



## NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Seventh Annual General Meeting** of the Members of Arka Fincap Limited is scheduled to be held through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) on Wednesday, August 6, 2025, at 05.15 p.m. to transact the following businesses:

### **ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Financial Statements of the Company along with the report(s) of the Board of Directors and the Auditors for the financial year ended March 31, 2025.
- 2) To appoint a director in place of Ms. Gauri Kirloskar (DIN: 03366274), who retires by rotation and, being eligible offers herself for re-appointment.
- 3) To confirm the interim dividend of Rs. 0.11/- per equity share of Rs. 10/- each of the Company declared by the Board of Directors on March 25, 2025, as the final dividend for the financial year 2024-25

### **SPECIAL BUSINESS:**

#### **4) Issue of Non-Convertible Debentures on private placement basis:**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company at their 6<sup>th</sup> Annual General Meeting held on June 25, 2024 in this regard and pursuant to the (i) provisions of Sections 42, 71, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder including 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) (“**the Act**”); (ii) Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 read with the circulars, notifications and guidelines issued by the Reserve Bank of India, if applicable (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**RBI Scale Based Directions**”); (iii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (“**SEBI NCS Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR**”) read with Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper and other circulars, guidelines and notifications issued by Securities and Exchange Board of India (“**SEBI**”), as applicable; (iv) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; and (v) provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such other approval(s)/consent(s)/permission(s)/sanction(s), as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors

#### **Arka Fincap Limited**

**Registered Address:** 2504, One Lodha Place, S.B. Marg, Lower Parel, Mumbai – 400013

**Website:** [www.arkafincap.com](http://www.arkafincap.com) | **Email:** [info.aft@arkafincap.com](mailto:info.aft@arkafincap.com) | **T:** 022 4047 1000 | **CIN:** U65993MH2018PLC308329



(hereinafter referred to as the “**Board**” which term shall be deemed to include any committee constituted/may be constituted by the Board of Directors of the Company including Asset Liability Committee or any other person/directors/officers, for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) to create/invite/issue/offer/allot up to such number of non-convertible debentures (“**NCDs**”) including but not limited to subordinated/perpetual debentures/structured debentures/market linked debentures on private placement basis in such form, manner, in one or more series or tranches and upon such terms and conditions as the Board may deem fit and proper, such that the aggregate principal amount of NCDs to be issued during a period of 1 (one) year commencing from the date of passing of this Special Resolution does not exceed Rs. 2,000 crore (Rupees Two Thousand Crore only) within the overall borrowing limits approved by the Members of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the 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, to delegate all or any of their powers herein conferred to any Committee and/or person/directors/officers to give effect to this resolution and to settle all or any 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.”

#### 5) **Payment of Commission to Non-Executive Directors of the Company for the financial year 2024-25**

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 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) the applicable provisions of the Articles of Association of the Company; (iii) Regulation 62D (11) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR**”); (iv) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, (v) in terms of the approval by the Board of Directors and Nomination and Remuneration Committee and subject to such other consents/approvals/permissions as may be required, consent of the Members of the Company be and is hereby accorded for the payment and distribution of commission for the financial year 2024-2025, as mentioned below, subject to deduction of appropriate taxes:

<b>Sr. No</b>	<b>Name</b>	<b>Amount (in Rupees)</b>
1.	Mr. Naseer Munjee	12,00,000
2.	Ms. Gauri Kirloskar	8,00,000
3.	Mr. Harish Engineer	1,00,000
4.	Mr. Sivanandhan Dhanushkodi	8,00,000
5.	Mr. Vijay Chugh	8,00,000
6.	Mr. Yogesh Kapur	10,00,000
7.	Mr. Gurumurthy Ramanathan	8,00,000
8.	Mr. Hoshang Sinor	4,00,000
9.	Mr. Rahul Narain Bhagat	4,00,000
<b>Total</b>		<b>63,00,000.”</b>



**“RESOLVED FURTHER THAT** that the commission payable to the Non-Executive Directors shall be in addition to the sitting fees and/or other reimbursement of expenses, if any payable to each of them for participation in the Board, Committee and/or other meetings.”

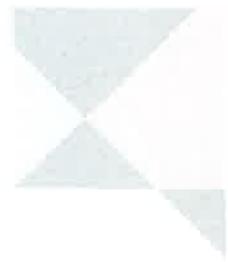
**“RESOLVED FURTHER THAT** the Board of Directors (the term “Board of Directors” shall deem to include any committee constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board of Directors in this regard) be and is hereby authorized 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.”

**6) Approval for selling/assigning/securitisation of the assets including loan receivables/book, book debts and investments 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** in supersession of the earlier resolution passed by the members of the Company at their Extraordinary General Meeting held on March 25, 2025 and pursuant to (i) the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) the applicable provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) Securities and Exchange Board (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“**SEBI LODR**”); (iv) Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“**RBI Master Directions**”); and (v) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other sanctions/consents/permissions/approvals, as may be required, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard), to sell/assign/securitise assets including, present and/or future loan receivables/book, book debts and investments of the Company, in favour of bank(s) or financial institution(s) or asset reconstruction company(ies) or other eligible entity(s) or body corporate(s) or person(s), in such form and manner and upon such terms and conditions as the Board may determine and think fit for the said purpose, provided that the aggregate amount of such sale/assignment/securitization/transfer transactions shall not exceed Rs. 3,000 Crore (Rupees Three Thousand Crore only), in one more or tranches, during a financial year.”

**“RESOLVED FURTHER THAT** the 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.”

## 7) **Appointment of Mr. Srikumar Vijayasekharan (DIN: 07810464) 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** pursuant to the (i) provisions of Section 149, Section 161 and Section 152 of the Companies Act, 2013 read with Schedule IV and the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**SEBI LODR**”); (iii) Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“**RBI Directions**”); (iv) various declarations/disclosures/confirmations obtained from Mr. Srikumar Vijayasekharan (DIN: 07810464); (v) provisions of the Memorandum of Association and Articles of Association of the Company; (vi) Policy on Selection/“Fit & Proper” Person Criteria of the Company (“**Fit & Proper Policy**”); (vii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; (viii) pursuant to the recommendation of Nomination and Remuneration Committee (“**NRC**”) *vide* its meeting held on July 25, 2025, (ix) pursuant to the approval of the Board of Directors of the Company (“**Board**”) in its meeting held on July 25, 2025 and subject to such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Srikumar Vijayasekharan (DIN: 07810464) as an Independent Director of the Company for a term of five (5) consecutive years effective from July 26, 2025 till July 25, 2030.”

“**RESOLVED FURTHER THAT** the 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.”

## 8) **Grant of stock options to an identified employee, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversion) of the Company at the time of grant of option**

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 (i) provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“**the Act**”); (ii) provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) such other rules, regulations,



guidelines and laws applicable in this regard, from time to time; (iv) approval by the Nomination & Remuneration Committee at its meeting held on June 4, 2025; (v) to the Employee Stock Option Plan 2025 and subject to the approval(s) / consent(s) / permission(s) / sanction(s), as may be required including from the regulatory authorities / institutions / bodies and subject to such terms and conditions as may be prescribed / imposed by such regulatory authorities / institutions / bodies, the approval of the Members of the Company be and is hereby accorded to issue, offer and allot to Mr. Samrat Gupta, Managing Director, 1,75,00,000 stock options, exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company, under the Employee Stock Option Plan 2025 convertible into equal number of equity shares of the Company (or such adjusted numbers for any bonus, stock splits or consolidation or other re-organisation of the capital structure of the Company) having face value of Rs. 10/- (Rupees Ten only) per equity share, on such terms and conditions, as may be decided by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee, for the time being exercising the powers conferred on the Board of Directors by this Resolution) in its absolute discretion.”

“**RESOLVED FURTHER THAT** the 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.”

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

**Niki Mehta**

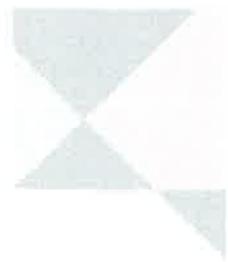
**Company Secretary  
Membership No. A47286**

**Registered Office:**

2504, 2505, 2506, One Lodha Place, Lodha World Towers,  
Senapati Bapat Marg, Lower Parel, Mumbai 400013

Date : July 25, 2025

Place : Mumbai



## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), as amended from time to time read with the relevant rules framed thereunder, the Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) in respect of the Special Business as set out in the Notice convening 7<sup>th</sup> Annual General Meeting of the Company (“AGM Notice”) is annexed hereto and forms part of the AGM Notice.
2. The the Ministry of Corporate Affairs (MCA), Government of India vide General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Circular no. SEBI/HO/DDHS/ DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 on Limited relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/DDHS/DDHSPoD-1/P/CIR/2025/0000000103 dated July 11, 2025 w.r.t. relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other Circulars and Guidelines issued by SEBI in this regard (collectively referred to as “SEBI Circulars”), this AGM is held through VC / OAVM and electronic copies of the Annual Report for Financial Year (“FY”) 2024-25 and this AGM Notice, are being sent by e-mail to those Members, Trustees for the Debenture-holders of any debentures issued by the Company, holders of Non-Convertible Securities and to all other persons so entitled whose e-mail IDs have been made available to the Company/Registrar and Transfer Agent (“RTA”) i.e. MUFGE Intime India Private Limited (previously known as “Link Intime India Private Limited”) or with Depository Participants (“DPs”) unless the Member has specifically requested for a hard copy of the Annual Report. Members may note that the Annual Report for the FY 2024-25 and the AGM Notice are available on the Company’s website at <https://www.arkafincap.com/investor-information#arkainvestorAnnualReport> and the AGM Notice at <https://www.arkaholdings.com/arkafincap/investor-information#arkainvestorAgmEgmHolders> and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).
3. Pursuant to Section 101 of the Companies Act, 2013 consent for convening meeting at a shorter notice has been obtained from the Members of the Company in compliance with the provisions of the Act.
4. Pursuant to the MCA Circulars and SEBI Circulars and in compliance with the applicable provisions of the Act, the 7<sup>th</sup> AGM will be held through VC/OAVM and physical attendance of Members has been dispensed with. Accordingly, the facility to appoint a proxy to attend and vote at the AGM on behalf of a Member will not be available and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In pursuance of Section 113 of the Act, Corporate members 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](mailto:arkasecretarialandcompliance@arkafincap.com).



6. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the AGM under Section 103 of the Act.
7. The venue of the AGM shall be deemed to be the Registered Office of the Company at 2504,2505,2506, One Lodha Place, Lodha World Towers, Senapati Bapat Marg, Lower Parel, Mumbai – 400013.
8. The following documents / registers will be available for inspection by the Members of the Company during business hours up to the date of the AGM:
  - a) The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement in which Directors are interested; and
  - b) All the documents referred to in the AGM Notice and the Explanatory Statement annexed to the AGM Notice.

Members who wish to inspect any of the abovementioned documents may write to the Company Secretary & Compliance Officer at [arkasecretarialandcompliance@arkafincap.com](mailto:arkasecretarialandcompliance@arkafincap.com) to inspect the same.

9. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
10. The relevant details as required under secretarial standard-2 (“SS-2”) on general meetings issued by the Institute of Company Secretaries of India, provisions and Rules framed under the Act is given in the annexure forming part of this Notice.
11. In case of a poll on the resolution set out in the AGM Notice, members are requested to convey their vote by e-mail at [arkasecretarialandcompliance@arkafincap.com](mailto:arkasecretarialandcompliance@arkafincap.com).
12. In compliance with the provisions of the Act and MCA Circulars, the AGM 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 AGM, may reach out to the Company at [arkasecretarialandcompliance@arkafincap.com](mailto:arkasecretarialandcompliance@arkafincap.com).
13. The Members are requested to click on the link sent to their registered E-mail ID for participating in the AGM. The facility for joining the AGM through VC will open 15 minutes before the scheduled time of the commencement of the AGM and will be kept open till the expiry of 15 minutes after the scheduled time of AGM.



## EXPLANATORY STATEMENT

### ANNEXURE TO THE NOTICE CONVENING 7<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM NOTICE”)

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

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##### Item No. 4:

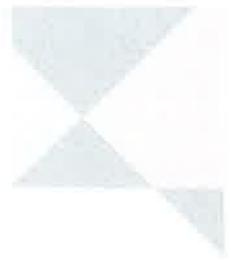
The Company, in the ordinary course of its business, is required to borrow funds from time to time, including by way of term loans from banks and/or financial institutions, issue of debentures (secured or unsecured) and/or other debt instruments and/or issue of commercial papers and/or other form of eligible borrowings.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (“the Act”), a company shall not make an offer or invitation to subscribe to securities (including NCDs) through private placement unless the proposal has been previously approved by the members of the company, by way of special resolution. Further, in case of offer or invitation for NCDs, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in Section 180(1)(c) of the Act, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during a year.

Members at their 6<sup>th</sup> Annual General Meeting held on June 25, 2024, had accorded their approval to create/invite/offer/issue/allot Non-Convertible Debentures (“NCDs”) such that the aggregate principal amount of NCDs to be issued on private placement basis during a period of 1 (one) year commencing from the date of passing of the Special Resolution on June 25, 2024 does not exceed Rs. 2,000 crore (Rupees Two Thousand Crore only) within the overall borrowing limits approved by the Members of the Company, in one or more series or tranches.

Members are requested to note that the validity of the approval of the shareholders for issue of NCDs expired on June 25, 2025. Currently, it is not proposed to increase the limit for issuance of NCDs but renew the approval accorded by the shareholders in the previous Annual General Meeting for issuance of NCDs on private placement basis.

Accordingly, in order to enable the Company to borrow funds by way of issuance of NCDs on private placement basis, the Board of Directors of the Company at its meeting held on April 30, 2025, subject to the approval of the shareholders of the Company, accorded its approval to create/invite/offer/issue/allot NCDs including but not limited to subordinated/perpetual debentures/structured debentures/market linked debentures on private placement basis such that the aggregate principal amount of NCDs to be issued during a period of 1 (one) year commencing from the date of passing of the Special Resolution by the shareholders of the Company in the 7<sup>th</sup> Annual General Meeting does not exceed Rs. 2,000 crore (Rupees Two Thousand Crore only) within the overall borrowing limits approved by the shareholders of the Company. Further, the Board of Directors at its meeting held on July 25, 2025 superseded the earlier resolution of the Board of Directors to amend certain delegations in respect of issuance of NCDs, however there was no change in the amount of NCDs to be issued by the Company.

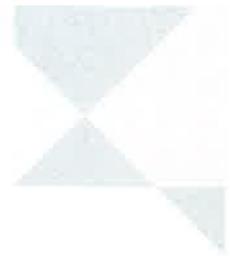


Further, the Board of Directors have authorised Asset Liability Committee to undertake all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under private placement including but not limited to determining the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, issue size, coupon, tenor, objects of the issue, approve and finalise the offer/disclosure document(s) including general information document, key information document, application form and other documents including any amendments, modifications, alterations, corrigenda thereto.

The Company seeks approval of the Members of the Company by way of special resolution in terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to authorize the Board of Directors including any committee constituted/may be constituted by the Board of Directors of the Company including Asset Liability Committee or any other persons/directors/officers, for the time being exercising the powers conferred on the Board of Directors and as may be authorised by the Board of Directors/Committee, to borrow funds by way of issuance of NCDs for an amount upto Rs. 2000 crore, within the overall borrowing limits of the Company as approved by the Members of the Company in terms of Section 180(1)(c) of the Act, during a period of 1 (one) year commencing from the date of passing of the Special Resolution set out at Item No. 4 of the AGM Notice.

Pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, certain disclosures are required to be made in the explanatory statement annexed to the notice for Members approval under Section 42 of the Act. The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below:

a)	Particulars of the offer including date of passing of board resolution	<p>Not Applicable.</p> <p>This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Debt Securities, from time to time, for the period of 1(one) year from the date hereof and accordingly this question is not applicable at present.</p> <p>The particulars of each offer shall be determined by the Board (including any Committee and/or Authorised Signatory authorised by the Board or any committee duly authorised by the Board thereof), from time to time;</p>
b)	Kinds of securities offered and price at which security is being offered	This special resolution is restricted to the issuance of Debt Securities on private placement issuance, with the terms of each issuance being determined by the Board (including any Committee and/or Authorised Signatory authorised by the Board or any committee duly authorised by the Board thereof), from time to time;
c)	Basis or justification for the price (including premium, if any) at which offer or invitation is being made	Not applicable at this stage. This will be determined by the Board (including any Committee and/or Authorised Signatory authorised by the Board or any committee duly authorised by the Board thereof), from time to time, for each issuance.
d)	Name and address of valuer who performed valuation	Not Applicable



e)	Amount which the Company intends to raise by way of such securities	Issuance of NCDs for an amount upto Rs. 2000 crore, within the overall borrowing limits of the Company as approved by the Members of the Company in terms of Section 180(1)(c) of the Act, during a period of 1 (one) year commencing from the date of passing of the Special Resolution hereof.
f)	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	<p>Not Applicable.</p> <p>This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Debt Securities, from time to time, for the period of 1(one) year from the date hereof and accordingly this question is not applicable at present.</p> <p>The particulars of each offer shall be determined by the Board (including any Committee and/or Authorised Signatory authorised by the Board or any committee duly authorised by the Board thereof), from time to time and shall be specified in the relevant offer document.</p>

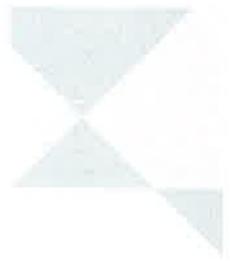
The Board of Directors recommends the resolution set out at Item No. 4 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or 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. 4 of the AGM Notice, except to the extent of the NCDs that may be subscribed by any Directors or Key Managerial Personnel of the Company or their relatives or any entity in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

#### **Item No. 5:**

The Company has on its Board of Directors (“**the Board**”) very renowned professionals from the industry possessing vast experience and expertise in their respective fields. The Non-Executive Directors of the Company devote considerable time for the Company’s business operations, particularly in respect of the vital business decisions and business strategy. The Company has been drawing on the professional expertise of its Non-Executive Directors and believes that they should be adequately remunerated by way of paying commission as permitted under the Companies Act, 2013 read with the rules framed thereunder (“**the Act**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”).

Accordingly, the Board of Directors of the Company at its meeting held on April 30, 2025, subject to the approval of the shareholders of the Company, accorded its approval for payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Act to the Non-Executive Directors of the Company for FY 2024-2025 and authorized Nomination & Remuneration Committee



("NRC") to determine the actual amount, quantum, proportion and manner of Commission to be paid to the Non-Executive Directors for the financial year 2024-25.

The Nomination and Remuneration Committee, subject to the approval of the shareholders of the Company, approved the payment of Commission to Non-Executive Directors, as detailed below:

Sr. No	Name	Amount (in Rupees)
1.	Mr. Naseer Munjee	12,00,000
2.	Ms. Gauri Kirloskar	8,00,000
3.	Mr. Harish Engineer	1,00,000
4.	Mr. Sivanandhan Dhanushkodi	8,00,000
5.	Mr. Vijay Chugh	8,00,000
6.	Mr. Yogesh Kapur	10,00,000
7.	Mr. Gurumurthy Ramanathan	8,00,000
8.	Mr. Hoshang Sinor	4,00,000
9.	Mr. Rahul Narain Bhagat	4,00,000
	<b>Total</b>	<b>63,00,000</b>

Members are requested to note that the payment of commission is in addition to the sitting fees and/or other reimbursement of expenses, if any payable to the Non-Executive Directors for attending the meetings of the Board of Directors and its Committees and/or other meetings, as approved by the Board.

Members are requested to note that in accordance with provisions of Section 197 of the Act 2013 and Regulation 62D(11) of SEBI LODR, the payment of commission to the Non-Executive Directors requires approval of the shareholders of the Company.

Members are further requested to note that in terms of Section 197 of the Act, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed 11% of the net profits of the company for that financial year computed in the manner laid down in section 198 of the Act. Further, in terms of second provision to Section 197(1) of the Act, except with the approval of the company in general meeting, by a special resolution the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed 1% of the net profits of the company, if there is a managing or whole-time director or manager.

The commission proposed to be paid to the Non-Executive Directors as stated above, is within the limits of 1% of the net profits of the Company but the aggregate of the remuneration paid to Mr. Vimal Bhandari as Executive Vice-Chairman & CEO and Mr. Samrat Gupta as Managing Director and the commission proposed to be paid to Non-Executive Directors shall exceed 11% of the net-profits of the Company for the financial year ended March 31, 2025 calculated in accordance with Section 198 of the Act. Accordingly, approval of the Members is also sought under Schedule V of the Act.

Members are requested to note that amended provisions of Section 149, Section 197 and Schedule V of the Act to enable companies having no profits or inadequate profits to pay remuneration to its non-executive directors including independent directors. Accordingly, Schedule V of the Act prescribes limits for payment of remuneration to non-



executive directors in case of absence or inadequacy of profits, by obtaining approval of members of the company by way of an ordinary resolution /special resolution, as the case may be.

Accordingly, approval of the Members of the Company is sought for payment of commission as stated above to the Non-Executive Directors of the Company for the financial year 2024-25.

The information as required to be disclosed in accordance with the Schedule V of the Act is annexed as Annexure A and forms part of this Notice.

The Board of Directors recommends the resolution set out at Item No. 5 of the AGM Notice to the Members for their consideration and approval, by way of a Special Resolution.

Except for the Non-Executive Directors of the Company and their relatives, none of 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. 5 of the Notice.

#### **Item No. 6:**

#### **Approval for selling/assigning/securitisation of the assets including loan receivables/book, book debts and investments of the Company**

Members are requested to note that as part of the Business Plan, the Company is engaged in various transactions involving the sale, transfer, or assignment of its loan book, assets, receivables, book debts, or investments as mentioned below:

#### **Wholesale Lending Segment:**

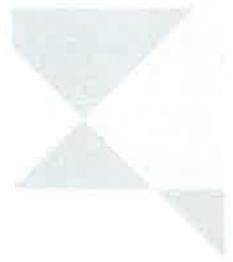
This includes syndication and distribution business activities, wherein assets may be recorded on the Company's books with or without the intent of subsequent sale.

#### **SME & Retail Lending Segment:**

This pertains to the transfer, assignment, or securitization of the loan book, book debts, receivables, or investments, which serves as an additional source of financing.

The sell/assignment/securitisation of the present and/or future receivables/book debts of the Company may result into disposal of undertaking as defined in the explanation to Section 180(1)(a) of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013, along with the associated rules ("the Act"). The Board of Directors ("the Board") may, upon obtaining approval from the shareholders by way of special resolution, sell, lease, or otherwise dispose of the whole or a substantial the whole of the undertaking of the Company within any given financial year. Further, "substantially the whole of the undertaking" is defined as 20% or more of the undertaking's value, as denoted by the audited balance sheet from the preceding financial year.

Accordingly, the Board at its meeting held on March 25, 2025, and the shareholders at an Extraordinary General Meeting held on March 25, 2025, approved a transaction limit for the sale, assignment, or securitization of the Company's assets, including loan receivables, book debts, and investments for an amount not exceeding Rs. 1,100



Cre (Rupees One Thousand One Hundred Crore only) (approx. 20.77% of the Company's asset value as on March 31, 2024), during any financial year, pursuant to Section 180(1)(a) of the Act.

Further, the above limit was determined based on the then latest available audited balance sheet of the Company which was as on March 31, 2024. In light of the opportunities that can be identified by the Management to undertake the transaction of sell down/assignment/securitization, the need for additional sources of funds and to enhance its liquidity position, the Board at its meeting held on April 30, 2025, subject to the approval of the shareholders of the Company, approved increase in the aforementioned transaction limit from Rs. 1,100 Crores to Rs. 3,000 Crores for sale/assignment/securitisation of the assets of the Company including loan receivables/book, book debts and investments of the Company to any bank or financial institution or any other eligible entities or persons in ordinary course of business, wherein within the proposed limit of Rs. 3,000 Crore, the sell down limit for Wholesale Lending Business would be upto Rs. 1,000 Crore and for SME & Retail Lending Business would be upto Rs. 2,000 Crore.

Members are requested to note that the transaction of sell down/transfer/direct assignment/ securitisation is the ordinary course of business for the Company and is undertaken as a part of the business activity. The Business Plan of the Company also includes growing of its asset book across various products.

The Company is a material subsidiary of Kirloskar Oil Engines Limited. Pursuant to Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, selling, disposing and leasing of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution. Accordingly, the selling/assigning/securitisation of the assets including loan receivables/book, book debts and investments of the Company for an amount upto Rs. 3,000 Crore shall require approval of the shareholders of Kirloskar Oil Engines Limited and the same will be obtained by Kirloskar Oil Engines Limited at their ensuing Annual General Meeting scheduled on August 7, 2025.

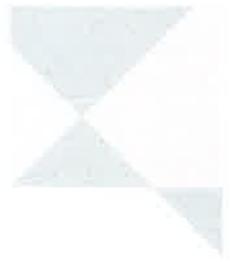
The Board recommends passing of the special resolution as proposed at Item No. 6 of the AGM for sale/assignment/securitisation of the assets of the Company including loan receivables/book, book debts and investments of the Company to any bank or financial institution or any other eligible entities or persons for an amount not exceeding Rs. 3,000 Crore during any financial year, for consideration and approval by the Members of the Company.

Except to the extent of any transaction of sale/assignment/transfer/securitisation of assets of the Company including loan receivables/book, book debts and investments of the Company that may be executed with any entity in which the directors or key managerial personnel of the Company or their relatives may be concerned or interested in any capacity), 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 special resolution set out at item no. 6 of the Notice.

#### **Item No. 7:**

#### **Appointment of Mr. Srikumar Vijayasekharan (DIN: 07810464) as an Independent Director**

Members are hereby informed that the Board of Arka Fincap Limited ("the Company") comprised of 8 Directors of which of which 1 is a Non-Executive Non-Independent Director, 6 Independent Directors and 1 Managing Director.



In line with the Company's ongoing commitment to strengthening corporate governance and enhancing the strategic oversight of the Company, in order to further strengthen the Board composition and augment the skill sets of the Board of Directors ("the Board") it is considered prudent to induct an independent director on the Board of the Company. Considering (i) the experience, professional expertise and qualifications of Mr. Srikumar Vijayasekharan (DIN: 07810464); (ii) the various confirmations/declarations including a confirmation that he meets the eligibility criteria for being appointed as an Independent Director and that he also meets the fit & proper criteria prescribed by Reserve Bank of India ("RBI"); and (iii) pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder ("the Act"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("RBI Directions"), the Board, on the recommendation of the Nomination & Remuneration Committee the Board at its meeting held on July 25, 2025, subject to the approval of the shareholders of the Company, appointed Mr. Srikumar Vijayasekharan (DIN: 07810464) as an Additional Independent Director of the Company for a term of 5 consecutive years commencing from July 26, 2025 till July 25, 2030.

**Members are requested to note the brief profile of Mr. Srikumar Vijayasekharan, as detailed below:**

*Mr. Srikumar Vijayasekharan is a Chartered Accountant with over 40 years of experience covering audit and assurance services, operations, governance and strategy, including 8 years as the Chief Operating Officer of Deloitte South Asia. As the COO, he was part of the core leadership of Deloitte South Asia 2015 till completion of term in 2023. He was responsible for all operations of the firm including Finance, IT, Infrastructure and Facilities, Business Plans, Strategy Implementation, Succession Planning, etc. Also had oversight of the business and operations of other South Asia country practices. During this period the firm grew over four times and employee based from 6000 to 37000 consultants. He was a Director on the Board of Deloitte Foundation. Prior to being appointed as COO, he was a member of the South Asia Board of Deloitte.*

*Mr. Srikumar Vijayasekharan is a Fellow Chartered Accountant and B. Com from Loyola College, Madras University.*

The additional information/disclosure as required under Secretarial Standards on General Meetings including brief profile of Mr. Srikumar Vijayasekharan (DIN: 07810464) is annexed as **Annexure B** to this AGM Notice.

Members are requested to note that 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. Srikumar Vijayasekharan (DIN: 07810464) as a Director of the Company.

Mr. Srikumar Vijayasekharan (DIN: 07810464) 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 SEBI LODR. Mr. Srikumar Vijayasekharan (DIN: 07810464) also confirmed that he does not attract any disqualifications as per relevant regulatory provisions of the Act, SEBI LODR and RBI Directions.

The Board had assessed the veracity of the declarations/documents/confirmations furnished by Mr. Srikumar Vijayasekharan. Basis the declarations/documents/confirmations furnished by Mr. Srikumar Vijayasekharan, the



Board is of the opinion that he fulfils the conditions/criteria specified under the Act and SEBI LODR in relation to his appointment as an Independent Director of the Company and that Mr. Srikumar is independent of the management of the Company.

Considering Srikumar's skill sets coupled with his rich experience in financial services sector, the Board is of the view that his appointment as an Independent Director would be in the best interest of the Company, he will bring in fresh perspectives and the Company shall benefit from the vast experience and expertise of Mr. Srikumar, particularly valuable as the Company navigates through current growth phase.

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. Srikumar Vijayasekharan 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 AGM. The Members can send a request to the Company at [arkasecretarialandcompliance@arkafincap.com](mailto:arkasecretarialandcompliance@arkafincap.com) to inspect the same.

Mr. Srikumar Vijayasekharan (DIN: 07810464) is not related to any Director or Key Managerial Personnel of the Company.

Mr. Srikumar Vijayasekharan (DIN: 07810464) as an Additional Director shall hold office until conclusion of this Annual General Meeting. Further, in terms of Section 149, Section 152 of the Act read with Schedule IV to the Act and the rules framed thereunder, the appointment of Mr. Srikumar Vijayasekharan (DIN: 07810464) as an Independent Director is subject to approval of the shareholders of the Company and in terms of Regulation 17(1C) of SEBI LODR, the approval of the shareholders of the Company is required to be obtained in the next general meeting or within a period of 3 months from the date of appointment, whichever is earlier.

In compliance with the provisions of Sections 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 SEBI LODR, each as amended, appointment of Mr. Srikumar Vijayasekharan as an Independent Director of the Company, not liable to retire by rotation, for a term of 5(five) consecutive years commencing from July 26, 2025 upto July 25, 2030, is being placed before the Members for their approval by way of a Special Resolution at this AGM.

The Board recommends the resolution set out at Item No. 7 in the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

Except for Mr. Srikumar Vijayasekharan (DIN: 07810464) and their relatives, 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. 7 of this AGM Notice.

#### **Item No. 8:**

The Company believes that its success and ability to achieve objectives is largely determined by the quality of its work force and recognises that not only good employment opportunities but also additional motivating mechanisms are needed to incentivize employees and aligning their interest with the interest of the Company.



Members are requested to note that in recognition of the aforesaid objective and to attract, retain, motivate and incentivize employees, the Board of Directors (“the **Board**”) of Arka Fincap Limited (“the **Company**”) at its meeting held on April 24, 2019 and the Members of the Company at their Extraordinary General Meeting held on May 02, 2019 had approved and adopted the Employee Stock Option Plan 2019 (“**ESOP Plan- 2019**”), which is being implemented by the Company and administered by the Nomination & Remuneration Committee.

Considering that the ESOP Scheme was adopted in 2019, based on the implementation of the ESOP Plan – 2019 and in order to better protect the overall interests of the employees and the Company as a whole, the Nomination & Remuneration Committee, Board of Directors and Shareholders of the Company at their respective meeting held on April 16, 2025 approved amendments to the ESOP Plan – 2019 and restated it as Employee Stock Option Plan 2025 (“**ESOP Plan- 2025**”).

Members are hereby informed that in terms of Rule 12(4) of the Companies (Share Capital and Debentures) Rules, 2014, the approval of shareholders by way of separate resolution shall be obtained by the company in case of grant of option to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option.

Members are requested to note that considering the scale of business of the Company and the responsibilities, contribution and on-going efforts, the rich experience and track record of Mr. Samrat Gupta and to appropriately reward and incentivise Mr. Samrat Gupta, the Nomination and Remuneration Committee at its meeting held on June 25, 2024, approved grant of 1,75,00,000 stock options convertible into equal number of equity shares under ESOP Plan 2025, exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option, subject to the approval of the shareholders of the Company.

The Board recommends the resolution set out at Item No. 8 in the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

Except for Mr. Samrat Gupta (DIN: 07810464) and their relatives, 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. 8 of this AGM Notice.

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

**Niki Mehta**

**Company Secretary**

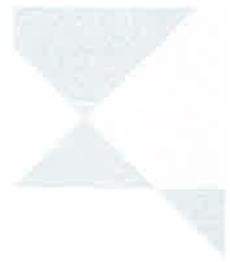
**Membership No. A47286**

**Registered Office:**

2504, 2505, 2506, One Lodha Place, Lodha World Towers,  
Senapati Bapat Marg, Lower Parel, Mumbai 400013

Date : July 25, 2025

Place : Mumbai



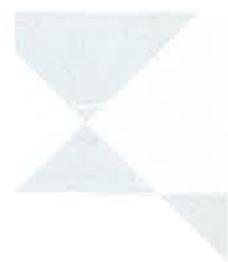
**ANNEXURE A**

**ADDITIONAL INFORMATION PURSUANT TO CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETING (SS2) - (INFORMATION AS ON MARCH 31, 2025)**

Name	<b>Ms. Gauri Kirloskar</b>	<b>Mr. Srikumar Vijayasekharan</b>
Age	42 Years	64 Years
Qualification	Ms. Gauri Kirloskar holds a B.Sc. in Business Administration from Carnegie Mellon's Tepper School of Business with a concentration in finance and has also attended Phillips Academy, Andover, near Boston.	1. Fellow Chartered Accountant 2. B. Com from Loyola College, Madras University
Experience	<p>Currently, Ms. Gauri Kirloskar is the Managing Director (MD) of Kirloskar Oil Engines Limited since May 2022. As a board member on Kirloskar Oil Engines Limited since 2014, she was involved in regular compliance and performance reviews. She also leads at a Kirloskar group level, efforts in HR, branding, corporate communications and shared services. She led the recent brand refresh of the Kirloskar group under the banner "Kirloskar Limitless" and was responsible for the entire project. She is currently building out a new brand and communications team for the Kirloskar group. She leads the Kirloskar group's corporate social responsibility efforts in the environmental area under "Kirloskar Vasundhara". Prior to taking on the MD role, she was involved in the Group's real estate arm.</p> <p>Ms. Gauri Kirloskar is also on the advisory team for Ekagrid University, an initiative to build a multidisciplinary research university that aims to be in the top 25 of global rankings by 2050. She has worked as an Investment Banking Analyst at Merrill Lynch in their mergers and acquisitions group and she then moved on</p>	<p>Mr. Srikumar Vijayasekharan is a Chartered Accountant with over 40 years of experience covering audit and assurance services, operations, governance and strategy, including 8 years as the Chief Operating Officer of Deloitte South Asia. As the COO, he was part of the core leadership of Deloitte South Asia 2015 till completion of term in 2023. Was responsible for all operations of the firm including Finance, IT, Infrastructure and Facilities, Business Plans, Strategy Implementation, Succession Planning, etc. Also had oversight of the business and operations of other South Asia country practices. During this period the firm grew over four times.</p> <p>He was a Director on the Board of Deloitte Foundation. Prior to being appointed as COO, he was a member of the South Asia Board of Deloitte.</p>



Name	<b>Ms. Gauri Kirloskar</b>	<b>Mr. Srikumar Vijayasekharan</b>
	to Pearson's Corporate Finance and Strategy group where she looked at bolt on acquisitions for their education business.	
Terms and Conditions of re-appointment	Appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.	Appointment as an Independent Director of the Company for a term of 5(five) consecutive years commencing from July 26, 2025 till July 25, 2030. Terms and conditions of appointment shall be as per draft letter for the appointment made available for inspection.
Details of remuneration sought to be paid	Sitting Fees and Commission (if any)	Sitting Fees and Commission (if any)
Remuneration last drawn	Rs. 6,75,000/- towards sitting fees for attending the meetings of Board of Directors/Committee.  Commission of Rs. 6,00,000 for the financial year 2023-24 paid in financial year 2024-25	Not Applicable
Date of first appointment on the Board	June 14, 2019	July 26, 2025
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and KMP	Not Related	Nil
No. of Board meetings attended during the financial year 2024-25.	7 out of 8	Not Applicable
Other Directorships	<ul style="list-style-type: none"> <li>• Kirloskar Oil Engines Limited</li> <li>• Godrej And Boyce Manufacturing Company Limited</li> <li>• GreenTek Systems (India) Private Limited</li> <li>• Kirloskar Integrated Technologies Private Limited</li> <li>• Navsai Opportunities Private Limited</li> <li>• Indo Global Hinjewadi Software Park Private Limited</li> </ul>	None



Name	<b>Ms. Gauri Kirloskar</b>	<b>Mr. Srikumar Vijayasekharan</b>
	<ul style="list-style-type: none"> <li>• La-Gajjar Machineries Private Limited</li> <li>• Arka Financial Holdings Private Limited</li> <li>• Kirloskar Management Services Private Limited</li> <li>• Beluga Whale Capital Management Pte. Limited</li> <li>• Kirloskar Americas Corporation, USA</li> </ul>	
<p>Membership/Chairmanship of the Committees of Board held in other company</p>	<p><b>Kirloskar Oil Engines Limited</b> Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee – Member</p> <p><b>La-Gajjar Machineries Private Limited</b> Corporate Social Responsibility Committee – Member</p> <p><b>Godrej and Boyce Manufacturing Company Limited</b> Audit Committee – Member</p> <p><b>Arka Fincap Limited</b> Audit Committee – Member Nomination and Remuneration Committee – Member Asset Liability Committee – Member Stakeholders Relationship and Customer Service/Consumer Protection Committee – Member Corporate Social Responsibility Committee – Member Securities Allotment Committee – Member</p> <p><b>Arka Financial Holdings Private Limited</b> Audit Committee – Chairman Nomination and Remuneration Committee – Member Risk Management Committee – Member</p>	



Name	<b>Ms. Gauri Kirloskar</b>	<b>Mr. Srikumar Vijayasekharan</b>
	Corporate Social Responsibility Committee – Member Committee of Director – Member	

**ANNEXURE- B**  
**Disclosure pursuant to Schedule V of the Companies Act, 2013**

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi	Mr. Vijay Chugh
<b>General Information</b>					
1.	Nature of industry	<p>The Company is registered with the Reserve Bank of India (RBI) as a non-banking financial Company. The Company is categorised as NBFC – Middle Layer under RBI Directions.</p> <p>The Company is a professionally managed organization part of the Kirloskar Group, primarily engaged in providing structured term financing solutions to corporates, loans to micro, small and medium enterprise (“MSME”) and personal finance loans to borrowers in India.</p> <p>The line of businesses under which Company operates are namely Wholesale Lending, Syndication, MSME lending and Retail Lending.</p>			
2.	Date or expected date of commencement of commercial production	Since the Company is into lending activity, the date of commercial production is not applicable.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	<p><b>As on March 31, 2025:</b>  Networth: Rs. Rs1,24,554.34/- Lakhs  Total Income: Rs. 78,793.19/- Lakhs  PBT: Rs10,940.26/- Lakhs  PAT: Rs. 8,035.60/- Lakhs</p>			
5.	Foreign investments or collaborations, if any.	None			
<b>Information about the Director:</b>		<b>Mr. Nasser Munjee</b>	<b>Ms. Gauri Kirloskar</b>	<b>Mr. Sivanandhan Dhanushkodi</b>	<b>Mr. Vijay Chugh</b>
1.	Background details, job profile and suitability and	Mr. Nasser Munjee served with HDFC for over 20 years in various positions including as its Executive Director. He	Gauri Kirloskar is a Managing Director of Kirloskar Oil Engines	A highly respected IPS officer, Mr. Sivanandhan Dhanushkodi, joined IPS	Mr. Vijay Chugh has over 35 years of experience in the fields of supervision

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi	Mr. Vijay Chugh
	recognition or awards	<p>was the Managing Director of Infrastructure Development Finance Co. Ltd. (IDFC) up to March 2004. He was the Chairman of DCB Bank Limited since June 2005 (till August 2021) and is also on the Board of various Multinational Companies and Trusts. Mr. Munjee has a deep interest in rural development, housing finance, urban issues, infrastructure and humanitarian causes. He was a technical advisor on the World Bank's Public Private Partnership Infrastructure and Advisory Fund. Mr. Munjee was adjudged best Independent Director by the Asian Centre for Corporate Governance and Sustainability. He was also awarded the Indian Business Leader of the Year 2014 by Horasis in Switzerland. Mr. Munjee holds a bachelor's degree and a master's degree from the London School of Economics, UK.</p>	<p>Limited since May 2022. After graduation, she worked as an investment banking analyst at Merrill Lynch in New York in their Mergers and Acquisitions group. Subsequently, she joined Pearson's Corporate Finance and Strategy group where she looked at bolt on acquisitions for their education business. Post her stint at Pearson, Ms. Gauri Kirloskar moved back to India and has been focusing her efforts on strategic initiatives for the Kirloskar Group into infrastructure and investments as well as functioning as a director at several Kirloskar Group companies. As a board member on Kirloskar Oil Engines since 2014, she has been involved in regular compliance and performance reviews. She is an active member of the committee that looks at new investment initiatives in the energy space.</p> <p>Ms. Gauri Kirloskar is a member of the boards of Kirloskar Oil Engines' subsidiaries, La-Gajjar Machineries, a pumps manufacturing company</p>	<p>in 1976 and retired as the Director General of Police of Maharashtra State Police in 2011. His valour and acumen are evident in his 36-year-long journey. He has held several senior positions in the Intelligence Bureau, Central Bureau of Investigation and the Mumbai Crime Branch. He has served as the Commissioner of Police in Nagpur, Thane City and Mumbai.</p> <p>Mr. Sivanandhan's accolades include the Meritorious Service Medal (1993), the President's Police Medal for Distinguished Service (2000) and the Internal Security Medal (1998). His work also includes his contributions as a Member of the Special Task Force for the National Security Council Secretariat, New Delhi and as the Security Advisor to the Reserve Bank of India for three years. With a postgraduate degree in Economics, Mr. Sivanandhan also serves as an independent director on the boards of several esteemed companies.</p>	<p>and regulation of commercial banks, payment and settlement systems, and core banking solutions.</p> <p>He was a former Principal Chief General Manager of the Department of Payment and Settlement Systems for the Reserve Bank of India (RBI). He has been a nominee on the RBI's board of directors for the State Bank of Patiala and the United Bank of India. He has also been the Chief Vigilance Officer at the Industrial Investment Bank of India Ltd. Mr. Chugh was associated with the South East Asian Central Banks Conference of Directors of Payment and Settlement Systems: "Challenges in Promoting Safe and Efficient Payment Systems" held at Kuala Lumpur, Malaysia in 2013. Post his retirement, he has been advising various organisations in respect of regulatory matters relating to payments industry and served as an Independent Director on the Boards of a few companies.</p> <p>Mr. Vijay Chugh's</p>

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi	Mr. Vijay Chugh
			<p>and Arka Fincap, the group's foray into the financial services business. Prior to being appointed as a Managing Director of Kirloskar Oil Engines, her primary role was establishment of the Group's real estate business in Pune. This involved strategic alternatives analysis of value creation opportunities around the sale and development of the group's land banks. She was involved in title clearance and land approvals, building up of the design brief, working closely with the IPCs and engaging with potential clients.</p> <p>She also leads at a Group level, efforts in HR, branding, corporate communications, and shared services. She led the recent brand refresh of the group under the banner "Kirloskar Limitless" and was responsible for the entire project. She is currently building out a new brand and communications team for the group. She leads the Group's CSR efforts in the environmental area under</p>		<p>expertise stems from his strong roots in academia. He holds a Bachelor of Arts from Delhi University, a Master of Arts from the Rajasthan University and a Post Graduate Diploma in Business Administration from KC College of Management Studies, Mumbai. As a certified associate of the Indian Institute of Bankers, he has been awarded the Advanced Certificate for Executives in Management, Innovation and Technology from the Sloan School of Management, Massachusetts Institute of Technology, U.S.A.</p>

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi	Mr. Vijay Chugh
			<p>“Kirloskar Vasundhara”. She is on the core advisory team for Ekagrid University, an initiative to build a multidisciplinary research university that aims to be in the top 25 of global rankings by 2050.</p> <p>Ms. Gauri Kirloskar has received a BSc. in Business Administration with a concentration in Finance in 2006 from Carnegie Mellon's Tepper School of Business, and has attended Phillips Academy, Andover, near Boston.</p>		
2.	Past Remuneration and Remuneration proposed	<p><b>Past Remuneration: FY 2024-25:</b> Sitting Fees: Rs. 3,00,000/- Commission: Not Applicable</p> <p><b>Remuneration Proposed:</b> Commission of Rs. 12,00,000/- for financial year 2024-25</p>	<p><b>Past Remuneration: FY 2024-25:</b> Sitting Fees: Rs. 6,75,000/- Commission: Rs. 6,00,000 for FY2023-24 paid in FY2024-25</p> <p><b>Remuneration Proposed:</b> Commission of Rs. 8,00,000/- for financial year 2024-25</p>	<p><b>Past Remuneration: FY 2024-25:</b> Sitting Fees: Rs. 8,35,000/- Commission: Rs. 6,00,000 for FY2023-24 paid in FY2024-25</p> <p><b>Remuneration Proposed:</b> Commission of Rs. 8,00,000/- for financial year 2024-25</p>	<p><b>Past Remuneration: FY 2024-25:</b> Sitting Fees: Rs. 10,70,000/- Commission: Rs. 6,00,000 for FY2023-24 paid in FY2024-25</p> <p><b>Remuneration Proposed:</b> Commission of Rs. 8,00,000/- for financial year 2024-25</p>
3.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details	<p>The Company has on its Board of Directors very renowned professionals from the industry possessing vast experience and expertise in their respective fields. The Non-Executive Directors of the Company devote considerable time for the Company's business operations, particularly in respect of the vital business decisions and business strategy. The Company has been drawing on the professional expertise of its Non-Executive Directors and believes that they should be adequately remunerated by way of paying commission as permitted under the Companies Act, 2013 read with the rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>			

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi	Mr. Vijay Chugh
	would be with respect to the country of his origin)				
1.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Except to the extent of remuneration, in the form of sitting fees and commission paid/ payable and/or reimbursement of expenses, if any, Mr. Nasser Munjee does not have any pecuniary relationship directly or indirectly with the company, or relation with the other key managerial personnel.	Except to the extent of remuneration, in the form of sitting fees and commission paid/ payable and/or reimbursement of expenses, if any, Ms. Gauri Kirloskar does not have any pecuniary relationship directly or indirectly with the company, or relation with the other key managerial personnel.	Except to the extent of remuneration, in the form of sitting fees and commission paid/ payable and/or reimbursement of expenses, if any, Mr. Sivanandhan Dhanushkodi does not have any pecuniary relationship directly or indirectly with the company, or relation with the other key managerial personnel.	Except to the extent of remuneration, in the form of sitting fees and commission paid/ payable and/or reimbursement of expenses, if any, Mr. Vijay Chugh does not have any pecuniary relationship directly or indirectly with the company, or relation with the other key managerial personnel.
<b>Other Information</b>					
1.	Reason for loss or inadequate profit	<p>The Company has not incurred loss since 1<sup>st</sup> financial year 2019-20. However, the profits for the financial year 2023-24 are inadequate pursuant to the provisions of Section 197 of the Act read with Schedule V to the Act in reference to the commission paid to the Non-Executive Directors.</p> <p>Members are further requested to note that in terms of Section 197 of the Act, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed 11% of the net profits of the company for that financial year computed in the manner laid down in section 198 of the Act. Further, in terms of second provision to Section 197(1) of the Act, except with the approval of the company in general meeting, by a special resolution the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed 1% of the net profits of the company, if there is a managing or whole-time director or manager.</p> <p>The commission proposed to be paid to the Non-Executive Directors as stated in the resolution and the Explanatory Statement, is within the limits of 1% of the net profits of the Company but the aggregate of the remuneration paid to Mr. Vimal Bhandari as Executive Vice-Chairman &amp; CEO and Mr. Samrat Gupta as Managing Director and the commission proposed to be paid to Non-Executive Directors shall exceed 11% of the net-profits of the Company for the financial year ended March 31, 2025 calculated in accordance with Section 198 of the Act. Accordingly, approval of the Members is also sought under Schedule V of the Act.</p>			

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi	Mr. Vijay Chugh
2.	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	<p>The Management is always vigilant of the practices followed/to be adopted within the organisation to improve the efficiency and consequently make adequate profits. The Company constantly monitors the strategies adopted and make changes to the same, if required for the better performance of the Company and improving the efficiency. The Company expects improvement in its performance due to various assumptions including improvement in the economic situations, steps taken by the Government to improve liquidity, focus of the Company on building its SME &amp; Retail book, focus on the quality of the asset book with minimal NPAs, improvement in key processes including credit appraisals, risk mitigations, operations &amp; disbursements, automation of processes with higher usage of information technology and improving its collection efficiency.</p> <p>The Company is well poised to sustain and capture growth opportunities in its business segments within the confines of business prudence. However, it is difficult at this stage to quantify the benefits of the measures taken/ to be taken by the company to improve the overall performance.</p>			

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Gurumurthy Ramanathan*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
<b>General Information</b>					
1.	Nature of industry	<p>The Company is registered with the Reserve Bank of India (RBI) as a non-banking financial Company. The Company is categorised as NBFC – Middle Layer under RBI Directions.</p> <p>The Company is a professionally managed organization part of the Kirloskar Group, primarily engaged in providing structured term financing solutions to corporates, loans to micro, small and medium enterprise (“MSME”) and personal finance loans to borrowers in India.</p> <p>The line of business under which Company operates are namely Wholesale Lending, Syndication, MSME lending and Retail Lending.</p>			
2.	Date or expected date of commencement of commercial production	Since the Company is into lending activity, the date of commercial production is not applicable.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial	<b>As on March 31, 2025:</b>			

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Gurumurthy Ramanathan*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
	performance based on given indicators	Networth: Rs. Rs1,24,554.34/- Lakhs Total Income: Rs. 78,793.19/- Lakhs PBT: Rs10,940.26/- Lakhs PAT: Rs. 8,035.60/- Lakhs			
5.	Foreign investments or collaborations, if any.	None			
Information about the Director:		Mr. Yogesh Kapur	Mr. Gurumurthy Ramanathan	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
1.	Background details, job profile and suitability and recognition or awards	<p>Mr. Yogesh Kapur, a Fellow Chartered Accountant (FCA), started his career in 1983 with HDFC. He then joined the investment banking arm of HSBC in 1991 before moving on to a leading investment and brokerage house, Enam Securities Pvt. Ltd in 1994. After Axis Bank acquired the investment banking business at Enam Securities Pvt. Ltd in 2012, Mr. Yogesh Kapur moved to Axis Bank Capital Ltd, a wholly owned subsidiary of Axis Bank. In 2014, he took over the role of Head of Strategic Relationship Group - Wholesale Banking for North India in Axis Bank. Following his superannuation in July 2017, he re-joined Axis Capital as a contracted Managing Director (Special Coverage) until November 2022.</p> <p>During his tenure as an investment banker, Mr. Yogesh Kapur has contributed significantly to both private and public sector organisations that were preparing to list on public markets. In addition, he has been engaged in advising companies on strategic initiatives, reorganisation, business /corporate restructuring etc. Mr. Kapur was very closely engaged during this period with DIPAM to manage initial</p>	<p>Mr. Gurumurthy Ramanathan superannuated from his role as the Head of Governance at RBL Bank in 2023, concluding a career spanning 38 years in the banking sector across India and Hong Kong. During his role at RBL Bank, he was in charge of assurance, operations, technology and credit functions. He also managed the regulatory interface for RBL Bank for several years.</p> <p>Before joining RBL Bank, Mr. Gurumurthy was responsible for setting up and heading the FI Strategic Coverage Group for Standard Chartered (India). He led, built and managed relationships for the bank with reputed strategic clients in the financial services space.</p> <p>Prior to Standard</p>	<p>Mr. Hoshang Noshirwan Sinor have over four decades of extensive experience in the banking sector, has held key positions in both public and private sector banks, including Union Bank of India, Central Bank of India, and ICICI Bank. Notably, he served as the Managing Director and CEO of ICICI Bank and later assumed the role of Joint MD following the merger with ICICI. Mr. Sinor has also held significant leadership roles as the Chief Executive of the Indian Banks' Association and the Association of Mutual Funds in India. He has actively contributed to various policy committees and currently serves as an Independent Director on the boards of several reputed companies. Beyond his professional endeavours, Mr. Sinor is</p>	<p>Mr. Rahul N Bhagat is a versatile Consumer Banking professional with over 3 decades of experience.</p> <p>Mr. Bhagat began his career at ANZ Grindlays Bank (1989-1997) before joining Bank of America as Vice President (1997-1999). When BankAm sold their consumer banking portfolios across numerous Asian markets, Mr. Bhagat joined HDFC Bank where he spent the next 16 years (1999-2015). As Country Head – Retail Liabilities, Marketing &amp; Direct Banking Channels, Mr Bhagat reported to the CEO for 10 years, managing a diverse portfolio that was instrumental in building the bank's reputation as the leading consumer and digital banking franchise. He thereafter partnered Vodafone India Ltd in</p>

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Gurumurthy Ramanathan*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
		<p>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.</p> <p>He also served on committees set up by SEBI/Government of India- Ministry of Finance and the Indian Government to examine ADRs, GDRs and bond regulations.</p>	<p>Chartered, Mr. Gurumurthy served a long stint at the Bank of America, where he managed relationships with the IT sector, corporates and financial institutions. His previous responsibilities included his association with Credit Lyonnais and the State Bank of India.</p> <p>Mr. R. Gurumurthy's extensive experience spans wholesale banking, capital markets, integrated risk management and management of large and diverse teams in leadership both in India and globally. Mr. R. Gurumurthy holds a Bachelor's Degree from Delhi University and is a Certified Associate of the Indian Institute of Bankers.</p>	<p>dedicated to philanthropic activities and is involved with charitable and social trusts.</p>	<p>successfully applying for a Payments Bank licence in 2015 and was appointed CEO (designate) of the proposed bank.</p> <p>During his extensive banking career, Mr. Bhagat's contribution and leadership has been ecognized through invitation to numerous Boards and Committees, including: Standing Committee on Retail Banking, Indian Bank's Association; Executive Committee – National Securities Depository Limited; Customer Global Advisory Board, NCR Corp (USA); Global Advisory Board, Diebold Inc (USA).</p> <p>Mr. Bhagat is actively involved in the fields of Education and Heritage Conservation. He was a Member of the Board of Governors of The Doon School and a Founder Director of the World Monuments Fund India Association. He also serves as an Independent Director on multiple commercial boards and uses his experience to invest in and mentor early</p>

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Gurumurthy Ramanathan*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
					<p>stage Fintech and Retail focused entrepreneurs.</p> <p>Mr. Rahul Bhagat was recognized by The Asian Banker on their List of Leading Practitioners. Mr. Bhagat has a Master of Arts degree in International Affairs from College of William and Mary, Williamsburg, USA, and a Bachelor of Arts degree in History (Honors) from St. Stephen's College, Delhi University, India.</p>
2.	Past Remuneration and Remuneration proposed	<p><b>Past Remuneration: FY 2024-25:</b> Sitting Fees: Rs. 10,95,000/- Commission: Rs. 6,00,000 for FY2023-24 paid in FY2024-25</p> <p><b>Remuneration Proposed:</b> Commission of Rs. 10,00,000/- for financial year 2024-25</p>	<p><b>Past Remuneration: FY 2024-25:</b> Sitting Fees: Rs. 12,70,000/- Commission: Rs. 3,00,000 for FY2023-24 paid in FY2024-25</p> <p><b>Remuneration Proposed:</b> Commission of Rs. 8,00,000/- for financial year 2024-25</p>	<p><b>Past Remuneration: FY 2024-25:</b> Sitting Fees: Rs. 1,50,000/- Commission: Not Applicable</p> <p><b>Remuneration Proposed:</b> Commission of Rs. 4,00,000/- for financial year 2024-25</p>	<p><b>Past Remuneration: FY 2024-25:</b> Sitting Fees: Rs. 1,00,000/- Commission: Not Applicable</p> <p><b>Remuneration Proposed:</b> Commission of Rs. 4,00,000/- for financial year 2024-25</p>
3.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country	<p>The Company has on its Board of Directors very renowned professionals from the industry possessing vast experience and expertise in their respective fields. The Non-Executive Directors of the Company devote considerable time for the Company's business operations, particularly in respect of the vital business decisions and business strategy. The Company has been drawing on the professional expertise of its Non-Executive Directors and believes that they should be adequately remunerated by way of paying commission as permitted under the Companies Act, 2013 read with the rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>			

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Gurusurthy Ramanathan*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
	of his origin)				
2.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Except to the extent of remuneration, in the form of sitting fees and commission paid/ payable and/or reimbursement of expenses, if any, Mr. Yogesh Kapur does not have any pecuniary relationship directly or indirectly with the company, or relation with the other key managerial personnel.	Except to the extent of remuneration, in the form of sitting fees and commission paid/ payable and/or reimbursement of expenses, if any, Mr. Gurusurthy Ramanathan does not have any pecuniary relationship directly or indirectly with the company, or relation with the other key managerial personnel.	Except to the extent of remuneration, in the form of sitting fees and commission paid/ payable and/or reimbursement of expenses, if any, Mr. Hoshang Sinor does not have any pecuniary relationship directly or indirectly with the company, or relation with the other key managerial personnel.	Except to the extent of remuneration, in the form of sitting fees and commission paid/ payable and/or reimbursement of expenses, if any, Mr. Rahul Bhagat does not have any pecuniary relationship directly or indirectly with the company, or relation with the other key managerial personnel.
<b>Other Information</b>					
1.	Reason for loss or inadequate profit	<p>The Company has not incurred loss since 1<sup>st</sup> financial year 2019-20. However, the profits for the financial year 2023-24 are inadequate pursuant to the provisions of Section 197 of the Act read with Schedule V to the Act in reference to the commission paid to the Non-Executive Directors.</p> <p>Members are further requested to note that in terms of Section 197 of the Act, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed 11% of the net profits of the company for that financial year computed in the manner laid down in section 198 of the Act. Further, in terms of second provision to Section 197(1) of the Act, except with the approval of the company in general meeting, by a special resolution the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed 1% of the net profits of the company, if there is a managing or whole-time director or manager.</p> <p>The commission proposed to be paid to the Non-Executive Directors as stated in the resolution and the Explanatory Statement, is within the limits of 1% of the net profits of the Company but the aggregate of the remuneration paid to Mr. Vimal Bhandari as Executive Vice-Chairman &amp; CEO and Mr. Samrat Gupta as Managing Director and the commission proposed to be paid to Non-Executive Directors shall exceed 11% of the net-profits of the Company for the financial year ended March 31, 2025 calculated in accordance with Section 198 of the Act. Accordingly, approval of the Members is also sought under Schedule V of the Act.</p>			

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Gurumurthy Ramanathan*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
2.	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	<p>The Management is always vigilant of the practices followed/to be adopted within the organisation to improve the efficiency and consequently make adequate profits. The Company constantly monitors the strategies adopted and make changes to the same, if required for the better performance of the Company and improving the efficiency. The Company expects improvement in its performance due to various assumptions including improvement in the economic situations, steps taken by the Government to improve liquidity, focus of the Company on building its SME &amp; Retail book, focus on the quality of the asset book with minimal NPAs, improvement in key processes including credit appraisals, risk mitigations, operations &amp; disbursements, automation of processes with higher usage of information technology and improving its collection efficiency.</p> <p>The Company is well poised to sustain and capture growth opportunities in its business segments within the confines of business prudence. However, it is difficult at this stage to quantify the benefits of the measures taken/ to be taken by the company to improve the overall performance.</p>			

\*Mr. Gurumurthy Ramanathan resigned with effect from July 4, 2025.

Sr. No.	Particulars	Mr. Harish Engineer^
<b>General Information</b>		
1.	Nature of industry	<p>The Company is registered with the Reserve Bank of India (RBI) as a non-banking financial Company. The Company is categorised as NBFC – Middle Layer under RBI Directions.</p> <p>The Company is a professionally managed organization part of the Kirloskar Group, primarily engaged in providing structured term financing solutions to corporates, loans to micro, small and medium enterprise (“MSME”) and personal finance loans to borrowers in India.</p> <p>The line of business under which Company operates are namely Wholesale Lending, Syndication, MSME lending and Retail Lending.</p>
2.	Date or expected date of commencement of commercial production	Since the Company is into lending activity, the date of commercial production is not applicable.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	<p><b>As on March 31, 2025:</b>  Networth: Rs. Rs1,24,554.34/- Lakhs  Total Income: Rs. 78,793.19/- Lakhs  PBT: Rs10,940.26/- Lakhs  PAT: Rs. 8,035.60/- Lakhs</p>
5.	Foreign investments or collaborations, if any.	None
<b>Information about the Director:</b>		
1.	Background details, job profile and suitability and recognition or awards	Mr. Harish Engineer has over 40 years of experience in the fields of finance and banking. Mr. Engineer was associated with HDFC Bank since 1994 in various capacities and retired on October 31,

Sr. No.	Particulars	Mr. Harish Engineer^
		<p>2013 as Executive Director on the Board of the Bank responsible for Wholesale Banking including International Banking.</p> <p>Mr. Harish Engineer holds rich experience of more than four decades in the banking &amp; finance industry, having worked in leadership roles at HDFC Bank. Prior to joining HDFC Bank, he worked with Bank of America for 26 years in various areas including operations and corporate credit management. He is on the Board of a Research &amp; Manufacturing Company, Navin Fluorine International Limited (an Arvind Mafatlal Group Company).</p> <p>Mr. Harish Engineer is a Science Graduate from Mumbai University and holds a Diploma in Business Management from Hazarimal Somani College, Mumbai.</p>
2.	Past Remuneration and Remuneration proposed	<p><b>Past Remuneration:</b>  <b>FY 2024-25:</b>  Sitting Fees: Rs. 1,95,000/-  Commission: Rs. 6,00,000 for FY2023-24 paid in FY2024-25</p> <p><b>Remuneration Proposed:</b>  Commission of Rs. 1,00,000/- for financial year 2024-25</p>
3.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The Company has on its Board of Directors very renowned professionals from the industry possessing vast experience and expertise in their respective fields. The Non-Executive Directors of the Company devote considerable time for the Company's business operations, particularly in respect of the vital business decisions and business strategy. The Company has been drawing on the professional expertise of its Non-Executive Directors and believes that they should be adequately remunerated by way of paying commission as permitted under the Companies Act, 2013 read with the rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
3.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	<p>Except to the extent of remuneration, in the form of sitting fees and commission paid/ payable and/or reimbursement of expenses, if any, Mr. Harish Engineer does not have any pecuniary relationship directly or indirectly with the company, or relation with the other key managerial personnel.</p>
<b>Other Information</b>		
1.	Reason for loss or inadequate profit	<p>The Company has not incurred loss since 1<sup>st</sup> financial year 2019-20. However, the profits for the financial year 2023-24 are inadequate pursuant to the provisions of Section 197 of the Act read with Schedule V to the Act in reference to the commission paid to the Non-Executive Directors.</p> <p>Members are further requested to note that in terms of Section 197 of the Act, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed 11% of the net profits of the company for that financial year computed in the manner laid down in section 198 of the Act. Further, in terms of second provision to Section 197(1) of the Act, except with the approval of the company in general meeting, by a special resolution the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed 1% of the net profits of the</p>

Sr. No.	Particulars	Mr. Harish Engineer <sup>^</sup>
		<p>company, if there is a managing or whole-time director or manager.</p> <p>The commission proposed to be paid to the Non-Executive Directors as stated in the resolution and the Explanatory Statement, is within the limits of 1% of the net profits of the Company but the aggregate of the remuneration paid to Mr. Vimal Bhandari as Executive Vice-Chairman &amp; CEO and Mr. Samrat Gupta as Managing Director and the commission proposed to be paid to Non-Executive Directors shall exceed 11% of the net-profits of the Company for the financial year ended March 31, 2025 calculated in accordance with Section 198 of the Act. Accordingly, approval of the Members is also sought under Schedule V of the Act.</p>
2.	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	<p>The Management is always vigilant of the practices followed/to be adopted within the organisation to improve the efficiency and consequently make adequate profits. The Company constantly monitors the strategies adopted and make changes to the same, if required for the better performance of the Company and improving the efficiency. The Company expects improvement in its performance due to various assumptions including improvement in the economic situations, steps taken by the Government to improve liquidity, focus of the Company on building its SME &amp; Retail book, focus on the quality of the asset book with minimal NPAs, improvement in key processes including credit appraisals, risk mitigations, operations &amp; disbursements, automation of processes with higher usage of information technology and improving its collection efficiency.</p>

<sup>^</sup>Mr. Harish Engineer ceased to be the Director of the Company effective June 14, 2024.