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

Notice is hereby given that the 2nd Extra Ordinary General Meeting of FY 2024-25 ("**EOGM**") of the Members of **A. K. Capital Finance Limited** ("Company") will be held on Saturday, September 28, 2024, at 11.15 A.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 declare Interim Dividend at the rate of 12% p.a. per Compulsory Convertible Preference Shares ("CCPS") of INR 100/- each for the period April 1, 2024 to September 26, 2024

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

RESOLVED THAT pursuant to the in-principle approval granted by the Board of Directors on August 05, 2024 and pursuant to the applicable provisions of the Companies Act, 2013 read with Rules made thereunder, RBI Master Directions/ Guidelines, SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable, terms of Cumulative Convertible Preference Shares (CCPS) and policy of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the shareholders be and is hereby accorded to declare and distribute an interim dividend on 65,00,000 CCPS at the rate of 12% p.a. up to the date of conversion of CCPS i.e., for the period commencing from April 1, 2024 to September 26, 2024 (179 days), amounting to INR 3,82,52,055/- (Indian Rupees Three Crores Eighty Two Lakhs Fifty Two Thousand Fifty Five Only).

RESOLVED FURTHER THAT any Executive Director or Chief Financial Officer of the Company or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and/ or things as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any Executive Director or Chief Financial Officer of the Company or Company Secretary be and is hereby authorized to furnish a certified 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: September 27, 2024
Place: Mumbai

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 2/2022 dated May 5, 2022 (in continuation of Circular number 20/2020 dated May 5, 2020 read with circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 2/2021 dated January 13, 2021 and 21/2021 dated December 14, 2021 and Circular No.02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and General Circular 9/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") permit for holding the General Meeting through VC / OAVM up to September 30, 2024, without the physical presence of the Members at a common venue. In compliance with the above MCA Circulars, the provisions of the Companies Act, 2013 ("hereinafter referred as "Act") the EOGM of the Company is being held through VC / OAVM. As per the provisions of Clause 3 A II of the MCA General Circular No. 20/ 2020 dated 5th May, 2020, the matter of Special Business as appearing at Item No. 1 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.

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 EOGM shall be 603, 6th Floor, Windsor, off CST Road, Kalina, Santacruz (East), Mumbai – 400 098. Since the EGM will be held through VC, the Route Map is not annexed to this Notice.

3. The Attendance of the Members' participating in the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum as required under Section 103 of the Act.

4. All documents referred to in the Notice will be available for inspection at the Registered Office of the Company during normal business hours on working.

5. This EOGM is being held through VC/ OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly in terms of MCA Circulars, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this EOGM. Accordingly, the Proxy Form and Attendance Slip are not annexed with this Notice

6. The dividend, if declared at the EOGM, would be paid/ dispatched as per regulatory timeline from the date of declaration to those CCPS shareholder:

    a. whose names appear as Beneficial Owners as at the end of the business hours on September 26, 2024 in the list of Beneficial Owners to be furnished by Depository in respect of the shares held in electronic form; and
    b. whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before September 26, 2024.

7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at EOGM is annexed hereto and forms part of the Notice.

8. 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

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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: csakcfl@akgroup.co.in

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

10. 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 is also uploaded on the website of the Company at www.akgroup.co.in .

11. 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.

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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 declare Interim Dividend at the rate of 12% p.a. per Compulsory Convertible Preference Shares ("CCPS") of INR 100/- each for the period April 1, 2024 to September 26, 2024

The Board of Directors in its meeting held on September 27, 2024 had approved and recommended an Interim Dividend at the rate of 12% p.a. per Compulsory Convertible Preference Shares ("CCPS") for the period April 1, 2024 to September 26, 2024.

Further the Board Members in their meeting held on August 05, 2024 accorded in-principle approval for the following:

(i) 2 (two) CCPS having face value of INR 100/- each shall be converted into one (1) Equity Shares of face value of INR 10/- each and Security Premium of INR 190/- each
(ii) The CCPS holders are entitled to receive dividend up to the date of conversion, i.e. from April 01, 2024 to September 26, 2024
(iii) Record date for the conversion as well as payment of interim dividend as September 26, 2024
(iv) Convening of Extra Ordinary General Meeting of the Company for declaring interim dividend

In continuation to the above, it is proposed before the shareholders to consider and approve the payment of interim dividend on 65,00,000 Cumulative Convertible Preference Shares ("**CCPS**") at the rate of 12% p.a. up to the date of conversion of CCPS i. e. for the period commencing from April 1, 2024 to September 26, 2024 (179 days), amounting to INR 3,82,52,055/- (Indian Rupees Three Crores Eighty Two Lakhs Fifty Two Thousand Fifty Five Only), which is approved by the Board in its meeting held on September 27, 2024 and recommended to the shareholders for their approval. The members are requested to note that the profit of the Company is adequate for declaring the proposed dividend.

None of the Directors/ Promoters or Key Managerial Personnel (KMP) or relatives of Directors/ Promoters and KMPs, except A. K. Capital Services Limited & Mr. A. K. Mittal, CCPS holders and Ms. Aditi Mittal being the relative of Mr. A. K. Mittal, is concerned or interested in the resolution as set out in this Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon.

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 the applicable provisions.

For and on behalf of the Board
A. K. Capital Finance Limited
Sd/-
Shikha Sharma
Company Secretary & Compliance Officer
Date: September 27, 2024
Place: Mumbai