing him/her

Name:	
Address:	
E-mail Id:	Signature: ……

or failing him/her

Name:	
Address:	
E-mail Id:	Signature: ……

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the Tuesday, 20th day of February 2024 at 01.00 P.M. at 601-602, 6th Floor, Windsor, Off CST Road, Kalina, Santacruz (E), Mumbai – 400 098 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.	Resolution
1.	To appoint Mr. Vinod Kumar Kathuria (DIN: 06662559) as Non-Executive Independent Director of the Company

Signed this _____ day of _____ 2024

Signature of shareholder(s) _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra-Ordinary General Meeting.

Affix Rs.**1/-** **Revenue Stamp**