A. K. Capital Services Ltd.

MUMBAI OFFICE :
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FREE PRESS JOURNAL MARG,
215, NARIMAN POINT, MUMBAI - 400 021 (INDIA)
TEL. : +91 (022) 6754 6500 FAX : +91 (022) 6610 0594
E-MAIL : akmumbai@akgroup.co.in
WEBSITE : www.akcapindia.com

To
The Listing Department/ Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Reference : BSE Code 530499

Dear Madam/Sir,

Subject : Notice of 24th Annual General Meeting of the Company

In continuation to our intimation dated July 31, 2017, please be informed that the 24th Annual General Meeting ("AGM") of the Company is scheduled to be held on Saturday, September 16, 2017 at 9.00 a.m. at The Resort, 11, Madh-Marve Road, Aksa Beach, Malad (West), Mumbai - 400 095, Maharashtra, to transact the businesses set out in the Notice of 24th AGM.

In this regard, please find enclosed Notice of 24th AGM of the Company and copies of advertisement published in this regard in the following newspapers on August 25, 2017:

1) The Financial Express (English)
2) Navshakti (Marathi)

This is for your information and records.

Yours faithfully,
For A. K. Capital Services Limited

Tejas Dawda
Company Secretary & Compliance Officer
(ACS No.: A27660)

Date: August 28, 2017
Place: Mumbai

A. K. CAPITAL SERVICES LTD.

BUILDING BONDS

Regd. Office: 403, 4th Floor, East Wing, Tulsiani Chambers, Free Press Journal Marg, 212, Nariman Point, Mumbai – 400021.
CIN: L74899MH1993PLC274881 | **Website:** www.akcapindia.com
Tel: +91-22-66349300 | **Fax:** +91-22-66100594 | **E-mail:** compliance@akgroup.co.in

NOTICE OF THE 24TH ANNUAL GENERAL MEETING AND E-VOTING INFORMATION

NOTICE is hereby given that the 24th Annual General Meeting ("AGM") of the Members of A. K. Capital Services Limited ("the Company") will be held on Saturday, September 16, 2017 at 9.00 a.m. at The Resort, 11, Madh-Marve Road, Aksa Beach, Malad (West), Mumbai - 400095 to transact the Business as set forth in the Notice dated July 29, 2017 convening the AGM.

Notice of 24th AGM including process and manner for e-voting, Annual Report, draft copy of proposed set of Articles of Association and Attendance Slip along with Proxy Form has been e-mailed on August 23, 2017 to Members whose e-mail addresses registered with the Company/Depository Participant(s) and sent by permitted mode on August 22, 2017 to all the Members at their registered address who have not registered their e-mail addresses and the same is available on the website of the Company at www.akcapindia.com. The documents pertaining to the items of business to be transacted in the AGM are open for inspection at the Registered Office of the Company during the normal business hours on any working day up to the date of AGM.

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the Members using an electronic voting system from place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").

i) The remote e-voting period will commence on Wednesday, September 13, 2017 from 9.00 a.m. (IST) and close on Friday, September 15, 2017 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members will not be able to cast their vote after the said date and time. During this period, Members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date i.e. September 9, 2017, may cast their vote by remote e-voting. Once the vote on a resolution is cast by Member, the same shall not be allowed to change it subsequently or cast the vote again.

ii) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. September 9, 2017 may obtain the login ID and password by sending an email to compliance@akgroup.co.in or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No. The facility for voting through ballot/polling paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot/polling paper. The Members who cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iii) Member whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date can opt for only one mode of voting, i.e. remote e-voting or voting at the AGM. In case Members cast their votes through all the modes, voting done by remote e-voting shall prevail.

iv) The Results on resolutions shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.akcapindia.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

CONTACT DETAILS

In case you have any queries or grievances connected with facility for voting by electronic means, you may refer the Frequently Asked Questions ("FAQ's") and e-voting user manual available at www.evotingindia.com under help section or contact following.

Mr. Mehboob Lakhani, Assistant Manager,
Central Depository Services (India) Limited
16th Floor, P J Towers, Dalal Street, Fort, Mumbai - 400001
Email: helpdesk.evoting@cdslindia.com
Tel. (Toll free): 18002005533

For and on behalf of
A. K. Capital Services Limited
Sd/-
A. K. Mittal
Managing Director
(DIN: 00698377)

Date: August 24, 2017
Place: Mumbai

ए.के. कॅपिटल सर्व्हिसेस लिमिटेड

बिल्डिंग बॉण्डस्

नोंदणीकृत कार्यालय: ४०३, ४था मजला, ईस्ट विंग, तुलसीयानी चेंबर्स, फ्री प्रेस जर्नल मार्ग, २१२, नरीमन पॉईंट, मुंबई-४०००२१.
सीआईएन: L74899MH1993PLC274881 | **वेबसाइट:** www.akcapindia.com
दूरभाष क्र.: +९१-२२-६६३४९३०० | **फॅक्स क्र.:** +९१-२२-६६१००५९४ | **ईमेल:** compliance@akgroup.co.in

२४ वी वार्षिक सर्वसाधारण सभा आणि ई-मतदान माहितीची सूचना

याद्वारे सूचना देण्यात येते की, ए. के. कॅपिटल सर्व्हिसेस लिमिटेड ('द कंपनी') सभासदांची २४ वी वार्षिक सर्वसाधारण सभा (एजीएम) ही एजीएमला बोलविणाऱ्या दिनांक २९ जुलै २०१७ रोजीच्या सूचनेत नमूद केलेल्या व्यावसायाचा व्यवहार करण्यासाठी 'दि रिसॉर्ट' ११, मढ-मार्वे रोड, अक्सा बीच, मालाड (पश्चिम), मुंबई- ४०००९५ येथे शनिवार, १६ सप्टेंबर २०१७ रोजी सकाळी ९ वाजता घेण्यात येणार आहे.

एजीएमची सूचना, वार्षिक अहवाल व अटेंडन्स स्लीपसह प्रतिपत्री प्रपत्रासह दूरस्त ई-मतदानाची प्रक्रिया आणि बाबी या सभासदांना प्रत्यक्ष प्रत आणि कंपनी/डिपॉझिटरी पार्टिसिपंटकडे ई-मेल आयडी नोंदविलेल्या सभासदांना २३ ऑगस्ट २०१७ रोजी ई-मेलद्वारे आणि २२ ऑगस्ट २०१७ रोजी परवानगी माध्यामाने पाठविण्यात आलेली आहे. जी कंपनीच्या www.akcapindia.com या वेबसाईटवर देखील उपलब्ध आहे. एजीएममध्ये व्यावसायाच्या बाबींशी संबंधित दस्तावेज कंपनीच्या नोंदणीकृत कार्यालयात एजीएमच्या तारखेपर्यंत सामान्य कामकाजाच्या वेळेत कुठल्याही कामकाजाच्या दिवशी तपासणीसाठी उपलब्ध आहेत.

कंपनी अधिनियम, २०१३ च्या कलम १०८ सहवाचता सुधारणेनुसार कंपनीज (मॅनेजमेंट अॅण्ड अॅडमिनिस्ट्रेशन) नियम २०१४च्या नियम २० आणि सेबी (लिस्टिंग ऑब्लिगेशन्स अॅण्ड डिस्क्लोजर रिक्वायरमेंटस्) रेग्लयुलेशन्स २०१५च्या रेग्युलेशन ४४च्या तरतुदींच्या अनुपालनामध्ये कंपनीला इलेक्ट्रॉनिक माध्यमाने एजीएममध्ये अनुदानाचा त्यांचा हक्क वापरण्याची सुविधा सभासदांना पुरविल्याचा आनंद होत आहे आणि व्यावसायाचा ई-मतदान सेवेमार्फत व्यवहार करता येईल. एजीएमच्या ठिकाणाच्या व्यतिरिक्त अन्य ठिकाणाहून इलेक्ट्रॉनिक मतदान पद्धत वापरून सभासदांना मतदान करण्याची सुविधा सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड ('सीडीएसएल') द्वारे पुरविण्यात येईल.

१) दूरस्थ ई-मतदानाचा कालावधी बुधवार १३ सप्टेंबर, २०१७ रोजी सकाळी ९ वाजता ('भाप्रवे') पासून सुरू होईल आणि शुक्रवार १५ सप्टेंबर २०१७ रोजी सायंकाळी ५ ('भाप्रवे') वाजता प्रत्यक्ष स्वरुपात किंवा इलेक्ट्रॉनिक स्वरुपात भाग धारण केलेले कंपनीचे सदस्य दूरस्थ ई-मतदानाद्वारे त्यांचे मतदान करू शकतात. सभासदांना सदर तारीख आणि वेळेनंतर त्यांचे मतदान करणे शक्य होणार नाही. दूरस्थ ई-मतदान मॉड्युल आणि त्यानंतर मतदानाकरिता सीडीएसएलद्वारे बंद करण्यात येईल. सभासदाने ठरावावर एकदा केलेल्या मतदानात त्यानंतर बदल करण्याची किंवा पुन्हा मतदान करण्याची परवानगी देण्यात येणार नाही.

२) कोणीही व्यक्ती ज्यांनी सूचना पाठविल्यानंतर कंपनीचे भाग संपादित केले आहेत आणि कंपनीचे सभासद बनले आहेत आणि कट ऑफ तारीख म्हणजेच ९ सप्टेंबर २०१७ रोजी भाग धारण केले आहेत ते त्याचा फोलिओ क्र/डीपी आयडी/क्लायंट आयडी क्रमांक नमूद करून compliance@akgroup.co.in किंवा helpdesk.evoting@cdslindia.com कडे इमेल पाठवून लॉग इन आयडी आणि पासवर्ड प्राप्त करू शकतात. बॅलट/मतपत्रिकेमार्फत मतदानाची सुविधा एजीएममध्ये उपलब्ध करण्यात येईल आणि सभेला हजर असलेले सभासद ज्यांनी दूरस्थ ई-मतदानाद्वारे त्यांचे मतदान केलेले नाही, त्यांना बॅलट/मतपत्रिकेमार्फत सभेत त्यांचा हक्क वापरणे शक्य होईल. ज्या सभासदांनी एजीएमपूर्वी दूरस्थ ई-मतदानाद्वारे त्यांचे मतदान केलेले आहे, ते सुद्धा एजीएमला हजर राहू शकतात, परंतु पुन्हा त्यांचे मतदान करण्यास हक्कदार नाहीत.

३) ज्या सभासदांची नावे कट ऑफ तारखेस सभासदांच्या रजिस्टरमध्ये नोंदविलेली आहेत ते मतदानाच्या फक्त एका माध्यमाचा म्हणजेच दूरस्थ ई-मतदान किंवा एजीएममध्ये मतदान करू शकतात. सभासदाने सर्व माध्यमांनी मतदान केल्यास ई-मतदानाद्वारे केलेले मतदान ग्राह्य धरण्यात येईल.

४) ठराव वरील निष्कर्ष वार्षिक सर्वसाधारण सभेच्या समाप्तीच्या ४८ तासांआधी घोषित केले जातील आणि ठरावाच्या बाजूच्या आवश्यक मतदारांची पावती मिळाल्यानंतर ठराव सर्वसाधारण सभेच्या तारखेला मंजूर समजण्यात येईल.

५) छाननीकरण अहवालाबरोबर घोषित केलेले निकाल कंपनीच्या वेबसाईट www.akcapindia.com आणि सीडीएसएलच्या www.evotingindia.com या वेबसाईटवर निश्चित केल्यानंतर घोषित केल्या जातील. त्याचबरोबर कंपनी बीएसई मर्यादितसाठी निकाल पुढे पाठवेल, जेथे कंपनीचे शेअर्स सूचीबद्ध केले जातात.

संपर्क तपशील:

इलेक्ट्रॉनिक माध्यमाद्वारे मतदानाशी संबंधित तुम्हाला कोणतीही चौकशी किंवा तक्रार करायची असल्यास तुम्ही फ्रिक्वेंटली आस्कड् क्वश्चन्स ('एफएक्युज्') चा संदर्भ घेऊ शकता आणि ई-मतदान युजर मॅन्युअल हेल्पसेक्शन अंतर्गत www.evotingindia.com येथे उपलब्ध आहे किंवा येथे संपर्क करा.

श्री. मेहबूब लखानी, सहाय्यक व्यवस्थापक
सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेड,
१६ वा मजला, पी. जे. टॉवर्स, दलाल स्ट्रीट, फोर्ट, मुंबई-४००००१
ई-मेल: helpdesk.evoting@cdslindia.com
फोन (टोल फ्री): १८००२००५५३३

ए.के. कॅपिटल सर्व्हिसेस लिमिटेडकरिता
स्वाक्षरी/-
ए.के. मित्तल
व्यवस्थापकीय संचालक
(DIN: 00698377)

दिनांक: २४ ऑगस्ट २०१७
स्थळ: मुंबई

A. K. CAPITAL SERVICES LTD.

BUILDING BONDS

Registered Office: 403, 4th Floor, East Wing, Tulsiani Chambers, Free Press Journal Marg, 212, Nariman Point, Mumbai – 400021
Corporate Office: 30-39, 3rd Floor, Free Press House, Free Press Journal Marg, 215, Nariman Point, Mumbai - 400021
Website: www.akcapindia.com | **CIN:** L74899MH1993PLC274881

NOTICE

Notice is hereby given that the 24th Annual General Meeting (AGM) of the Members of A. K. Capital Services Limited ("the Company") will be held on Saturday, September 16, 2017 at 9.00 a.m. at The Resort, 11, Madh-Marve Road, Aksa Beach, Malad (West), Mumbai - 400 095, to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt:**

   a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Report of the Board of Directors and the Auditors thereon; and

   b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Report of the Auditors thereon.

2. **To declare a final dividend at the rate of ₹ 6/- (Rupees Six only) per equity share of ₹ 10/- (Rupees Ten) each fully paid-up of the Company for the Financial Year 2016-17.**

3. **To appoint a Director in place of Mr. A. K. Mittal (DIN: 00698377), who retires by rotation and being eligible, offers himself for re-appointment.**

4. **To consider and approve appointment of Statutory Auditor and fix their remuneration.**

   To consider and if thought fit, to pass with or without modification, the following resolutions as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142, and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint M/s. PYS & Co. LLP, Chartered Accountants (Firm Registration No.: 012388S/S200048), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of Twenty-Ninth AGM of the Company at such remuneration plus applicable taxes as applicable and reimbursement of out of pocket expenses in connection with the statutory audit as may be decided by the Board of Directors of the Company and the said appointment shall be placed every year for ratification by the members from Twenty-Fifth AGM to Twenty-Eighth AGM of the Company."

SPECIAL BUSINESS:

5. **To ratify and approve Related Party Transactions with A. K. Capital Finance Private Limited, Subsidiary of the Company**

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

   "RESOLVED THAT pursuant to the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to ratify/ approve all existing contracts / arrangements/ agreements and to enter into contract(s)/transaction(s)/ arrangements with A. K. Capital Finance Private Limited (AKCFPL), a subsidiary and hence a related party within the meaning of as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for availing/ making of loans, giving/ providing of guarantee/ security or making of investments in the securities of AKCFPL and/or the purchase and/or sale of any securities and/or providing/availing of services, on such terms and conditions as the Board in its absolute discretion may deem fit, the value of which either singly or all taken together may exceed ten per cent of the annual consolidated turnover and/or assets, liabilities, revenue or expense of the Company, provided that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into by the Company with AKCFPL and remaining outstanding at any one point in time shall not exceed ₹ 1,000 Crore (Rupees One Thousand Crore) during a Financial Year.

   RESOLVED FURTHER THAT subject to applicable provision of laws for the time being in force the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and be authorized to approve aforesaid transactions and the terms & conditions thereof.

   RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution."

6. **Adoption of new set of Articles of Association of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Listing Agreement as entered into by the Company with BSE Limited ("BSE") and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to, by the Board of Directors of the Company, the draft copy of Articles of Association (as circulated along with notice of this meeting), be and are hereby approved and adopted in substitution of the existing Articles of Association of the Company.

   RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary or Chief Financial Officer (CFO) of the Company be and is hereby authorized severally to do all acts, deeds, things and to make, sign, negotiate and execute take all such

steps to give effect to this resolution including filing e-forms, for the purpose of compliance under the Companies Act, 2013 and to furnish a certified true copy of the resolutions as and when required."

7. Issuance of commercial paper of nominal value aggregating up to ₹ 300 crores within the borrowing limits set forth under Section 180 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with Rules notified thereunder, regulations, guidelines, provisions laid down by the Reserve Bank of India, Securities and Exchange Board of India (in force from time to time), subject to the provisions of the Memorandum and Articles of Association of the Company and other applicable regulations as may be amended and applicable from time to time, approval of the shareholders of the Company be and is hereby accorded to borrow from time to time, by way of issuance of Commercial Papers ("CPs") of nominal value aggregating up to ₹ 300 crores (Rupees Three Hundred Crores), in one or more tranche(s) on such terms and conditions as the Board may deem fit and appropriate from time to time.

RESOLVED FURTHER THAT the said limit of ₹ 300 crores (Rupees Three Hundred Crores) shall be within the overall borrowing limit approved by the shareholders under Section 180(1) (c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution, be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of CPs, including but not limited to number of issue(s) / tranche(s), face value, issue price, discount on issue, size, timing, amount, yield, arrangement fee, listing, allotment, dematerialization and other terms and conditions of issue of CPs as they may, in their absolute discretion, deemed necessary.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary or Chief Financial Officer (CFO) 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 but not limited to filing e-forms, for the purpose of compliance under the Companies Act, 2013 and to furnish a certified true copy of the resolution as and when required."

8. Issuance of secured/ unsecured, redeemable, non-convertible debentures of nominal value aggregating up to ₹ 500 crores within the borrowing limits set forth under Section 180 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable regulations as may be amended and applicable from time to time, approval of the shareholders of the Company be and is hereby given to offer or invite subscriptions for secured/ unsecured, redeemable, non-convertible debentures (NCDs) of nominal value aggregating up to ₹ 500 Crores (Rupees Five Hundred Crore), in one or more tranche(s), on private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any other Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) may, from time to time, determine and consider proper and most beneficial and to the best interest of the Company including, without limitation, as to when the said NCDs are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, premium/discount,yield, security, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of NCDs including but not limited to number of issues/ tranches, face value, issue price, issue size, timing, amount, security, coupon/interest rate(s), yield, redemption price, listing, allotment and other terms and conditions of issue NCDs as they may, in their absolute discretion, deemed necessary.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary or Chief Financial Officer (CFO) 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 and to furnish a certified true copy of the resolution as and when required."

9. Issuance of non-convertible redeemable preference shares of nominal value aggregating up to ₹ 100 crores

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

"RESOLVED THAT in accordance with the provisions of Sections 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Rules made thereunder including but not limited to Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 and the prevailing statutory guidelines in this behalf and subject to all necessary consents, permissions and approvals from all such authorities and institutions as may be relevant and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting any such consents, permissions and approvals and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) as it thinks fit in the interest of the Company, approval of the shareholders of the Company be and is hereby given to create, issue, offer and allot non-convertible redeemable preference shares ("NCRPS"), whether cumulative or non-cumulative of face value of ₹ 100/- (Rupees One Hundred) each, aggregating up to a nominal amount not exceeding ₹ 100 Crores (Rupees One Hundred Crores) at such price, to such person(s) including but not limited to qualified institutional buyers, companies and bodies corporate, mutual funds, banks, insurance companies, trusts, individuals, hindu undivided families, partnership firms, limited liability partnerships etc., whether or not such persons/entities/investors are shareholders of the Company for such period and on such terms as may be permitted in accordance with the prevailing rules/ guidelines in this behalf and as determined by the Board in conformity with the relevant provisions of the Act and the Articles of Association of the Company, wherever applicable and as the Board may deem advisable in the prevailing market situations.

RESOLVED FURTHER THAT in accordance with provisions of Section 43 of the Act, the NCRPS shall be non-participating, carrying a preferential right vis-a-vis equity shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall carry voting rights in accordance with the provisions of Section 47(2) of the Act.

RESOLVED FURTHER THAT if the aforesaid proposed transaction(s) is construed as related party transaction(s) under any applicable law(s), then said transaction(s), be and is hereby approved by the shareholders without being required to seek any further consent or approval from shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of NCRPS including but not limited to face value, nature of issue, premium on issue, issue price, issue size, timing, amount, rate(s) of dividend, yield, redemption premium, redemption price, listing, allotment, dematerialization, number of tranche(s) and other terms and conditions of issue NCRPS as they may, in their absolute discretion, deem necessary.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board of Directors of the Company or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment, and utilization of the issue proceeds of the shares, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit in best interest of the Company.

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

10. Shifting of Register of Members of the Company

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

"RESOLVED THAT pursuant to Section 94 of the Companies Act, 2013 ("the Act") and in supersession of the Special Resolution passed at the 23rd Annual General Meeting of the Company held on September 17, 2016, the Company hereby approves that the Registers of Members, Indices of Members, copies of all Annual Returns prepared by the Company under Section 88(1) of the Act together with copies of Certificates and Documents required to be annexed thereto and other related books have, with effect from February 27, 2017, been kept and maintained at the new registered office of the Company's Registrars & Share Transfer Agents ("R&T Agents"), M/s. Link Intime India Private Limited, at C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083 and/or at such places within Mumbai where the R&T Agents may have their office from time to time and/or at the Registered Office of the Company at 403, 4th Floor, East Wing, Tulsiani Chambers, Free Press Journal Marg, 212, Nariman Point, Mumbai - 400 021.

RESOLVED FURTHER THAT the Registers, Indices, Returns, Books, Certificates and Documents of the Company required to be maintained and kept open for inspection by the Members and/ or any person entitled thereto under the Act, be kept open for inspection, at the place where they are kept, to the extent, in the manner and on payment of the fees, if any, specified in the Act, between the hours of 11.00 a.m. and 1.00 p.m. on any working day (excluding Saturday) and except when the registers and books are closed under the provisions of the Act or the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of the Board) be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

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

For and on behalf of the Board of Directors

A. K. Capital Services Limited

A. K. Mittal
Managing Director
(DIN: 00698377)

Place: Mumbai
Date: July 29, 2017

Registered Office:
403, 4th Floor, East Wing, Tulsiani Chambers
Free Press Journal Marg
212, Nariman Point
Mumbai – 400021

CIN : L74899MH1993PLC274881

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE PROXY FORM MUST BE DULY FILLED IN ALL RESPECTS AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ENCLOSED IN THE ANNUAL REPORT.**
2. Pursuant to the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and rules made thereunder 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.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Ordinary Business/Special Business to be transacted at the Meeting in respect of item nos. 4 to 10 is annexed hereto and forms part of Notice.
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting (AGM).
5. The Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, August 19, 2017 to Thursday, August 24, 2017, (both days inclusive) for the purpose of payment of the final dividend and Annual General Meeting for the Financial Year 2016-17.
6. Final dividend for the Financial Year 2016-17 as recommended by the Board of Directors, if declared at the ensuing AGM, will be paid:
   a) to those Members, holding shares in physical form, whose names appear on the Register of Members of the Company, at the close of business hours on Friday, August 18, 2017, after giving effect to all valid transfers in physical form lodged on or before Friday, August 18, 2017, with the Company and/or its Registrar and Share Transfer Agent; and
   b) in respect of shares held in electronic form, on the basis of beneficial ownership as per the details furnished by depositories at the close of business hours on Friday, August 18, 2017.
7. Details under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard 2 on General Meeting, in respect of the Directors seeking re-appointment at the AGM, forms integral part of the Notice. The Director has furnished the requisite declarations for his re-appointment.
8. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited having their office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083, quoting their folio number. Members holding shares in dematerialized form are requested to immediately notify change in their address, National Automated Clearing House (NACH) mandate, bank accounts details, to their respective depository participants.
9. Members desirous of getting any information about the contents of the Annual Report are requested to write to the Company at its Registered Office at least 10 days before the date of the AGM to enable the Company to keep the information ready at the AGM.
10. Members are requested to;
    a) Bring their copies of Annual Report and the attendance slip duly completed and signed at the AGM.
    b) Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the Meeting.
11. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
12. Electronic copy of the Notice of the 24th AGM of the Company inter alia indicating the process and manner of e-voting along with Annual Report, Attendance Slip and Proxy Form is also being sent to all the members who hold shares in dematerialized mode and whose email IDs are registered with the Depository Participants for communication purposes unless any member has requested a hard copy of the same. For those members who have not registered their email address, physical copies of the Notice of the 24th AGM of the Company inter alia indicating the process and manner of e-voting along with the Annual Report, Attendance Slip and Proxy Form is being sent through permitted mode.
    a) In case, you are holding shares in demat form and you have not registered your email id with the Depository Participant, you are requested to register your email id with the Depository Participant at the earliest, so as to enable the Company to use the same for serving documents to you electronically.
    b) In case, you are holding shares in physical form and you have not registered your email id, you are requested to fill the "Email Registration Form" and send it to the Company's Registered Office address or email it to compliance@akgroup.co.in. The email registration form is available at our website www.akcapindia.com.
13. Members desirous of receiving the dividend through National Automated Clearing House (NACH) can fill the "NACH Mandate Form" and send it to the Company's Registered Office address or email it to compliance@akgroup.co.in. The NACH Mandate Form is available at our website www.akcapindia.com
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the RTA if not submitted earlier.
15. All documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection at the Registered Office of the Company during normal business hours on working days up to the date of the 24th AGM of the Company.
16. Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nomination may send their request in Form SH.13 in duplicate to the Registrars and Share Transfer Agents (RTA) of the Company. Members may obtain a blank Form SH13 upon request to the Company or its RTA.
17. Members holding the Equity Shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.

18. Members wishing to claim dividend, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013. Pursuant to provisions of Section 124 of the Companies Act Shares on which dividend remains unpaid for 7 consecutive years will be transferred to the IEPF.

    Pursuant to the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the details of unclaimed dividend is available at our website www.akcapindia.com

19. Voting through electronic means:

    a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the Listing Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting votes by the members using an electronic voting system from place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional and Members shall have the option to vote either through remote e-voting or in person through ballot paper at the AGM. The Members who had cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

    b) The instructions for shareholders voting electronically are as under:

        i) The remote e-voting period shall commence on Wednesday, September 13, 2017 (9.00 a.m. IST) and close on Friday, September 15, 2017 (5.00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date i.e. Saturday, September 9, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by member, the same shall not be allowed to change it subsequently or cast the vote again. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

        ii) The shareholders should log on to the remote e-voting website at www.evotingindia.com

        iii) Click on Shareholders / Members

        iv) Enter your User ID:

            a. For CDSL: 16 digits beneficiary ID

            b. For NSDL: 8 Character DP ID followed by 8 digits Client ID

            c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

        v) Next enter the Image Verification as displayed and Click on Login.

        vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

        vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN Field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

        viii) After entering these details appropriately, click on "SUBMIT" tab.

        ix) Members holding shares in physical form will then directly reach the company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

        x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

        xi) Click on the Electronic Voting Sequence Number ("EVSN") of "A. K. Capital Services Limited".

        xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

        xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

        xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

        xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

        xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

        xvii) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code

and click on FORGOT PASSWORD & enter the details as prompted by the system.

xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

III. Other Instructions:

a) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of September 9, 2017.

b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., September 9, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

c) Any person who becomes a member of the Company after dispatch of the Notice and holds shares of the Company as on the cut-off date i.e. September 9, 2017 and whose PAN is not registered with the Company may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com.

d) Mr. Mayank Arora (Membership No A33328 and CoP No. 13609) proprietor of M/s. Mayank Arora & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.

e) The Scrutinizer's shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company, within two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

f) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.akcapindia.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

20. The 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 will be available for inspection at the AGM.

21. The Notice of 24th AGM along with Annual Report, Attendance slip & Proxy Form for the Financial Year 2016-17 will also be available on the website of the Company at www.akcapindia.com. The physical copy will also be available at the Company's Registered Office for inspection during the normal business hours on working days.

22. Route Map showing directions to reach to the venue of the 24th AGM is given along with the AGM notice.

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

The following statements set out all the material facts relating to the Ordinary Business /Special Business mentioned in the accompanying Notice:

Item No. 4

Section 139 of the Companies Act, 2013 ("the Act") which became effective from April 1, 2014, read with the Rules made thereunder provides for mandatory rotation of statutory auditors. In terms of Section 139(2) of the Act, the maximum tenure of the audit firm is restricted to two consecutive terms of 5 years each. The rules also lay down the transitional period for which the existing auditors who have completed 10 years before the Act becoming effective can continue to act as statutory auditors.

M/s. Suresh Surana & Associates LLP., have been the Statutory Auditors of the Company for more than 10 years and will be completing the transitional period at the conclusion of the Twenty Fourth Annual General Meeting (AGM) of the Company scheduled to be held on September 16, 2017. The Audit Committee and the Board of Directors of the Company at their respective meetings held on July 29, 2017, have considered and recommended, the appointment of M/s. PYS & Co. LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of the Twenty Fourth AGM till the conclusion of the Twenty Ninth AGM to the Members of the Company, subject to ratification of shareholders at every subsequent AGM.

M/s. PYS & Co. LLP, have consented to act as the Statutory Auditors of the Company and have also provided their written confirmation that their appointment, if made, would be in accordance with the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014 and that they further satisfy the criteria provided under Section 141 of the Act. They have also confirmed that they hold a valid certificate issued by the "Peer Review Board" of the Institute of Chartered Accountants of India in accordance with the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Board recommends passing of the Ordinary Resolution set out at item no. 4 of the Notice.

None of the Directors/Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at item no. 4 of the Notice.

Item No. 5

A. K. Capital Finance Private Limited, subsidiary is a Non-Banking Finance Company registered with Reserve Bank of India and engaged in lending and investment activities. Currently, the Company holds 98.73% of the total share capital in A. K. Capital Finance Private Limited.

The Company being holding Company of A. K. Capital Finance Private Limited, (Related Party) has made investments by subscribing its securities, given Corporate Guarantee/ Securities and have availed/ rendered services to Related Party during the FY 2016-17, the details of the same are also covered in the note 30 of the standalone financial statements of the Company.

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business on an arm's length basis.

However, pursuant to Regulation 23(4) of SEBI LODR, 2015, approval of the shareholders through Ordinary Resolution is required for all 'material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Company may enter into transaction with related party in the nature of Loan/Inter-corporate Deposits / Corporate Guarantee /Security, Investments, purchase and/ or sale of securities, transfer of assets, providing/availing of services, etc , during the current financial year, even though are in the ordinary course of business and on an arm's length basis, are estimated to exceed 10% of the annual consolidated turnover of the Company as per the audited financial statements of the Company for the year ended March 31, 2017:

Name of the Related Party	Nature of Relationship	Nature of Transaction	Amount
A. K. Capital Finance Private Limited	Subsidiary	Loan/Inter-corporate Deposits Corporate Guarantee/Security, Investments, purchase and/ or sale of securities, transfer of assets, providing/availing of services, etc.	Up to ₹ 1,000 Crore

Mr. A. K. Mittal, Mr. Deepak Mittal, Mrs. Anshu, and Mr. Raghubinder Rai, Directors and Mr. Mahesh Bhootra, Chief Financial Officer of the Company are interested in the above transactions between the Company and A. K. Capital Finance Private Limited.

In view of the above, it is proposed to obtain the members' approval for the transactions which may be entered into by the Company with A. K. Capital Finance Private Limited from time to time during 2017-18.

The above transactions, which are enabling in nature, have been approved by the Audit Committee of the Company at its meeting held on May 20, 2017, in terms of the requirements of Regulation 23(4) of the Listing Regulations.

The Board commends passing of the Ordinary Resolutions set out at item no. 5 of the Notice.

Except the above Directors, Key Managerial Personnel and their Relatives, none of the other Directors/Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at item no. 5 of the Notice.

Item No. 6

The existing Articles of Association ("Existing AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to the specific provisions of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the "Act"). The Act is now largely in force with the Rules enacted thereon.

Hence, with the new Act coming into force and considering most of the sections under the Companies Act, 2013 been notified by the Ministry of Corporate Affairs it is expedient to replace existing AoA by adopting new set of AoA.

The provisions and clauses contained in new AoA are majorly based on the Table F of the Schedule I of the Act which set out the model Articles of Association for a company limited by shares.

The proposed new draft AoA is also available for inspection at the registered office of the Company on all working days except Saturday's between 10.00 a.m. to 5.00 p.m. up to the date of the AGM and will also be available for inspection at AGM.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board of Directors of the Company recommends the Special Resolution as set out in Item no.6 of this Notice for approval of the shareholders.

Item No. 7

In order to augment resources inter alia, to expand its operations and its working capital requirements, the Company may offer or invite subscription for issuance of Commercial Papers ("CPs") of nominal value aggregating up to ₹ 300 crores (Rupees Three Hundred Crores), in one or more tranche(s) on such terms and conditions as the Board may deem fit and appropriate from time to time.

The Board of Directors of the Company at its meeting held on July 29, 2017 has, subject to the approval of shareholders in the general meeting proposed to issue CPs on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Directors thereof. The issue price of CP shall be determined by the Board keeping into consideration various economic factors, tenure and other relevant factors.

Accordingly, consent of the shareholders is sought for passing a Special Resolution as set out under this item of the Notice. This resolution enables the Board of Directors of the Company or any other Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution to offer or invite subscription for CPs aggregating up to ₹ 300 crores (Rupees Three Hundred Crores), in one or more series or tranche(s), as deemed fit, and within the overall borrowing limits of the Company, as approved by the shareholders from time to time and as per the details specified in the said Special Resolution. The Board of Directors of the Company or any other Committee thereof shall decide, inter alia, other terms and conditions for such fund raising.

The Board of Directors of the Company recommends the Special Resolution as set out in Item no.7 of this Notice for approval of the shareholders.

The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the said resolution to the extent of the Commercial Papers that may be subscribed by them or by the companies or firms in which they are interested.

Item No. 8

The Company in the ordinary course of its business, is required to borrow monies from time to time, including by way of loans, issue of debentures/bonds or other debt instruments, on private placement basis or otherwise. The inter-mix of borrowings depends upon factors interalia including market conditions, tenor and cost of funds, and security available.

The Board of Directors of the Company at its meeting held on July 29, 2017 has, subject to the approval of shareholders in the general meeting proposed to issue non-convertible debentures on private placement basis, at such terms and conditions and at such yield(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of Directors thereof. The amount to be raised by way of issue of non-convertible debentures (''NCDs") shall aggregate up to ₹ 500 Crores (Rupees Five Hundred Crore), in one or more tranche(s), on private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company or any other Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution may, from time to time, determine and consider proper and most beneficial and to the best interest of the Company including, without limitation, as to when the said NCDs are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, premium/discount,yield, security, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

Consent of the shareholders is therefore sought in connection with the aforesaid issue of debentures from time to time and they are requested to authorize the Board (including any Committee of the Board) to issue NCDs on private placement basis up to ₹ 500 Crores (Rupees Five Hundred Crore) as stipulated above, in one or more tranche(s).

The Board of Directors of the Company recommends the Special Resolution as set out in Item no. 8 of this Notice for approval of the shareholders.

The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the said resolution to the extent of the Non-Convertible Debentures that may be subscribed by them or by the companies or firms in which they are interested.

Item No. 9

Pursuant to Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, an Explanatory Statement relating to the Special Resolution is given as under:

The Company has plans to expand its operations and therefore needs to augment its long term capital base and in the course of which, the Board of Directors of the Company may need to raise further funds to meet the expansion plans and augment the long term capital base and working capital requirements through the issue of further securities. Accordingly, in terms of Sections 42, 55 and 62 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, read with the Companies (Share Capital & Debentures) Rules, 2014, consent of the shareholders is being sought by way of special resolution for the issue of Non-convertible Redeemable Preference Shares ("NCRPS"), whether Cumulative or Non-Cumulative of face value of ₹100/- each, aggregating to nominal amount not exceeding ₹ 100 Crores (Rupees One Hundred Crore) at such price and on the terms and conditions set out hereunder.

The material facts concerned with and relevant to the Issue of the preference shares are as given below:

Issue size	Upto ₹ 100 crore (Rupees One Hundred Crore) divided into 1 Crore Preference Shares of ₹ 100 each in one or more tranches
Nature of shares	It shall be in the nature of Cumulative or Non-Cumulative and shall be Non-Convertible and Non-Participating.
Objective of Issue	To expand its operations and augment the long term capital base and working capital requirements of the Company.
Manner of Issue	NCRPS will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Rules made there under
Issue Price and basis for determining price	NCRPS will be issued at par / or at premium, depending upon market and other relevant conditions.
Terms of Issue dividend	NCRPS will carry a dividend rate as may be decided by the Board in the best interest of the Company. Other terms to be determined by the Board.
Terms of Redemption	Redemption at par or at premium within a maximum period of 20 years from the date of allotment.
Manner and modes of Redemption	The proposed NCRPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 or any such other applicable law, rules, regulations as may be applicable.
Expected dilution in equity share capital upon conversion of preference shares	Not Applicable, since the proposed NCRPS are Non-Convertible in nature.

The Equity Shareholding Pattern of the Company as on June 30, 2017 is as under:

Category	Number of shares	% of total Shareholding
Promoter and promoter group		
Indian	4,178,057	63.31
Foreign (NRI)	198,275	3.00
Sub-total (A)	**4,376,332**	**66.31**
Public		
NRIs/Foreign Bodies Corporate	65,618	0.99
Indian Bodies Corporate	730,812	11.07
Individuals/HUF	1,353,873	20.52
Clearing Members	73,365	1.11
Sub-total (B)	**2,223,668**	**33.69**
Total Shareholding (A) + (B)	**6,600,000**	**100.00**

The Board of Directors of the Company recommends the Special Resolution as set out in Item no. 9 of this Notice for approval of the shareholders.

The issue of Preference shares has been authorized by the Articles of Association of the Company. The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the said resolution to the extent of the Preference shares that may be subscribed by them or by the companies or firms in which they are interested.

Item No. 10

A.K. Capital Services Limited ("the Company") has appointed M/s. Link Intime India Private Limited as its Registrars & Share Transfer Agents effective from August 1, 2016 in place of M/s. Abhipra Capital Limited. The Members passed a Special Resolution at the Company's 23rd Annual

General Meeting for maintaining Registers of Members at the office of its new Registrars & Share Transfer Agents.

In February 2017, M/s. Link Intime India Private Limited shifted its Registered Office from C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 to C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083. Therefore, it is proposed that the Registers of Members, Indices of Members, copies of all Annual Returns prepared by the Company under Section 88(1) of the Act together with copies of Certificates and Documents required to be annexed thereto and other related books, effective February 27, 2017, be kept and maintained at the new Registered Office of the Company's Registrars & Share Transfer Agents (R&T Agents), M/s. Link Intime India Private Limited, at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083 and/or at such places within Mumbai where the R&T Agents may have their office from time to time and/or at the Registered Office of the Company at 403, 4th Floor, East Wing, Tulsiani Chambers, Free Press Journal Marg, 212, Nariman Point, Mumbai- 400 021

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No. 10 of this Notice.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval of the shareholders.

For and on behalf of the Board of Directors

A. K. Capital Services Limited

A. K. Mittal
Managing Director
(DIN: 00698377)

Place: Mumbai
Date : July 29, 2017

Registered Office:
403, 4th Floor, East Wing, Tulsiani Chambers,
Free Press Journal Marg,
212, Nariman Point, Mumbai – 400021

CIN : L74899MH1993PLC274881

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING (IN PURSUANCE WITH REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2:-(INFORMATION AS ON JULY 29, 2017)

Name of the Director	Mr. A. K. Mittal (DIN: 00698377)
Date of Birth/Age	62 Years
Date of first appointment on the Board	05/10/1993
Experience and Expertise in functional area	Over 15 years' experience as a practicing Chartered Accountant and over 25 years of experience in financial Service Industry. Expertise in handling cross-functional activities in the Debt markets, Investment Advisory, Financial Services, Fund & Fee based activities.
Qualifications	Chartered Accountant, LLB, M.A. (Eco), B.Sc.
Terms and Condition of re-appointment along with Remuneration sought to be paid and last drawn remuneration	As per terms & conditions mentioned in the resolutions passed by the members of the Company at the 22nd AGM of the Company.
Directorships held in other companies (All companies)	A. K. Capital Finance Private Limited A. K. Wealth Management Private Limited A. K. Capital Corporation Private Limited A. K. Capital (Singapore) Pte. Ltd.
Memberships/ Chairmanships of the Committees of Board/ other Companies *	Member – Audit Committee of A. K. Capital Services Limited
No. of Shares held in the Company (Shareholding)	558,665 equity shares representing 8.46% of the paid up share capital of the Company
Relationship with other Director, Manager & KMP	Spouse of Mrs. Anshu, Non-executive Director of the Company
No. of Board Meeting attended during the financial year 2016-17	4 (Four)

Note: In accordance with the Articles of Association of the Company and the provisions of the Section 152 of the Companies Act, 2013, Mr. A. K. Mittal (DIN: 00698377) though appointed as a Managing Director for a fixed term of 5 years with effect from April 1, 2015, will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013.

** Only Audit Committee and Stakeholder Relationship Committee Chairmanship/Membership has been considered.*

Route map for Twenty Fourth Annual General Meeting Venue:

