



NOTICE OF THE ELEVENTH EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the **11th Extraordinary General Meeting** of the Members of Arka Fincap Limited to be held at shorter notice on **October 22, 2024, at 05.15 p.m. at 2504, 2505, 2506, One Lodha Place, Lodha World Towers, Senapati Bapat Marg, Lower Parel, Mumbai 400013** to transact the following:

SPECIAL BUSINEES

1. Appointment of Mr. Samrat Gupta (DIN: 07071479) as the Managing 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 (i) the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”); (ii) the applicable provisions of the Articles of Association of the Company (“**AOA**”); (iii) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR**”); (iv) the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, as amended (“**RBI Directions**”) read with the circulars, notifications and guidelines issued by Reserve Bank of India; (v) Policy on Selection/“Fit & Proper” Person Criteria of the Company (“**Fit & Proper Policy**”); (vi) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; (vii) pursuant to the recommendation of Nomination and Remuneration Committee (“**NRC**”) *vide* its meeting held on October 21, 2024; (viii) approval by the Board of Directors *vide* its meeting held on October 22, 2024, and subject to the such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Members of the Company be and is hereby accorded to appoint Mr. Samrat Gupta as the Managing Director of the Company for a term of 5 (five) years with effect from October 23, 2024, liable to retire by rotation, as per the material terms and conditions mentioned below:

Sr. No.	Particulars	Details
1.	Fixed Remuneration	Rs. 5,20,00,000/- per annum The Nomination and Remuneration Committee/Board of Directors to approve any variation/revision including annual increment in the remuneration in accordance with the Company’s policy and subject to the provisions of the Act and other applicable laws.
2.	Variable Pay/Bonus	As may be approved by the Nomination and Remuneration Committee/Board of Directors in accordance with the Company’s policy and subject to the provisions of the Act and other applicable laws.
3.	Vehicle Expenses	a. The Company will bear expenses for providing one vehicle along with drivers for official use. b. The car would be owned by the Company and would be depreciated over a five-year period on an equated basis.

Arka Fincap Limited

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

Website: www.afl.arkaholdings.com | **Email:** info.afl@arkaholdings.com | **T:** 022 4047 1000 | **CIN:** U65993MH2018PLC308329

Sr. No.	Particulars	Details
		<p>c. The total cost to the Company for providing the one vehicle would be Rs. 50,00,000 (Rupees Fifty Lakh Only). The total cost for this purpose would be annual depreciation of the vehicles (equated over five years).</p> <p>d. If the limit of Rs. 50,00,000 (Rupees Fifty Lakh Only) is breached, the Managing Director will reimburse the Company, the extra expense incurred. If the total cost incurred is less than Rs. 50,00,000 (Rupees Fifty Lakh Only), the Company would pay the difference as an allowance.</p> <p>e. The vehicle would be treated as a perquisite as per the provisions of Income Tax Act, 1961 and the rules made thereunder, and taxed accordingly.</p> <p>f. The operating expenses (like petrol, repair, insurance & driver compensation) of the car would be borne by the Company at actuals.</p>
4.	Other Benefits	<p>a. The Company shall provide with all statutory benefits in accordance with the Company policies as may be determined by the Board of Directors from time to time, and such benefits shall be included in computation of the compensation to the Managing Director. The Company reserves the right to discontinue or change or modify or alter any of the benefits plans it has provided at any time on its own discretion.</p> <p>b. Suitable coverage under the Company's group term insurance policy.</p> <p>c. Mr. Samrat Gupta, his spouse and 2 dependent children will be entitled to medical coverage as per the terms of the Company's group medical insurance policy.</p> <p>d. Other benefits like reimbursements of telephone expenses and 1 club membership would be borne by the Company as per applicable policy.</p>
5.	Stock Options	<p>a. The Company has established an ESOP plan for its employees in accordance with the applicable laws.</p> <p>b. The ESOP plan is approved and administered by the Nomination & Remuneration Committee of the Board.</p> <p>c. The grant for ESOP would be made to the employees based on the policies formulated by the Board of the Company.</p> <p>d. Mr. Samrat Gupta would be granted stock options at the discretion of the Nomination & Remuneration Committee/Board of the Company.</p>
6.	Life Insurance	<p>The Company shall provide all statutory benefits in accordance with the Company policies as may be determined by the Board from time to time, and such benefits shall be included in computation of compensation of the Managing Director. The Company reserves the right to discontinue or change or modify or alter any of the benefit plans it has provided at any time on its own discretion.</p> <p>Suitable coverage under the Company's group term insurance policy.</p>
7.	Medical Insurance	<p>Mr. Samrat Gupta, his spouse and 2 dependent children will be entitled to medical coverage as per the terms of the Company's group medical insurance policy.</p>

“RESOLVED FURTHER THAT pursuant to the provisions of Section 203 of the Act, Mr. Samrat Gupta (DIN: 07071479) be and is hereby designated as the Key Managerial Personnel of the Company.”

“RESOLVED FURTHER THAT the draft of the agreement to be entered into with Mr. Samrat Gupta (DIN: 07071479) as the Managing Director of the Company, material terms of which are set out in the statement annexed to the Notice convening this Extraordinary General Meeting be and is hereby approved.”

“RESOLVED FURTHER THAT subject to the applicable provisions of the Act, SEBI LODR and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions, notifications and such other consent(s) / permission(s) / sanction(s), as may be required, where in any financial year during the currency of the tenure of Mr. Samrat Gupta, in case the Company has inadequacy of profits or loss, the remuneration/other benefits/perquisites payable to Mr. Samrat Gupta as the Managing Director and as set out in this resolution and the agreement to be entered with the Managing Director, shall be paid as minimum remuneration.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with the rules framed thereunder and Schedule V to the Act and subject to such other consent(s) / permission(s) / sanction(s), as may be required, the remuneration as stated in the resolution and the agreement to be entered into with the Managing Director shall be paid as remuneration for a period of 3 (three) years effective from October 23, 2024.”

“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.”

2. Re-designation of Mr. Vimal Bhandari as Non-Executive Non-Independent Director:

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

“RESOLVED THAT pursuant to (i) applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”) (ii) recommendation of Nomination and Remuneration Committee (“**NRC**”) *vide* its meeting held on October 21, 2024, and (iii) approval of the Board of Directors of the Company (“**Board**”) *vide* its meeting held on October 22, 2024, consent of the Members of the Company be and is hereby accorded for the re-designation of Mr. Vimal Bhandari from his existing role of Executive Vice Chairman and CEO of the Company designated as Whole-Time Director to Non-Executive, Non-Independent Director of the Company with effect from October 23, 2024 till March 31, 2025 or a further period of 6 (six) months, as may be mutually agreed between the Company and Mr. Vimal Bhandari.”

“RESOLVED FURTHER THAT Mr. Vimal Bhandari shall continue to be paid the sitting fees as a Non-Executive Non-Independent Director, as may be approved by the Board, from time to time.”

“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.”

3. Variation in Vesting and exercise of options granted to Mr. Vimal Bhandari:

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) Section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and any other relevant provisions of the Companies Act, 2013, as well as applicable laws and regulations (including any statutory amendments, modifications, or re-enactments in force at the time), (ii) the Memorandum and Articles of Association of the Company, as amended or modified from time to time, (iii) powers conferred on the Nomination and Remuneration Committee (“Committee”) and the Board of Directors of the Company (“Board”), as the case maybe, under Clause 7.2(b) and Clause 12 of the ESOP Policy of the Company, (iv) pursuant to the recommendation of the Committee in its meeting held on October 21, 2024, and (v) pursuant to the recommendation of the Board in its meeting held on October 22, 2024, and subject to all necessary approvals, permissions, and sanctions as may be required under law, consent of the Members of the Company be and is hereby accorded to permit the vesting of 15,00,000 unvested Options of Mr. Vimal Bhandari as on October 22, 2024, and Mr. Vimal Bhandari be permitted to exercise 1,75,00,000 vested Options by or before March 31, 2029, subject to his adherence with the terms agreed between him and the Company in this regard.”

“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.”

4. Appointment of Mr. Nasser Mukhtar Munjee (DIN: 00010180) as an Independent Director and continuation of directorship on attaining age of 75 years:

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. Nasser Mukhtar Munjee (DIN:00010180); (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 October 21, 2024, (ix) pursuant to the recommendation of the Board of Directors of the Company (“**Board**”) in its meeting held on October 22, 2024 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. Nasser Mukhtar Munjee (DIN: 00010180) as an Independent Director of the Company for a term of five (5) consecutive years effective from October 23, 2024 till October 22, 2029.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI LODR, the applicable provisions, if any, of the Act and the applicable rules made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), on the recommendation of NRC and the Board, consent of the Members of the Company be and is hereby accorded for the continuation of directorship of Mr. Nasser Mukhtar



Munjee (DIN: 00010180), who will attain the age of 75 years, during his term as a Non-Executive Independent Director, till the expiry of his original term i.e., October 22, 2029.”

“**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**

A handwritten signature in blue ink, appearing to read "Niki Mehta", written over a thin blue horizontal line.

**Niki Mehta
Company Secretary
Membership No. A472986**

Registered Office:

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

Date : October 22, 2024

Place : Mumbai

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standards”) in respect of the business as set out in the Notice convening 11th Extraordinary General Meeting of the Company (“EGM Notice”) is annexed hereto and forms part of the EGM Notice.
2. 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.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. Pursuant to the provisions of the Act and the Rules made thereunder, a person can act as proxy on behalf of the members not exceeding 50 (fifty) in number and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Proxies submitted on behalf of the companies, must be supported by an appropriate resolution/authority, as applicable. A member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member
5. In pursuance of Section 113 of the Act, Corporate members intending to appoint their authorized representatives to attend and to vote at the EGM are requested to send a certified true copy (PDF Format) of their Board/Governing Body Resolution/Authorization to the Company. The said resolution/authorization can be sent to the Company at e-mail: arkasecretarialandcompliance@arkafincap.com
6. Proxy shall not vote, except on a Poll.
7. All the relevant documents referred to in EGM Notice and the Explanatory and such statutory records and registers will be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and during the continuance of EGM. The Members can send a request to the Company at arkasecretarialandcompliance@arkafincap.com to inspect the same.
8. Member/Proxy, desirous of attending the Meeting, must bring the Attendance Slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the entrance of venue of the meeting.
9. The relevant details as required under Clause 1.2.5 of secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in respect of the persons seeking appointment/re-appointment as director is given in the annexure forming part of this EGM Notice.
10. Members are requested to note that they may write their queries in respect of the resolutions set out in the EGM Notice at arkasecretarialandcompliance@arkafincap.com.
11. The route map showing directions to reach the venue of the EGM forms part of this EGM Notice.



ANNEXURE TO NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND OTHER RELEVANT PROVISION(S) OF THE COMPANIES ACT, 2013, 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

Item No. 1

The Members are requested to note that Mr. Vimal Bhandari had been appointed as the Executive Vice Chairman and CEO of the Company for a term of 5 (five) years, beginning on November 1, 2018. His tenure concluded on October 31, 2023, following which he was re-appointed as Executive Vice Chairman and CEO, designated as a Whole-Time Director, for another term of 5 (five) years starting from November 1, 2023. Currently, Mr. Bhandari held the position of Executive Vice Chairman and CEO in the Company. However, he had expressed his intention of superannuation in due course and consequently to step down from his executive responsibilities in the Company.

The Members are further requested to note that the Board of Directors of the Company (“**Board**”) are of the view that in view of the growth and business needs of the Company, it is pertinent to appoint a Managing Director of the Company. In this regard, the Company has identified Mr. Samrat Gupta as a suitable candidate for the role.

Mr. Samrat Gupta brings over 25 (twenty-five) years of hands-on execution experience in driving profitable growth, corporate transformation and change management through both organic and inorganic expansion. Mr. Gupta joined Tata Motors Finance Ltd. (TMFL) in the year 2014 as the Chief Financial Officer (CFO) and was elevated to the position of Chief Executive Officer (CEO) in the year 2017. He was focused on creating shareholder value by running organisation-wide initiatives that lead to improvement in customer satisfaction, enhance employee engagement, and generate healthy cash-flows. Prior to joining TMFL, Mr. Gupta was associated with several prominent organizations, including Tata Group companies and other multinational corporations. As an investment banker, he has worked on global assignments related to cross-border acquisitions, private equity, and start-up venture fund raising, pricing and large contract negotiations, offshore and onshore infrastructure facility and resource augmentation, devising and implementing human capital strategies, leadership development and succession planning, equity & debt financing, balance sheet restructuring, and buy back and capital reduction programs. Mr. Samrat Gupta holds a commerce degree from St. Xavier’s College, Calcutta University, and an MBA from Manchester Business School, UK, with a specialization in International Financial Management and Mergers & Acquisitions.

Members are requested to note that the Company has received consent in writing from Mr. Gupta to be appointed as Managing Director and various declaration(s)/confirmation(s)/undertakings inter alia stating that he satisfies all the conditions for appointment as a Managing Director as set out in Section 196(3) and Part-I of Schedule V to the Companies Act, 2013 (“**the Act**”) and that he is not disqualified from being appointed in terms Section 164 and other provisions of the Act, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“**RBI Directions**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“**SEBI LODR**”).

Considering the diverse industry experience including in the financial services sector of Mr. Samrat Gupta, the Board at its meeting held on October 22, 2024, on recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Samrat Gupta as the Managing Director of the Company on the terms and conditions including remuneration as set out in the MD agreement to be entered into between the Company and Mr. Samrat Gupta, material terms of which are mentioned below, subject to the approval of the shareholders of the Company:

Sr. No.	Particulars	Details
1.	Term	Mr. Samrat Gupta shall hold office for a term of 5 years effective from October 23, 2024, till October 22, 2029, liable to retire by rotation
2.	Fixed Remuneration	Rs. 5,20,00,000/- per annum The Nomination and Remuneration Committee/Board of Directors to approve any variation/revision including annual increment in the remuneration in accordance with the Company's policy and subject to the provisions of the Act and other applicable laws.
3.	Variable Pay/Bonus	As may be approved by the Nomination and Remuneration Committee/Board of Directors in accordance with the Company's policy and subject to the provisions of the Act and other applicable laws.
4.	Vehicle Expenses	<p>a. The Company will bear expenses for providing one vehicle along with drivers for official use.</p> <p>b. The car would be owned by the Company and would be depreciated over a five-year period on an equated basis.</p> <p>c. The total cost to the Company for providing the one vehicle would be Rs. 50,00,000 (Rupees Fifty Lakh Only). The total cost for this purpose would be annual depreciation of the vehicles (equated over five years).</p> <p>d. If the limit of Rs. 50,00,000 (Rupees Fifty Lakh Only) is breached, the Managing Director will reimburse the Company, the extra expense incurred. If the total cost incurred is less than Rs. 50,00,000 (Rupees Fifty Lakh Only), the Company would pay the difference as an allowance.</p> <p>e. The vehicle would be treated as a perquisite as per the provisions of Income Tax Act, 1961 and the rules made thereunder, and taxed accordingly.</p> <p>f. The operating expenses (like petrol, repair, insurance & driver compensation) of the car would be borne by the Company at actuals.</p>
5.	Other Benefits	<p>a. The Company shall provide with all statutory benefits in accordance with the Company policies as may be determined by the Board of Directors from time to time, and such benefits shall be included in computation of the compensation to the Managing Director. The Company reserves the right to discontinue or change or modify or alter any of the benefits plans it has provided at any time on its own discretion.</p> <p>b. Suitable coverage under the Company's group term insurance policy.</p> <p>c. Mr. Samrat Gupta, his spouse and 2 dependent children will be entitled to medical coverage as per the terms of the Company's group medical insurance policy.</p> <p>d. Other benefits like reimbursements of telephone expenses and 1 club membership would be borne by the Company as per applicable policy.</p>
6.	Stock Options	<p>a. The Company has established an ESOP plan for its employees in accordance with the applicable laws.</p> <p>b. The ESOP plan is approved and administered by the Nomination & Remuneration Committee of the Board.</p> <p>c. The grant for ESOP would be made to the employees based on the policies formulated by the Board of the Company.</p> <p>a. Mr. Samrat Gupta would be granted stock options at the discretion of the Nomination & Remuneration Committee/Board of the Company.</p>
7.	Life Insurance	<p>The Company shall provide all statutory benefits in accordance with the Company policies as may be determined by the Board from time to time, and such benefits shall be included in computation of compensation of the Managing Director. The Company reserves the right to discontinue or change or modify or alter any of the benefit plans it has provided at any time on its own discretion.</p> <p>Suitable coverage under the Company's group term insurance policy.</p>

Sr. No.	Particulars	Details
8.	Medical Insurance	Mr. Samrat Gupta, his spouse and 2 dependent children will be entitled to medical coverage as per the terms of the Company's group medical insurance policy.

The draft of the MD Agreement to be executed between the Company and Mr. Samrat Gupta containing the terms and conditions of appointment including remuneration is available for inspection by the Members of the Company during normal business hours on any working day and during the continuance of EGM. The Members can send a request to the Company at arkasecretarialandcompliance@arkaholdings.com to inspect the same.

Disclosure(s)/information as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are set out in the **Annexure A** to the Notice convening this EGM.

Members are requested to note that pursuant to Section 178 of the Act, SEBI LODR and RBI Directions, the Nomination and Remuneration Committee evaluated the fit & proper criteria of Mr. Gupta and recommended the appointment of Mr. Gupta as Managing Director of the Company to the Board for their approval. In terms of Section 203 of the Act, Mr. Gupta is designated as Key Managerial Person of the Company. Further Mr. Gupta is not related to any Director or Key Managerial Personnel of the Company.

Members are further requested to note that in terms of Section 196, Section 197, Section 198 of the Act read with Schedule V to the Act, in case of absence or inadequacy of profits in any financial year, the remuneration/other benefits/perquisites payable to Mr. Samrat Gupta as a Managing Director as stated in the MD Agreement to be entered into between the Company and Mr. Samrat Gupta and as stated in the resolution, shall be paid as minimum remuneration, subject to the provisions of the Act read with the rules framed thereunder and Schedule V to the Act.

Further, in terms of Section 197, Section 198 read with Schedule V to the Act, if in any financial year, a company has no profits or its profits are inadequate, the company can pay to its directors, including any managing or wholtime director or manager, or any other non-executive director, including an independent director by way of remuneration in accordance with the provisions of Schedule V of the Act. Accordingly, the Board, on recommendation of the Nomination & Remuneration Committee, approved the remuneration to be paid to Mr. Samrat Gupta as Managing Director as stated above and in the MD Agreement for a period of 3 years, subject to the approval of the shareholders of the Company and pursuant to the provisions of Schedule V to the Act.

The information in terms of para (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Act, is as detailed below:

Sr. No.	Particulars	Details
General Information		
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, real estate and urban infra financing, loans to micro, small and medium enterprise (“MSME”) and personal finance loans to borrowers in India.</p>

Sr. No.	Particulars	Details
		The Company operate four principal lines of business, namely corporate lending, real estate and urban infra financing, MSME lending and personal lending.
2.	Date or expected date of commencement of commercial production	The Company made first disbursement in the space of Wholesale Lending in the year 2019. Further, in the year 2020, the Company first disbursed in the space of SME & Retail Lending.
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	As on March 31, 2024: Networth: Rs. Rs. 1,17,489.03/- Lakhs Total Income: Rs. 57,078.73/- Lakhs PBT: Rs. 9,379.21/- Lakhs PAT: Rs. Rs. 6,923.08/- Lakhs
5.	Foreign investments or collaborations, if any.	None
Information about the appointee: Mr. Samrat Gupta		
1.	Background details, job profile and suitability and recognition or awards	<p>Mr. Gupta brings over 25 (twenty-five) years of hands-on execution experience in driving profitable growth, corporate transformation, and change management through both organic and inorganic expansion. Mr. Gupta joined Tata Motors Finance Ltd. (TMFL) in the year 2014 as the Chief Financial Officer (CFO) and was elevated to the position of Chief Executive Officer (CEO) in the year 2017. He was also focused on creating shareholder value by running organisation wide initiatives that lead to improvement in customer satisfaction, enhance employee engagement, and generate healthy cash-flows. Prior to joining TMFL, Mr. Gupta held roles with several prominent organizations, including Tata Group companies and other multinational corporations. As an investment banker, he has worked on global assignments related to cross-border acquisitions, private equity, and start-up venture fund raising, pricing and large contract negotiations, offshore and onshore infrastructure facility and resource augmentation, devising and implementing human capital strategies, leadership development and succession planning, equity & debt financing, balance sheet restructuring, and buy back and capital reduction programs. He holds a commerce degree from St. Xavier's College, Calcutta University, and an MBA from Manchester Business School, UK, with a specialization in International Financial Management and Mergers & Acquisitions.</p> <p>In the views of Board of Directors, considering the diverse industry experience/expertise of Mr. Samrat Gupta including in the financial services sector, he is suitable for the position of Managing Director of the Company.</p> <p>Subject to the superintendence, control and direction of the Board of Directors of the Company, Mr. Samrat Gupta shall exercise and</p>

Sr. No.	Particulars	Details
		perform such powers and duties as the Board of Directors of the Company may from time to time determine.
2.	Past Remuneration and Remuneration proposed	<p>Past Remuneration: NA</p> <p>Remuneration Proposed: As mentioned in the resolution and the explanatory statement annexed to this Notice.</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)	Considering the size of the Company, experience of Mr. Gupta in concluding and implementing strategic business deals, the relevance of experience and expertise in the financial services industry, the remuneration of Mr. Samrat Gupta is commensurate with the general industry standards.
5.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Except to the extent of remuneration to be paid, Mr. Samrat Gupta does not have any pecuniary relationship directly or indirectly with the company, or relation with the other key managerial personnel.

Other Information

1.	Reason for loss or inadequate profit	<p>The Company has not incurred loss since 1st 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 remuneration proposed to be paid to Mr. Samrat Gupta.</p> <p>Considering the challenges faced by the NBFC industry to source liabilities coupled with the challenges due to the volatility in the market and cost of funds, various regulatory changes especially changes brought by Reserve Bank of India, high risk cost due to higher delinquency in the business coupled with various other macro-economic factors, the Company may not be able to make adequate profits in ref pursuant to the provisions of Section 197 of the Act read with Schedule V to the Act in reference to the managerial remuneration and accordingly this resolution is proposed to be passed as enabling resolution in case of loss or inadequacy of profits, if any in future as well till approval is valid.</p>
2.	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	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 & Retail book, focus on the

Sr. No.	Particulars	Details
		<p>quality of the asset book with minimal NPAs, improvement in key processes including credit appraisals, risk mitigations, operations & 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>

In compliance with the provisions of Section 196, Section 197, Section 198, Section 203 and other applicable provisions of the Act read with the rules framed thereunder and Schedule V to the Act and in terms of the applicable provisions of the SEBI LODR, each as amended, the Board recommends appointment of Mr. Samrat Gupta as Managing Director, liable to retire by rotation, for a term of 5 years commencing from October 23, 2024, and is now being placed before the Members for their approval by way of a Special Resolution at this EGM.

Except for Mr. Samrat Gupta and his 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. 1 of the EGM Notice.

Item No. 2:

Re-designation of Mr. Vimal Bhandari (DIN: 00001318) as a Non-Executive Non-Independent Director.

The Members are requested to note that Mr. Vimal Bhandari had been appointed as the Executive Vice Chairman and CEO of the Company for a term of 5 (five) years, beginning on November 1, 2018. His tenure concluded on October 31, 2023, following which he was re-appointed as Executive Vice Chairman and CEO, designated as a Whole-Time Director, for another term of 5 (five) years starting from November 1, 2023. Currently, Mr. Bhandari held the position of Executive Vice Chairman and CEO in the Company. However, he had expressed his intention of superannuation in due course and consequently to step down from his executive responsibilities in the Company.

Over the past years, Mr. Vimal Bhandari has been instrumental in the growth of the Company and has demonstrated exemplary leadership, strategic vision and unparalleled dedication to the growth and success of the organization. Under his guidance, the Company has achieved remarkable milestones and consistently delivered outstanding financial performance. To facilitate the transition of role, he will continue to be a director on the Board in a non-executive capacity till March 31, 2025, or for a further period of 6 (six) months as may be mutually agreed between the Company and Mr. Vimal Bhandari.

Considering the same the Board of Directors of the Company, on recommendation of Nomination & Remuneration Committee and subject to the approval of the shareholders of the Company, at its meeting held on October 22, 2024, approved re-designation of Mr. Vimal Bhandari as Non-Executive Non-Independent Director of the Company till March 31, 2025 or for a further period of 6 (six) months as maybe mutually agreed between the Company and Mr. Vimal Bhandari.

Disclosure(s)/information as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are set out in the **Annexure A** to the Notice convening this EGM.



The Board recommends re-designation of Mr. Vimal Bhandari as Non-Executive Non-Independent Director of the Company till March 31, 2025, or for a further period of 6 (six) months as maybe mutually agreed between the Company and Mr. Vimal Bhandari and is being placed before the Members for their approval by way of an Ordinary Resolution at this EGM.

Except for Mr. Bhandari and his 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. 2 of the EGM Notice.

Item No. 3:

Variation in Vesting and exercise of options granted to Mr. Vimal Bhandari

Mr. Vimal Bhandari was offered a total of 1,75,00,000 stock options (“**Options**”) under the terms of the offer letters dated May 6, 2019, and July 18, 2022, out of which 1,60,00,000 are already vested and 15,00,000 are unvested.

Since Mr. Bhandari is the founding CEO of the Company, under the release letter to be entered between the Company and Mr. Vimal Bhandari (“**Release Letter**”) setting out the terms of his full and final settlement towards his employment with the Company and transition of his executive role to a non-executive role, as an exception, the Company has agreed that subject to and upon receipt of necessary approvals of the Board of Directors of the Company, Nomination and Remuneration Committee (“**Committee**”) and the Members, in accordance with law, all the aforesaid 15,00,000 unvested Options of Mr. Vimal Bhandari shall vest in him as on October 22, 2024. Thereafter, he will be entitled to exercise all the 1,75,00,000 vested Options by or before March 31, 2029, subject to his adherence with the terms set out in the Release Letter.

The Members are requested to note that as per Clause 7.2 (b) and Clause 12 of the Company’s ESOP Policy, 2019 (“**ESOP Policy**”), prior approval of the Committee and the Board of Directors is required to permit vesting of Mr. Vimal Bhandari’s unvested Options as aforesaid and permitting him to exercise the same by or before March 31, 2029, subject to his adherence to the terms of the Release Letter. Accordingly, the same has been recommended and approved by the Committee in their meeting held on October 21, 2024, and approved by the Board of Directors in their meeting held on October 22, 2024.

The Board recommends vesting of 15,00,000 unvested Options on October 22, 2024, and exercise of 1,75,00,000 Options vested in Mr. Vimal Bhandari by or before March 31, 2029, and is being placed before the Members for their approval by way of Special Resolution at this EGM.

Except for Mr. Vimal Bhandari and his 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. 3 of the EGM Notice.

Item No. 4:

Appointment of Mr. Nasser Mukhtar Munjee (DIN: 00010180) as an Independent Director and continuation of directorship on attaining age of 75 years.

In order to further strengthen the composition of the Board of Directors (“**the Board**”) and to augment its skill sets, the Board considered it prudent to induct an independent director on the Board of the Company. Considering (i) the experience, professional expertise and qualifications of Mr. Nasser Mukhtar Munjee (DIN: 00010180); (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 Nomination and Remuneration Committee recommended the appointment of Mr. Nasser Mukhtar Munjee (DIN: 00010180) as an Additional Independent Director of the Company for a term of 5 consecutive years commencing from October 23, 2024 till October 22, 2029.

On the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on October 22, 2024 appointed Mr. Nasser Mukhtar Munjee (DIN: 00010180) as an Additional Director to hold office upto the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier and as an Independent Director, subject to the approval of the shareholders of the Company.

Members are requested to note the brief profile of Mr. Nasser Mukhtar Munjee, as detailed below:

Mr. Nasser Munjee has served with HDFC for over 20 (twenty) years at various positions including as its Executive Director. He 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 and held the position till August 2021. He is also on the Board of various Multinational Companies and Trusts. Mr. Munjee has 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 as the 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.

The additional information/disclosure as required under Secretarial Standards on General Meetings including brief profile of Mr. Nasser Mukhtarr Munjee (DIN: 00010180) is annexed as **Annexure A** to this EGM Notice.

Mr. Nasser Mukhtar Munjee (DIN: 00010180) will attain the age of 75 years during continuance of his first term as a Non-Executive Independent Director in the Company. Accordingly, on recommendation of the Nomination and Remuneration and considering Mr. Munjee's seniority, vast and rich expertise and experience, the Board of the Company, subject to the approval of the shareholders of the Company, approved continuation of directorship of Mr. Nasser Mukhtar Munjee (DIN: 00010180) as Non-Executive Independent Director of the Company who will attain the age of 75 years, during his term as a Non-Executive Independent Director, till the expiry of his original term i.e., October 22, 2029.”

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. Nasser Mukhtar Munjee (DIN: 00010180) as a Director of the Company.

Mr. Nasser Mukhtar Munjee (DIN: 00010180) 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. Nasser Mukhtar Munjee (DIN: 00010180) 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. Nasser Mukhtar Munjee. Basis the declarations/documents/confirmations furnished by Mr. Nasser Mukhtar Munjee, the Board are 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. Nasser Mukhtar Munjee is independent of the management of the Company. Considering Mr. Munjee'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.

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. Nasser Mukhtar Munjee as an Independent Director, is available for inspection by the Members of the Company during normal business hours on any working day and during the continuance of EGM. The Members can send a request to the Company at arkasecretarialandcompliance@arkafincap.com to inspect the same.

Mr. Nasser Mukhtar Munjee (DIN: 00010180) is not related to any Director or Key Managerial Personnel of the Company.

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. Nasser Mukhtar Munjee (DIN: 00010180) 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. Further, in terms of Regulation 25(2A) of SEBI LODR, the appointment of Mr. Nasser Mukhtar Munjee is subject to the approval of the shareholders of the Company by way of Special Resolution.

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. Nasser Mukhtar Munjee as an Independent Director of the Company, not liable to retire by rotation, for a term of 5(five) consecutive years commencing from October 23, 2024 upto October 22, 2029 and continuation of directorship of Mr. Nasser Mukhtar Munjee (DIN: 00010180) as Non-Executive Independent Director of the Company who will attain the age of 75 years, during his term as a Non-Executive Independent Director, till the expiry of his original term i.e., October 22, 2029, is being placed before the Members for their approval by way of a Special Resolution at this EGM.

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

Except for Mr. Nasser Mukhtar Munjee (DIN: 00010180) 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. 4 of the EGM Notice.

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

**Niki Mehta
Company Secretary
Membership No. A472986**

Registered Office:

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

Date : October 22, 2024

Place : Mumbai

ANNEXURE A

PURSUANT TO THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS, BRIEF RESUME AND OTHER DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THIS EXTRAORDINARY GENERAL MEETING IS FURNISHED BELOW:

Particulars	Mr. Samrat Gupta (DIN: 07071479)	Mr. Nasser Mukhtar Munjee (DIN: 00010180)
Date of Birth	16 th July, 1973	18 th November, 1952
Qualification	Master's degree Business Administration from Manchester Business School, UK with specialisation in International Financial Management and M&A, 1997 Bachelor's degree in commerce from St. Xavier's College, Calcutta University in 1995	Master's degree in Economics from the London School of Economics
Date of first appointment	October 23, 2024	October 23, 2024
Brief Profile including qualification and experience	Mr. Samrat Gupta brings over 25 (twenty-five) years of hands-on execution experience in driving profitable growth, corporate transformation, and change management through both organic and inorganic expansion. Mr. Gupta joined Tata Motors Finance Ltd. (TMFL) in the year 2014 as the Chief Financial Officer (CFO) and was elevated to the position of Chief Executive Officer (CEO) in the year 2017. During his tenure as the CFO, one of his notable accomplishments was undertaking the financial restructuring of the company under the Project Phoenix banner. He was also focused on creating shareholder value by running organisation wide initiatives that lead to improvement in customer satisfaction, enhance employee engagement, and generate healthy cash-flows. Prior to joining TMFL, Mr. Gupta held roles with several prominent organizations, including Tata Group companies and other multinational corporations. As an investment banker, he has worked on global assignments related to cross-border acquisitions, private equity, and start-up venture fund raising, pricing and large contract negotiations, offshore and onshore infrastructure facility and resource augmentation, devising and implementing human capital strategies, leadership development and succession planning, equity & debt financing, balance sheet restructuring, and buy back and capital reduction programs.	Mr. Nasser Munjee served with HDFC for over 20 years at various positions including as its Executive Director. He 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 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.

Particulars	Mr. Samrat Gupta (DIN: 07071479)	Mr. Nasser Mukhtar Munjee (DIN: 00010180)
	<p>He holds a commerce degree from St. Xavier's College, Calcutta University, and an MBA from Manchester Business School, UK, with a specialization in International Financial Management and Mergers & Acquisitions.</p> <p>Brief Profile of Mr. Samrat Gupta is as mentioned in the Annexure to this Notice convening EGM.</p>	
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA	None
Expertise in specific functional areas		
Shares held in the Company	Nil	Nil
Directorships held in other companies	None	<ol style="list-style-type: none"> 1. The Indian Hotels Company Limited 2. Tata Motors Finance Limited (Formerly Tata Motors Finance Solutions Limited) 3. TMF Holdings Limited 4. DCB Bank Limited 5. Allied Blenders and Distillers Limited 6. TMF Business Services Limited (Formerly Tata Motors Finance Limited) 7. MMTC- PAMP India Private Limited
Memberships/ Chairmanship of Committees in other companies	None	None
Details of last remuneration drawn	NA	NA
Remuneration sought to be paid	As mentioned in the explanatory statement annexed to this EGM Notice	Sitting Fees and Commission (if any)
Terms and conditions of appointment	As mentioned in the explanatory statement annexed to this EGM Notice	Appointment as an Independent Director of the Company for a term of 5(five) consecutive years commencing from October 23, 2024 till October 22, 2029. Terms and conditions of appointment shall be as per draft letter for the

Particulars	Mr. Samrat Gupta (DIN: 07071479)	Mr. Nasser Mukhtar Munjee (DIN: 00010180)
		appointment made available for inspection.
No. of Board Meetings attended during the year (2024-25)	Nil	Nil



Arka Fincap Limited

Registered and Corporate Office:

2504, 2505, 2506, One Lodha Place, Lodha World Towers,

Senapati Bapat Marg, Lower Parel, Mumbai 400013

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

CIN: U65993MH2018PLC308329

PROXY FORM

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

CIN	:	U65993MH2018PLC308329		
Name of the Company	:	Arka Fincap Limited		
Registered Office	:	2504, 2505, 2506, One Lodha Place, Lodha World Towers, Senapati Bapat Marg, Lower Parel, Mumbai 400013		
Name of the Member(s)	:			
Registered Address	:			
E-mail Id	:			
Folio No. / Client ID	:		DP ID	
I/We being the member(s) of _____ shares of the above named Company, hereby appoint:				
1	Name			
	Address			
	E-mail Id	Signature		
	Or failing him			
2	Name			
	Address			
	E-mail ID	Signature		
	Or failing him			
3	Name			
	Address	Signature		
	E-mail ID			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Extraordinary General Meeting of the Company to be held on Tuesday, October 22, 2024 at 05.15 p.m. at Registered Office of the Company at 2504, 2505, 2506, One Lodha Place, Lodha World Towers, Senapati Bapat Marg, Lower Parel, Mumbai 400013 and at any adjournment thereof in respect of such resolutions as are indicted below:

Sr. No	RESOLUTIONS
1.	Appointment of Mr. Samrat Gupta (DIN: 07071479) as the Managing Director
2.	Re-designation of Mr. Vimal Bhandari (DIN: 00001318) as a non-executive non-independent director
3.	Variation in Vesting and exercise of options granted to Mr. Vimal Bhandari
4.	Appointment of Mr. Nasser Mukhtar Munjee (DIN: 00010180) as an Independent Director and continuation of directorship on attaining age of 75 years.

Signed this _____, 2024

Signature of the Shareholder: _____

Affix
Revenue
Stamp



Signature of Proxy holder(s) : _____

Notes:

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



Arka Fincap Limited

Registered and Corporate Office:

2504, 2505, 2506, One Lodha Place, Lodha World Towers,

Senapati Bapat Marg, Lower Parel, Mumbai 400013

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

CIN: U65993MH2018PLC308329

Attendance Slip

(To be handed over at the entrance of the venue)

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

I hereby record my presence at the 11th Extraordinary General Meeting of Arka Fincap Limited at Registered Office of the Company at 2504, 2505, 2506, One Lodha Place, Lodha World Towers, Senapati Bapat Marg, Lower Parel, Mumbai 400013 on Tuesday, October 22, 2024 at 05.15 p.m.

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Member's/ Proxy's Signature _____

