

NOTICE OF THE EIGHTH EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the **Eighth Extraordinary General Meeting** of the Members of Arka Fincap Limited will be held at shorter notice on **November 22, 2022 at 4.00 p.m.** through **Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”)** to transact the below mentioned businesses:

1. Appointment of Mr. Yogesh Kapur (DIN: 00070038) as an Independent Director

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

“RESOLVED THAT Mr. Yogesh Kapur (DIN: 00070038) who was appointed as an Additional Director of the Company with effect from October 20, 2022 and who holds office up to the date of the next Annual General Meeting of the Company, pursuant to the provisions of the Section 161 of the Companies Act, 2013 (“**Act**”) and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to (i) the provisions of Sections 149, 150, 152 and any other applicable provisions of the Act read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (**the “Rules”**) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force); (ii) Regulation 16(1)(b), Regulation 17(1C), Regulation 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “Listing Regulations”**) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force); and (iii) other applicable laws, acts, rules and regulations, Mr. Yogesh Kapur (DIN: 00070038), who is eligible for appointment as independent director and meets the criteria of independence as provided in Section 146(9) of the Act and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from October 20, 2022 to October 19, 2027.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (**“Board”**) be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions/doubts/queries/difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. Issue of Non-Convertible Debentures by way of public offer/issue

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

“RESOLVED THAT pursuant to (i) the provisions of Sections 23, 71, 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed under the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the

ARKA FINCAP LIMITED

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time being in force) (“**the Act**”); (ii) the applicable provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“**SEBI NCS Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time read with the SEBI Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021 (“**SEBI Operational Circular**”) and other circulars, guidelines and clarifications issued by Securities and Exchange Board of India (“**SEBI**”); (iii) Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (“**RBI Master Directions**”) read with the circulars, notifications and clarifications issued by the Reserve Bank of India (“**RBI**”) from time to time and to the extent applicable to the Company; (iv) the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and (v) such other applicable acts, laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (collectively “**Applicable Laws**”) prescribed by the Government of India, RBI, SEBI, the Registrar of Companies, Maharashtra, situated at Mumbai (“**RoC**”) or any other statutory/competent authorities, from time to time, (collectively “**Regulatory Authorities**”) and subject to the approval of the Regulatory Authorities, the Stock Exchanges and such other approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, which the Board of Directors (hereinafter referred to as the “**Board**”, which term shall deemed to include any Committee of the Board including Asset Liability Committee of the Board or any other persons for the time being exercising the powers conferred on the Board including powers conferred by this resolution and as may be authorised by the Board in this regard), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot secured/unsecured, rated, listed/unlisted, redeemable Non-Convertible Debentures, in one or more series/tranches, (“**NCDs**”) aggregating upto **Rs. 500 Crores (Rupees Five Hundred Crore only)**, to public through public offer/issue, on such terms and conditions including determining the issue price, coupon rate, tenor, yield as the Board may, from time to time, determine and considered proper and beneficial to the Company provided that the borrowings including by way of issue of NCDs to public will be within the overall borrowing limits approved by the members of the Company from time to time.” (“**Public Offer/Issue**”).

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the Public Offer/Issue and the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation to (i) do or cause to be done all such acts, deeds, matters and things as may be necessary, appropriate and advisable in their absolute discretion in order to carry out the purposes and intent of the foregoing resolution and any such acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing; (ii) execute and arrange for the delivery of such deeds, documents, writings, papers and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable and any such documents so executed and delivered shall be conclusive evidence of the authority of the Company in so doing; (iii) to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regards to the Public Offer/Issue and matters incidental to the Public Offer/Issue; (iv) to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Public Offer/Issue; (v) to delegate/ authorise any director(s)/officer(s) of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the Public Offer/Issue without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution; and (vi) to give or authorise any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time.”

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“RESOLVED FURTHER THAT the Board be and is hereby authorized to exercise all or any of the powers conferred on the Board vide this resolution, in such manner as the Board may deem fit and in the best interests of the Company, without being required to seek any further consent or approval of the Members of the Company or otherwise to such end and intent, that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and that may be exercised by the Board or such committee.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one of the Director(s)/Company Secretary/Senior Executives/Authorised Signatories of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

**By the Order of the Board of Directors
For Arka Fincap Limited**

**Niki Mehta
Company Secretary
Membership No. A47286**

Registered Office:

One World Center, Tower 2B, Floor 12B,
Jupiter Mills Compound, Senapati Bapat Marg,
Mumbai 400013, India

Date : November 21, 2022
Place : Mumbai

A large, stylized geometric logo in the bottom left corner, composed of various shades of grey triangles forming a larger triangular shape.

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NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standards”) in respect of the businesses as set out in the Notice convening 8th Extraordinary General Meeting of the Company (“EGM Notice”) is annexed hereto and forms part of the EGM Notice.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 3/2022 dated May 5, 2022, Circular No. 20/2021 dated December 8, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 39/2020 dated December 31, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No.14/2020 dated April 8, 2020 (collectively referred to as MCA Circulars), permitted holding of Extraordinary General Meeting (“EGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) without the physical presence of the members at a common venue. In compliance with the provisions of the Act and MCA Circulars, the EGM of the Company is being held through VC/OAVM on **Tuesday, November 22, 2022 at 04.00 p.m.**
3. Pursuant to Section 101 of the Act, consent for convening meeting at a shorter notice has been obtained from the Members of the Company.
4. Pursuant to the provisions of Section 105 of the Act read with the rules framed thereunder, a member entitled to attend and vote at a general meeting is entitled to appoint a proxy to attend and vote on his/her/its behalf and the proxy need not be a member of the Company. Since 8th EGM will be held through VC/OAVM, pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility of appointment of proxies by members will not be available for the EGM. Hence, the Proxy Form, Attendance Slip and Route Map of EGM venue are not annexed to EGM Notice.
5. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In pursuance of Section 113 of the Act, Corporate members intending to appoint their authorized representatives to attend and to vote at the EGM are requested to send a certified true copy (PDF Format) of their Board/Governing Body Resolution/Authorization to the Company. The said resolution/authorization can be sent to the Company at e-mail: arkasecretarialandcompliance@arkafincap.com.
7. In case of a poll on the resolution set out in the EGM Notice, members are requested to convey their vote by e-mail at arkasecretarialandcompliance@arkafincap.com.
8. In compliance with the provisions of the Act and MCA Circulars, the EGM shall be conducted through Video Conferencing via the Google meet platform and the members who need assistance in connection with using the said technology before or during the EGM, may reach out to the Company at arkasecretarialandcompliance@arkafincap.com.
9. The Members are requested to click on the link sent to their registered email id for participating in the EGM. The facility for joining the EGM through VC will open 15 minutes before the scheduled time of the commencement of the EGM and will be kept open till the expiry of 15 minutes after the scheduled time of EGM.
10. The relevant documents referred to in EGM Notice will be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day and during the continuance of EGM. The Members can send a request to the Company at arkasecretarialandcompliance@arkafincap.com to inspect the same.

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ANNEXURE TO NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND OTHER RELEVANT PROVISION(S) OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Item No. 1:**Appointment of Mr. Yogesh Kapur (DIN:00070038) as Independent Director**

In order to further strengthen the composition of the Board of the Company and to augment its skill sets, the Board of Directors considered it prudent to induct an independent director on the Board of the Company. Considering the experience, professional expertise and qualifications of Mr. Yogesh Kapur (DIN:00070038), the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of the Companies Act, 2013 read with the rules framed thereunder (“the Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), vide its resolution dated October 20, 2022 appointed Mr. Yogesh Kapur (DIN:00070038) as an Additional Director to hold office upto the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier and as an Independent Director for a term of 5(five) consecutive years commencing from October 20, 2022 till October 19, 2027, subject to the approval of the shareholders of the Company.

The additional information including brief profile of Mr. Yogesh Kapur is annexed to this EGM Notice.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Yogesh Kapur (DIN:00070038) as a Director of the Company.

Mr. Yogesh Kapur (DIN:00070038) has provided his consent to act as a Director of the Company and has also confirmed that he meets the Fit and Proper criteria prescribed by the Reserve Bank of India as well as criteria for appointment of Independent Director in terms of Section 149 of the Act and Regulation 16 of the Listing Regulations. Mr. Kapur also confirmed that he does not attract any disqualifications as per relevant regulatory provisions of the Act and Listing Regulations.

The Board of Directors have assessed the veracity of the declarations/documents/confirmations furnished by Mr. Yogesh Kapur. Basis the declarations/documents/confirmations furnished by Mr. Yogesh Kapur, the Board of Directors are of the opinion that he fulfils the conditions/criteria specified under the Act and the Listing Regulations in relation to his appointment as an independent director of the Company and that Mr. Kapur is independent of the management of the Company. Considering Mr. Kapur’s skill sets coupled with his rich experience in financial services sector, the Board of Directors are of the view that his appointment as an independent director would be in the interest of the Company.

The notice of candidature received from a member under Section 160 of the Act and a copy of the letter of appointment setting out the terms and conditions of appointment of Mr. Yogesh Kapur as an independent director, is available for inspection by the Members of the Company during normal business hours on any working day and during the continuance of EGM. The Members can send a request to the Company at arkasecretarialandcompliance@arkafincap.com to inspect the same.

Mr. Yogesh Kapur is not related to any director or key managerial personnel of the Company.

In compliance with the provisions of Section 149, 152, 161 and other applicable provisions of the Act read with Schedule IV of the Act and in terms of the applicable provisions of the Listing Regulations, each as amended, appointment of Mr. Yogesh Kapur as an Independent Director of the Company, not liable to retire by rotation, for

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a term of 5(five) consecutive years commencing from October 20, 2022 upto October 19, 2027, is being placed before the Members for their approval by way of a Special Resolution at this EGM.

Except for Mr. Yogesh Kapur, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise in the special resolution set out at Item no. 1 of the EGM Notice.

The Board commends passing of the special resolution as proposed at Item No. 1 for appointment of Mr. Yogesh Kapur as an Independent Director of the Company, for approval by the Members of the Company.

Item No. 2

Arka Fincap Limited (“the Company”) is a systemically important non-deposit taking non-banking financial company registered with the Reserve Bank of India and is focused on providing structured term financing solutions to corporates, real estate lending and loans to Micro, Small and Medium Enterprise (MSME) borrowers. To provide effective diversification in the sources of funding, the Board of Directors of the Company at its meeting held on July 22, 2022 approved issue of secured/unsecured, rated, listed/unlisted, redeemable non-convertible debentures (“NCDs”) to public through public offer/issue for an amount upto Rs. 500 Crore (“Public Offer/Issue”), in one or more shelf/tranches, subject to the approval of the shareholders of the Company.

The Members are requested to note that pursuant to Section 23 of the Companies Act, 2013, a public company can issue securities including non-convertible debentures to public through prospectus by complying with the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, as amended from time to time. Further, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended also specifies the criteria and provisions for issuing non-convertible securities including non-convertible debentures to public.

In compliance with the provisions of the Companies Act, 2013 read with the rules framed thereunder and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with the circulars and notifications issued by SEBI, issue of NCDs through Public Offer/Issue for an amount upto Rs. 500 Crore (Rupees Five Hundred Crore Only) is being placed before the Members for their approval by way of a Special Resolution at this EGM.

Except to the extent of the NCDs that may be subscribed under Public Offer/Issue, none of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item no.2 of the Notice.

The Board commends passing of the special resolution as proposed at Item No. 2 for Public Offer/Issue of NCDs, for approval by the Members of the Company.

**By the Order of the Board of Directors
For Arka Fincap Limited**

**Niki Mehta
Company Secretary
Membership No. A47286**

Registered Office:

One World Center, Tower 2B, Floor 12B,
Jupiter Mills Compound, Senapati Bapat Marg, Mumbai 400013, India

Date : November 21, 2022

Place : Mumbai

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ANNEXURE

PURSUANT TO THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS, BRIEF PROFILE AND OTHER DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THIS EXTRAORDINARY GENERAL MEETING

Particulars	Mr. Yogesh Kapur (DIN: 00070038)
Date of Birth and Age	23/07/1957; 65 years
Date of first appointment	October 20, 2022 (<i>appointed as an Additional Independent director on the Board of the Company</i>)
Brief Profile including qualification and experience	Mr Yogesh Kapur, is Fellow Chartered Accountant (FCA) with over 38 years' experience in financial services sector. He started his career in 1983 with Housing Development Finance Corporation Ltd (HDFC). In 1991 he switched to Investment banking with HSBC and then joined Enam Securities Pvt Ltd a leading Investment banking /brokerage house in 1994. In 2012 with Axis Bank taking over the Investment Banking business of Enam Securities P Ltd, Mr Kapur moved to Axis Capital Ltd a wholly owned subsidiary of Axis Bank. In 2014 he joined Axis Bank as Head- Strategic Relationship Group-Wholesale banking for north India. Post his superannuation in July 2017, he rejoined Axis Capital on a contract as Managing Director – special coverage. This contract is currently for period up to March 2023. During his tenor as investment banker, Mr Kapur has worked with companies both in private and public sectors as these companies prepared to list on public markets. In addition, he has been engaged in advising companies on strategic initiatives, reorganisation, business /corporate restructuring etc. Mr Kapur has very closely engaged during this period with DIPAM to manage initial listings and further divestments in listed public sector companies in accordance with Government's directives/ decisions on the subject. During his career positions with different organizations, Mr Kapur has worked on number of international assignments including for USAID and World Bank in Sri Lanka and Ghana. He also served on committees set up by SEBI/ Government of India - Ministry of Finance to examine ADR/GDRs as well as Bonds regulations. Mr. Kapur is currently serving on the board of companies including HDFC Education and Development Services Ltd (HEADS), a 100 pct subsidiary of HDFC Ltd, SSIP Ltd a multibrand retailer of footwear and apparel and has recently joined the Board of Greenlam Industries Ltd, a leading manufacturer of laminates.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Expertise in specific functional areas	Over 38 years of experience in Financial Services Sector
Shares held in the Company	Nil

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Particulars	Mr. Yogesh Kapur (DIN: 00070038)		
Directorships held in other companies	- Greenlam Industries Limited - Kirloskar Oil Engines Limited - SSIPL Retail Limited - HDFC Education and Development Services Private Limited		
Memberships/ Chairmanship of Committees in other companies	Name of the Company	Name of the Committee	Position held
	Greenlam Industries Limited	Audit Committee	Chairman
		Stakeholders Relationship Committee	Member
		Risk management committee	Member
	Kirloskar Oil Engines Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
	SSIPL Retail Limited	Audit Committee	Chairman
		Nomination and Remuneration/Compensation Committee	Chairman
Details of last remuneration drawn	Not Applicable		
Remuneration sought to be paid	Sitting Fees and Commission (if any)		
Terms and conditions of appointment	Appointment as Independent Director of the Company for a term of 5(five) consecutive years commencing from October 20, 2022 till October 19, 2027. Terms and conditions of appointment shall be as per draft letter for the appointment made available for inspection.		
No. of Board Meetings attended from October 20, 2022	One Board Meeting was held post the effective date of appointment, which was attended by Mr. Yogesh Kapur.		

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