

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

Notice is hereby given that the Third Annual General Meeting of the Members of Arka Fincap Limited will be held on Friday, May 28, 2021 at 2.00 pm at the Registered office at One World Center, Tower 2B, Floor 12B, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai 400013 to transact the following business:

ORDINARY BUSINESS:

- (1) To receive and adopt the Audited Balance Sheet as at March 31, 2021 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
- (2) To appoint a Director in place of Ms Gauri Kirloskar, (DIN: 03366274), Director of the Company who retires by rotation and being eligible offer herself for re-appointment.

SPECIAL BUSINESS:

- (3) **Issue of Secured Redeemable Non-Convertible Debentures for an aggregate amount of upto Rs 500 Crore on a private placement basis:**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014, including amendments, modification, variation or re-enactment thereto and other applicable guidelines as well as provisions of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to issue Secured and/or Unsecured, Listed and/or Unlisted Redeemable Non-Convertible Debentures and/or Subordinated Debt instruments and/or other securities for an aggregate value of upto Rs 500 crore (Rupees Five Hundred Crore Only) on private placement basis in such form, manner, in one or more tranches, within such period, and upon such terms and conditions as may be decided by the Board of Directors of the Company or Committee thereof (hereinafter referred to as “the Board”), in its absolute discretion as may deem fit and proper.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, the Board and/or any of its Committee including Asset Liability Committee of the Company, be and is hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard, including but not limited to:

- finalise the detailed terms and conditions of the Debenture/ Bonds Issue, size of issue, tenor of issue, interest payment frequency, redemption dates,

coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures

- create security for the secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis;
- obtain credit rating of the debenture/securities issued from Credit Rating Agencies;
- appoint Trustees to the Debenture holders;
- print and issue Debenture Certificate(s), Letter(s) of Allotment;
- stipulate terms and conditions with regard to Put and Call options;
- negotiate payment of fees to merchant bankers, brokers, discount on issue and/or re-issue of Debentures, redemption premium;
- delegate power to any official of the Company to do any incidental acts for and on behalf of the Company.”

“RESOLVED FURTHER THAT in addition to the foregoing, Mr Vimal Bhandari, Vice Chairman & CEO, Mr Mahesh Chhabria, Director and Mr Amit Bondre, Dy Company Secretary, Mr Amit Gupta, Deputy CFO, Mr Ritesh Jhanwar, Financial Controller, Mr Avinash Bagul, Authorised Signatory of the Company be and are hereby authorized, severally, to sign, issue and file Private Placement Offer Letter or any other document(s), declarations with the Stock Exchange(s) or Regulatory Authorities for and on behalf of the Company.”

(4) Increase in Borrowing Limit of the Company:

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution :

“RESOLVED THAT in supersession of resolution passed at the Second Annual General Meeting of the Company held on June 29, 2020, pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”); (ii) the provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016; and (iv) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, consent of the Members of the Company be and is hereby accorded, to the Board of Directors of the Company and/or Committee thereof (hereinafter referred to as “the Board”) to borrow any sum or sums of monies, from time to time, whether in Indian Rupees or in foreign currency, in any form or manner and / or in one or more tranches, by way of fund based or non-fund based assistance, including but

not limited to in the form of term loans / guarantees / working capital facilities / overdraft facilities / lines of credit / inter corporate deposits / credit facilities / external commercial borrowings / financial assistance from banks / financial institutions / entities / persons and / or any other lenders, issue of convertible or non-convertible instruments or securities / commercial paper and / or in any other form (“Facility / Facilities”), for the purposes of business activities of the Company upon such terms and conditions and with or without security as the Board may in its discretion think fit, notwithstanding that the money or monies to be borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company’s bankers in the ordinary course of business) together with the money or monies already borrowed, may exceed the aggregate of the Paid-up Share Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided the sums so borrowed and remaining outstanding on account of principal , at any time shall not exceed Rs 2,500 crore (Rupees Two Thousand Five Hundred Crore Only).”

(5) **Mortgage or Security creation for borrowings of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of resolution passed at the Second Annual General Meeting of the Company held on June 29, 2020, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the Act), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company and/or Committee thereof (hereinafter referred to as “the Board”) to create mortgages and/or charges on all or any of the assets and properties, immovable and movable, both present and future including the undertaking of the Company (and including the Company's interest as mortgagee in various properties belonging to the borrowers of the Company and also or otherwise) and including floating charge/assignment or hypothecation on a *pari-passu*, basis over the Company's book debt/s, receivables actionable claims, outstanding loans and advances and other assets and properties of the Company and including mortgages or charges over the specific security as agreed upon between the Company and the concerned lenders, with interest thereon at the respective agreed rates, penal/ additional interest liquidated damages, costs, charges, expenses and/or monies, if any, due thereon, monies on the aforesaid securities already borrowed or to be borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) over the aggregate of the Paid-up Capital and Free Reserves of the Company upto Rs 2,500 crore (Rupees Two Thousand Five Hundred Crore Only) or such other amount as the borrowing power of the Company, determined by the Members of the Company, pursuant to section 180(1)(c) of the Act from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute all such documents for creating the aforesaid mortgage and/or charge and on such terms and conditions as may be deemed fit, proper or appropriate in their absolute discretion and do all such acts, things and matters as may be necessary for giving effect to the foregoing Resolution.”

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

**Sd/-
Amit Bondre
Deputy Company Secretary**

Registered Office:

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

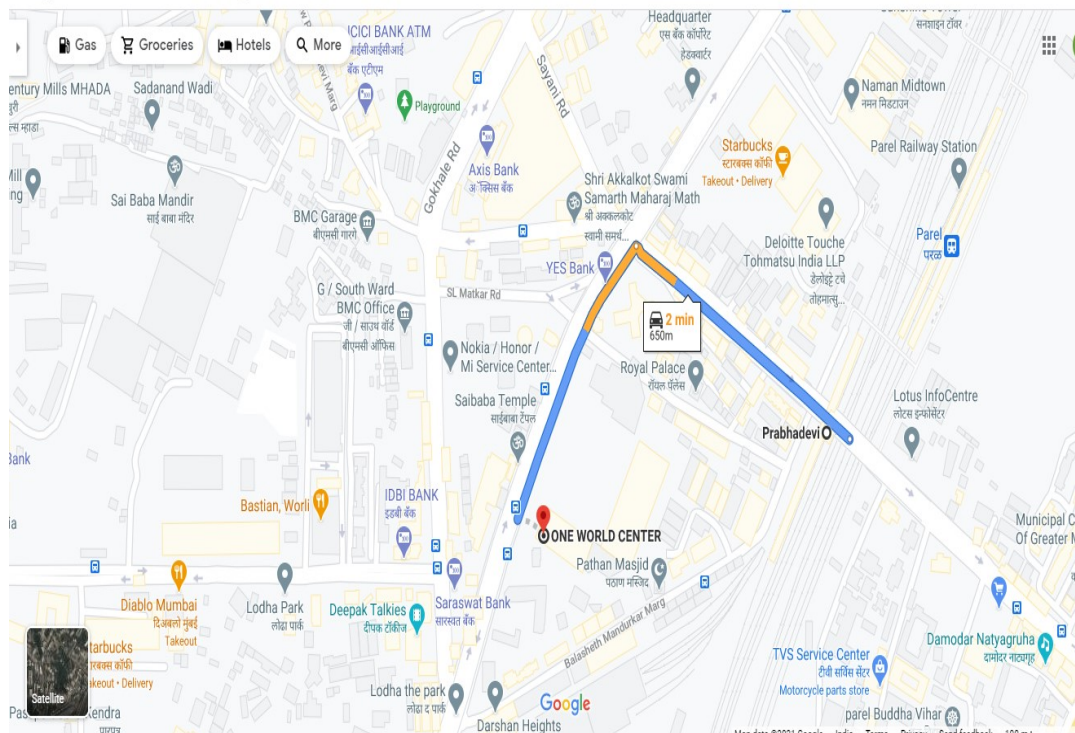
Date : May 06, 2021

Place : Mumbai

NOTES:

- (1) The relevant explanatory statement in terms of Section 102(1) of the Companies Act 2013 including amendments thereto, is attached as annexure to this notice.
- (2) A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself/ herself, and the proxy need not be a Member of the Company. The proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by the members holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
- (3) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a duly certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the AGM.
- (4) Proxy shall not vote, except on a Poll.
- (5) All documents referred to in the Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company during business hours and shall be accessible to the person attending the meeting.

- (6) The Register of Directors' and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
- (7) Member/Proxy, desirous of attending the Meeting, must bring the Attendance Slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the entrance of venue of the meeting.
- (8) Members are requested to notify any change in their address to the Secretarial Department of the Company at its Registered Office in respect of shares held in physical form, quoting their Folio number.
- (9) Pursuant to the provisions of Companies Act 2013 & Rules thereof, including amendments thereunder read with Circular No. 14/2020 dated 8 April 2020, Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs, Government of India, the Members of the Company can attend the Meeting through Video Conference facility.
- (10) Road map to reach to the venue of the Meeting from the nearest railway stations is provided below:



EXPLANATORY STATEMENT

ANNEXURE TO THE NOTICE DATED MAY 06, 2021 AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3:

In terms of Section 42, 71 and other applicable provisions of the Companies Act, 2013 as well as the relevant Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, private placement of debt securities is permitted subject to prescribed disclosures and approval of Members by a Special Resolution.

Being an NBFC, the Company mobilise funds for its ongoing operations by issue of secured/ unsecured Non-Convertible Debentures (NCDs) as well as other debt securities on a private placement basis. Accordingly, Approval of the Members is requested for a Special Resolution for making offer(s) or invitation(s) for the issue of NCDs and / or other debt securities upto an amount of Rs 500 crore (Rupees Five Hundred Crore Only) in single or multiple tranches on a private placement basis during FY 2021-22. Also, it is requested to authorize the Board of Directors of the Company (including any Committee of the Board) to issue NCDs or debt instruments from time to time.

The Board of Directors of the Company commend the resolution for approval of the Members. None of the Directors, Key Managerial Personnel of the Company nor their relatives are in any way concerned or interested in the said resolution.

Item No. 4:

The Company has successfully completed second year of operations i.e. FY 2020-21. During the year, the Company has started it's MSME business. In view of this, to augment long and medium-term resources requirements, it is proposed to increase the overall borrowing limit from Rs 2,000 crores to Rs 2,500 crores (Rupees Two Thousand Five Hundred Crore only) over and above Paid up Capital and Free Reserves of the Company.

The Board of Directors of the Company commend the Resolution for approval of the Members. None of the Directors, Key Managerial Personnel of the Company nor their relatives are in any way concerned or interested in the said Resolution.

Item No. 5:

The approval of the Members is sought in terms of Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, keeping in mind the resource requirement and borrowing plan of the Company. The approval is requested to empower the Board of Directors of the Company or Committee(s) thereof, to take all necessary steps pursuant to negotiations with the lenders, to augment incremental fund requirement of the Company for business activities.

The Board of Directors of the Company commend the Resolution for approval of the Members. None of the Directors, Key Managerial Personnel of the Company nor their relatives are in any way concerned or interested in the said Resolution.

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

**Sd/-
Amit Bondre
Deputy Company Secretary**

Registered Office:

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

Date : May 06, 2021

Place : Mumbai

Arka Fincap Limited

(Formerly Known as Kirloskar Capital Limited)
Registered and Corporate Office:

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

Phone: +91 22 4047 1000 Email: contactus@arkafincap.com

CIN: U65993MH2018PLC308329

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | | | |
|---|----------------|---|-----------|--|
| CIN | : | U65993MH2018PLC308329 | | |
| Name of the Company | : | Arka Fincap Limited | | |
| Registered Office | : | One World Center, Tower 2B, Floor 12B, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai 400013 | | |
| Name of the Member(s) | : | | | |
| Registered Address | : | | | |
| E-mail Id | : | | | |
| Folio No. / Client ID | : | | DP ID | |
| I/We being the member(s) of _____ shares of the above named Company, hereby appoint : | | | | |
| 1 | Name | | | |
| | Address | | | |
| | E-mail Id | | Signature | |
| | Or failing him | | | |
| 2 | Name | | | |
| | Address | | | |
| | E-mail ID | | Signature | |
| | Or failing him | | | |
| 3 | Name | | | |
| | Address | | | |
| | E-mail ID | | Signature | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Second Annual General Meeting of the Company to be held on Friday, May 28, 2021 at 2.00 pm at Registered Office of the Company at One World Center, Tower 2B, Floor 12B, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai 400013 and at any adjournment thereof in respect of such resolutions as are indicted below:

| NO | RESOLUTIONS |
|----|---|
| | ORDINARY BUSINESS: |
| 1 | To receive and adopt the Audited Balance Sheet as at March 31, 2021 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon. |
| 2 | To appoint a Director in place of Ms Gauri Kirloskar, Director of the Company (DIN: 03366274), who retires by rotation and being eligible offers herself for re-appointment. |

| | |
|---|---|
| | SPECIAL BUSINESS: |
| 3 | To Issue of Secured Redeemable Non-Convertible Debentures for an aggregate amount of upto Rs 500 Crore on a private placement basis |
| 4 | To Increase in Borrowing Limits of the Company |
| 5 | To Creation of Security |

Signed this _____, 2021

Signature of the Shareholder : _____

Signature of Proxy holder(s) : _____

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Note:

- (1) This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated

Arka Fincap Limited

(Formerly Known as Kirloskar Capital Limited)

Registered and Corporate Office:

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

Phone: +91 22 4047 1000 Email: contactus@arkafincap.com

CIN: U65993MH2018PLC308329

Attendance Slip

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

| | | |
|--|---|--|
| Registered Folio No. / DP ID /Client ID | : | |
| Name of the Member(s) | : | |
| Address | : | |
| Joint Holder 1 | : | |
| Joint Holder 2 | : | |

I hereby record my presence at the Third Annual General of Arka Fincap Limited at Registered Office of the Company at One World Center, Tower 2B, Floor 12B, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai 400013 on Friday, May 28, 2021 at 2.00 pm.

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Member's/ Proxy's Signature _____