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NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Eighth Annual General Meeting** of the Members of Arka Fincap Limited is scheduled to be held at shorter notice on August 6, 2026, at 5.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") 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, 2026.

2) To appoint a director in place of Mr. Samrat Gupta (DIN: 07071479), who retires by rotation and, being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3) **Issuance 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** pursuant to the (i) provisions of Sections 42, 71, 179, 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) Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025 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 Directions**"); (iii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended ("**SEBI NCS Regulations**"), the 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 approval(s) / consent(s) / permission(s) / sanction(s), as my be required, the approval 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 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 (excluding subordinated listed unsecured Non-Convertible Perpetual Debentures) ("**NCDs**") 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 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."

Arka Fincap Limited
Registered Address: 2504, One Lodha Place, S.B. Marg, Lower Parel, Mumbai - 400013
Website: www.arkafincap.com | **Email:** info.afl@arkafincap.com | **T:** 022 4047 1000 | **CIN:** U65993MH2018PLC308329

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"RESOLVED FURTHER THAT the Board 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 limi ted 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) Payment of Commission to Non-Executive Directors of the Company for the financial year 2025-26

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 2025-2026, as mentioned below, subject to deduction of appropriate taxes:

Sr. No.	Name of the Director	Amount (in Rs.)
1.	Mr. Nasser Munjee	30,00,000
2.	Ms. Gauri Kirloskar	20,00,000
3.	Mr. Aman Kirloskar	5,00,000
4.	Mr. Sivanandhan Dhanushkodi	5,00,000
5.	Mr. Vijay Chugh	5,00,000
6.	Mr. Yogesh Kapur	20,00,000
7.	Mr. Hoshang Sinor	10,00,000
8.	Mr. Rahul Narain Bhagat	10,00,000
9.	Mr. Srikumar Vijayasekharan	5,00,000
	Total	**1,10,00,000**

"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 limi ted 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 : June 29, 2026
Place : Mumbai

ARKA FINCAP LIMITED

Arka Fincap Limited
Registered Address: 2504, One Lodha Place, S.B. Marg, Lower Parel, Mumbai - 400013
Website: www.arkafincap.com | **Email:** info.afl@arkafincap.com | **T:** 022 4047 1000 | **CIN:** U65993MH2018PLC308329

A Kirloskar Group Company

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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 8th Annual General Meeting of the Company ("**AGM Notice**") is annexed hereto and forms part of the AGM Notice.

2. In accordance with 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, General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 03/2025 on September 22, 2025 (collectively referred to as "**MCA Circulars**") the 8th Annual General Meeting ("AGM") of the members of the Company will be held through VC/OAVM only.

3. The electronic copies of the Annual Report for Financial Year ("F.Y.") 2025-26 and this AGM Notice, are being sent by e-mail to those Members 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. MUFG Intime India Private Limited (previously known as "Link Intime India Private Limited") or with Depository Participants ("DPs").

   A letter providing the web link for accessing the Annual Report, including the exact path, will be sent to those members who have not registered their email address with the Company or RTA or DP. Members may note that the Notice and Annual Report for FY 2025-26 will also be available on the Company's website https://www.arkafincap.com/investors#Annual-Reports and on the website of BSE Limited at www.bseindia.com.

4. Pursuant to the MCA Circulars and in compliance with the applicable provisions of the Act, since this 8th AGM is being held through VC/OAVM, 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. Only a Member of the Company will be entitled to attend and vote at the AGM of the Company which will be held through VC or OAVM and no Member will be entitled to appoint a proxy to attend and vote instead of himself/herself.

6. In pursuance of Section 113 of the Act, Corporate members intending to appoint their authorized representatives to attend and to vote at the AGM are requested to send a certified true copy (PDF Format) of their Board/Governing Body Resolution/Authorization to the Company. The said resolution/authorization can be sent to the Company at e-mail: arkasecretarialandcompliance@arkafincap.com

7. 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.

8. 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.

9. Electronic copy of 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

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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 at arkasecretarialandcompliance@fincap.com to inspect the same.

10. Since the AGM is being held through VC/OAVM, the Route Map is not annexed in this Notice.

11. 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.

12. Since, the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. 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.

13. 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.

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 8TH 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

Item No. 3:

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 7th Annual General Meeting held on August 6, 2025, 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 August 6, 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 will expire on August 5, 2026.

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, 2026, subject to the approval of the shareholders of the Company, accorded its approval to create/invite/issue/offer/allot up to such number of non-convertible debentures (excluding subordinated listed unsecured Non-Convertible Perpetual Debentures) ("**NCDs**") 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 at this 8th ensuing 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.

Members are hereby informed that 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.

Members at their Extraordinary General Meeting held on May 21, 2026 accorded its approval to the Board of Directors for issuance of Subordinated Listed Unsecured Non-Convertible Perpetual Debentures ("**Perpetual NCDs**") upto an aggregate amount of Rs. 300 Crore (Rupees Three Hundred Crore), in one or more tranches within the overall borrowing limits approved by the Members of the Company pursuant to Section 180(1)(c) of the Act.

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	Not Applicable. The Board of Directors of the Company at its meeting held on April 30, 2026, subject to the approval of the shareholders of the Company, accorded its approval to create/invite/issue/offer/allot up to such number of non-convertible debentures (excluding subordinated listed unsecured Non-Convertible Perpetual Debentures) ("NCDs") 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 at this 8th ensuing 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. 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 NCDs, from time to time, for the period of 1(one) year from the date hereof and accordingly this question is not applicable at present. 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;
b)	Kinds of securities offered and price at which security is being offered	This special resolution is restricted to the issuance of NCDs (excluding subordinated listed unsecured Non-Convertible Perpetual Debentures) on private placement basis, 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:	Not Applicable. 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. 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.

The Board of Directors recommends the resolution set out at Item No. 3 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. 3 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. 4:

The Company has on its Board of Directors (**"the Board"**) eminent professionals possessing extensive experience, expertise and knowledge in their respective fields. These Non-Executive Directors (**"NEDs"**) of the Company actively contribute to the governance and strategic direction of the Company and devote considerable time and attention to matters relating to the Company's business, operations, growth initiatives and long-term strategy. The Company has been drawing on the professional expertise of its NEDs 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"**).

Considering financial performance of the Company for the financial year 2025-26 and considering the significant contributions made by the NEDs towards the Company's growth and governance, on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on June 29, 2026, subject to the approval of the shareholders of the Company, accorded its approval for payment of commission to the NEDs of the Company for FY 2025-2026, as detailed below

Sr. No.	Name of the Director	Amount (in Rs.)
1.	Mr. Nasser Munjee	30,00,000
2.	Ms. Gauri Kirloskar	20,00,000
3.	Mr. Aman Kirloskar	5,00,000
4.	Mr. Sivanandhan Dhanushkodi	5,00,000
5.	Mr. Vijay Chugh	5,00,000

6.	Mr. Yogesh Kapur	20,00,000
7.	Mr. Hoshang Sinor	10,00,000
8.	Mr. Rahul Narain Bhagat	10,00,000
9.	Mr. Srikumar Vijayasekharan	5,00,000
	Total	**1,10,00,000**

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 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.

Members are further requested to note that the proposed commission amount exceeds the limits prescribed under the Act read with Schedule V to the Act. Accordingly, payment of commission to the Non-Executive Directors requires approval of the shareholders of the Company

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

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 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. 4 of the Notice.

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

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 : June 29, 2026
Place : Mumbai

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ANNEXURE A

ADDITIONAL INFORMATION PURSUANT TO CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETING (SS2) - (INFORMATION AS ON MARCH 31, 2026)

Particulars	Mr. Samrat Gupta (DIN: 07071479)
Date of Birth	16th July, 1973
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
Date of first appointment	October 23, 2024
Brief Profile including qualification and experience and Expertise in specific functional areas	Samrat Gupta has been the Managing Director of Arka Fincap since October 2024. Mr. Samrat Gupta joined Arka Fincap from Tata Motors Finance Ltd. (TMFL), where he successfully served as the CEO and Managing Director. Under his leadership, TMFL experienced significant growth and profitability, thanks to his strategic focus on enhancing shareholder value. With over 25 years of extensive experience, Samrat has a proven track record in driving corporate transformation and executing change management through both organic and inorganic strategies. His tenure at TMFL began in 2014 as Chief Financial Officer, where he played a pivotal role in the company's financial restructuring under Project Phoenix. In 2017, he was promoted to CEO, continuing to foster innovation and sustainable growth. Before his time at TMFL, Samrat held key positions with various leading organizations, including the TATA Group companies and several multinational corporations. His background as an investment banker includes expertise in cross-border acquisitions, private equity, and extensive work in leadership development and financial strategies. Mr. Samrat Gupta holds an MBA from the University of Manchester and has a passion for music and networking.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA
Shares held in the Company	1 Equity share held on behalf of Arka Financial Holdings Private Limited
Directorships held in other companies	Arka Financial Holdings Private Limited
Memberships/ Chairmanship of Committees in other companies	None
Details of last remuneration drawn	Rs. 462.66 Lakhs (during FY 2025-26)
Remuneration sought to be paid	As approved by the Nomination & Remuenration Committee
Terms and conditions of appointment	As per the Letter of Appointment and the Agreement executed with Mr. Samrat Gupta
No. of Board Meetings attended during the year (2025-26)	7/7

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*
General Information					
1.	Nature of industry	AFL is a Non-Deposit Taking Systemically Important Non- Banking Financial Company (NBFC). It operates as a subsidiary of Arka Financial Holdings Private Limited (AFHPL), which in turn, is a subsidiary of Kirloskar Oil Engines Limited (KOEL). AFL is professionally managed and specializes in providing structured term financing solutions to Retail, Corporate, Real Estate, and Micro, Small, and Medium Enterprise (MSME) borrowers			
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	**As on March 31, 2026:** Networth: Rs. 1,35,329.64/- Lakhs Total Income: Rs. 89,970.70/- Lakhs PBT: Rs. 9,129.60/- Lakhs PAT: Rs. 6,860.31/- Lakhs			
5.	Foreign investments or collaborations, if any.	None			
Information about the Director:		**Mr. Nasser Munjee**	**Ms. Gauri Kirloskar**	**Mr. Sivanandhan Dhanushkodi**	**Mr. Vijay Chugh**
1.	Background details, job profile and suitability and recognition or awards	Mr. Nasser Munjee has served with HDFC for over 20 (twenty) years at various positions including as its Executive	Ms. Gauri Kirloskar is the Vice Chairperson and Managing Director of Kirloskar Oil Engines Limited. Ms. Kirloskar has been	A highly respected IPS officer, Mr. Sivanandhan Dhanushkodi, joined IPS in 1976 and retired as the	Mr. Vijay Chugh has over 35 years of experience in the fields of supervision and regulation of

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi*	Mr. Vijay Chugh*
		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.	on the board of Kirloskar Oil Engines since 2014. She graduated from Carnegie Mellon's Tepper School of Business. Previously she attended Phillips Academy, Andover, near Boston. After graduation, Gauri worked as an investment banking analyst at Merrill Lynch in New York in their Mergers and Acquisitions group. She then moved on to Pearson's Corporate Finance and Strategy group where she looked at business strategy and acquisitions for their education business. Within the Kirloskar Group, she has done various roles, both as a Board member and also in operating roles. Under her leadership, Kirloskar Oil Engines went through a significant business transformation journey, covering all areas of the company, including leadership, products and technology roadmap, redefining the core purpose of the company, focusing on its core competencies, employee value proposition and making KOEL a great place to work, all resulting in a significant jump in the topline, profits and	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. 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.	commercial banks, payment and settlement systems, and core banking solutions. 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.

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi*	Mr. Vijay Chugh*
			market share of the company. She also plays a key role at Arka Fincap Limited, a subsidiary of KOEL in the banking and finance space. At Arka, she works on business strategy, by working closely with the leadership in laying out the long term strategy for the business and the execution of the same, and also on the leadership side, by making sure that the right leaders are part of the team and that the leadership culture at the company can attract and retain the right talent. At the Group level, she is involved in the overall Group strategy, which includes charting out the growth aspiration of the Group, formulating the diversification strategy for the Group, in building the right leadership at all Group companies and handholding and guiding the newer businesses as they grow. Prior to being appointed 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		Mr. Vijay Chugh's 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.

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi*	Mr. Vijay Chugh*
			development of the group's land banks. She is a member of the boards of Kirloskar Oil Engines' subsidiaries, Koel Fluid Dynamics, which is into fluid management solutions, and Arka Fincap. She is also currently serving as an Independent Board member of Godrej & Boyce and has previously served on the boards of Bombay Burmah Trading Corporation and Bombay Dyeing and Manufacturing Company as an Independent Director. Gauri was awarded the Maharashtra Udyogini award by the Ministry of Industries, Maharashtra in 2023.		
2.	Past Remuneration (FY 2025-26) and Remuneration proposed	**Past Remuneration:** **FY 2025-26**: Sitting Fees: Rs. 6,75,000 /- Commission: 12,00,000/- for FY2024-25 paid in FY2025-26 **Remuneration Proposed:** Commission of Rs. 30,00,000/- for financial year 2025-26.	**Past Remuneration:** **FY 2025-26:** Sitting Fees: Rs. 9,25,000/- Commission: Rs. 8,00,000/- for FY2024-25 paid in FY2025-26 **Remuneration Proposed:** Commission of Rs. 20,00,000/- for financial year 2025-26	**Past Remuneration:** **FY 2025-26:** Sitting Fees: Rs. 5,60,000/- Commission: Rs. 8,00,000/- for FY2024-25 paid in FY2025-26 **Remuneration Proposed:** Commission of Rs. 5,00,000/- for financial year 2025-26	**Past Remuneration:** **FY 2025-26:** Sitting Fees: Rs. 7,00,000/- Commission: Rs. 8,00,000 /- for FY2024-25 paid in FY2025-26 **Remuneration Proposed:** Commission of Rs. 5,00,000/- for financial year 2025-26

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi*	Mr. Vijay Chugh*
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)	The Company is guided by a Board comprising eminent professionals with extensive experience and expertise across diverse fields. The Non-Executive Directors devote considerable time and attention to the affairs of the Company and play a significant role in providing strategic guidance, participating in key decision-making processes, and contributing to the overall growth and governance of the Company. In recognition of their valuable contributions and to appropriately compensate them for the professional expertise and guidance provided to the Company, it is proposed to pay commission to the Non-Executive Directors, in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time			
4.	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.
Other Information					
1.	Reason for loss or inadequate profit	The Company has not incurred loss since 1st financial year 2019-20. However, the profits for the financial year 2025-26 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. The members are requested to note that pursuant to Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a public company to its directors, including the Managing Director, Whole-time Director and Manager, in respect of any financial year shall not exceed 11% of the net profits of the Company computed in the manner prescribed under Section 198 of the Act, except with the approval of its shareholders in a general meeting and subject to compliance with the provisions of Schedule V of the Act. Further, where a company has a Managing Director, Whole-time Director or Manager, 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. The			

Sr. No.	Particulars	Mr. Nasser Munjee	Ms. Gauri Kirloskar	Mr. Sivanandhan Dhanushkodi*	Mr. Vijay Chugh*
		Members are informed that pursuant to Sections 149, 197 and other applicable provisions of the Act read with the rules made thereunder, proposed payment of commission to the Non-Executive Directors is in excess of the limits prescribed under the Companies Act, 2013. The commission to be paid to the Non-Executive Directors exceeds the prescribed limits of 1% under the applicable provisions of Section 197 and Schedule V of the Act. Further, the aggregate of the commission proposed to be paid to the Non-Executive Directors and remuneration of the managerial personnel i.e., Mr. Samrat Gupta exceeds the prescribed limits of 11% under the applicable provisions of Section 197 and Schedule V of the Act. Accordingly, approval of the Members is also sought under Schedule V of the Act.			
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 organization 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 efficiency. 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.			

**Mr. Sivanandhan Dhanushkodi (DIN: 03607203), Non-Executive Independent Director of the Company resigned from his position as Director of the Company with effect from October 28, 2025 and Mr. Vijay Chugh (DIN: 07112794), Non-Executive Independent Director of the Company resigned from his position as Director of the Company with effect from January 25, 2026.*

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Aman Kirloskar*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
General Information					
1.	Nature of industry	AFL is a Non-Deposit Taking Systemically Important Non- Banking Financial Company (NBFC). It operates as a subsidiary of Arka Financial Holdings Private Limited (AFHPL), which in turn, is a subsidiary of Kirloskar Oil Engines Limited (KOEL). AFL is professionally managed and specializes in providing structured term financing solutions to Retail, Corporate, Real Estate, and Micro, Small, and Medium Enterprise (MSME) borrowers			
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	Not Applicable			

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Aman Kirloskar*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
	activities as per project approved by financial institutions appearing in the prospectus				
4.	Financial performance based on given indicators	**As on March 31, 2026:** Networth: Rs. 1,35,329.64/- Lakhs Total Income: Rs. 89,970.70/- Lakhs PBT: Rs. 9,129.60/- Lakhs PAT: Rs. 6,860.31/- Lakhs			
5.	Foreign investments or collaborations, if any.	None			
Information about the Director:		**Mr. Yogesh Kapur**	**Mr. Aman Kirloskar**	**Mr. Hoshang Sinor**	**Mr. Rahul Narain Bhagat**
1.	Background details, job profile and suitability and recognition or awards	Mr. Yogesh Kapur is a Fellow Chartered Accountant (FCA) with over 43 years' experience in financial services sector. He started his career in 1983 with Housing Development Finance Corporation Ltd (HDFC). In 1991 he moved to Investment banking with HSBC and then joined Enam Securities Pvt Ltd a leading Investment banking /brokerage house in 1994. In 2012 Axis Bank acquired the Investment Banking business of Enam Securities P Ltd. As a result Mr. Kapur moved to Axis Capital Ltd a wholly owned subsidiary of Axis Bank for Investment banking business. In 2014 he moved to Axis Bank as Head-Strategic Relationship Group-Wholesale banking for north India. Post his superannuation in July 2017, he rejoined Axis Capital Ltd on a contract	Currently, Mr. Aman Kirloskar is the Managing Director of Kirloskar Pneumatics Company Limited. Mr. Aman Kirloskar started his career with the Kirloskar Group as a Supply Chain Manager with Kirloskar Chillers Private Limited in May 2018. He later joined Kirloskar Pneumatic Company Limited as a Senior Manager in August 2019. In 2020, he was elevated to General Manager (Operations) and since then is actively involved in managing the Manufacturing, Supply Chain, Foundry, Plant	Mr. Hoshang Noshirwan Sinor has over five decades of extensive experience in the banking and financial services industry. He 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'	Mr. Rahul Narain Bhagat is a versatile Consumer Banking professional with over 3 decades of experience. 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 & 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

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Aman Kirloskar*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
		as Managing Director – special coverage. This contract engagement ended in Mid Nov 2022. During his tenor as investment banker, Mr. Kapur has engaged with corporates both in public as well as private sector as they prepare 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 also very closely engaged during this period with DIPAM to manage initial listings and further divestments in public sector companies in accordance with Government's directives/ decisions on the subject. During his career tenor with HDFC, Mr. Kapur has worked on a number of international assignments including for USAID and World Bank in Sri Lanka and Ghana. He has also served on committees set up by SEBI/ Government of India – Ministry of Finance to examine ADR/GDRs as well as FCCBs regulations during his Tenor with Enam. He is currently serving on the boards of number of companies including Greenlam Industries Ltd, ASK Automotive Ltd, Relaxo Footwear Ltd, Rico Auto Industries Ltd, Polyplex Corporation Ltd and Safex Chemicals Ltd (Including its UK Subsidiary Briar Chemicals Ltd).	Engineering and Quality of Air Compressor and Transmission Divisions. He also helped to scale up production of screw compressors during the second wave of covid when the nation was in desperate need of oxygen and the machines required to produce it. Thereafter he took over as head of the Air Conditioning and Refrigeration business unit in 2023. In this role he has helped launch and sell new products and significantly increase the overall sales and profitability of the division. He also heads group level Initiatives in areas like ESG compliance. He chairs the group level Environment Conservation committee which spearheads various initiatives across multiple business units focused on sustainability, green technology and circular economy. Mr. Aman has received a Bachelor of Science in	Association and the Association of Mutual Funds in India. He was a Founding Member of the Banks Board Bureau, established by the Government of India, which was entrusted with the responsibility of selecting Non-Executive Chairman as well as Whole-time Directors, including Managing Directors and Executive Directors, of Public Sector Banks and Financial Institutions. He has actively contributed to various policy committees and has served as an Independent Director on the boards of several reputed public and private limited companies and currently associated with one listed and two unlisted companies. Beyond his professional endeavours, Mr. Sinor is dedicated to philanthropic activities and is involved with charitable and social trusts	the leading consumer and digital banking franchise. He thereafter partnered Vodafone India Ltd in successfully applying for a Payments Bank licence in 2015 and was appointed CEO (designate) of the proposed bank. During his extensive banking career, Mr. Bhagat's contribution and leadership has been recognized 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). 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-stage Fintech and Retail focused entrepreneurs.

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Aman Kirloskar*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
			Business Administration from Bryant University.		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.
2.	Past Remuneration and Remuneration proposed	**Past Remuneration:** **FY 2025-26**: Sitting Fees: Rs. 10,85,000 /- Commission: Rs. 10,00,000 for FY2024-25 paid in FY2025-26 **Remuneration Proposed:** Commission of Rs. 20,00,000/- for financial year 2025-26	**Past Remuneration:** **FY 2025-26:** Sitting Fees: Rs. 75,000/- Commission for FY 2024-25: NA **Remuneration Proposed:** Commission of Rs. 5,00,000/- for financial year 2025-26	**Past Remuneration:** **FY 2025-26:** Sitting Fees: Rs. 7,20,000/- Commission: Rs. 4,00,000 for FY2024-25 paid in FY2025-26 **Remuneration Proposed:** Commission of Rs. 10,00,000/- for financial year 2025-26	**Past Remuneration:** **FY 2025-26:** Sitting Fees: Rs 5,75,000/- Commission: Rs. 4,00,000 for FY2024-25 paid in FY2025-26 **Remuneration Proposed:** Commission of Rs. 10,00,000/- for financial year 2025-26
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)	The Company is guided by a Board comprising eminent professionals with extensive experience and expertise across diverse fields. The Non-Executive Directors devote considerable time and attention to the affairs of the Company and play a significant role in providing strategic guidance, participating in key decision-making processes, and contributing to the overall growth and governance of the Company. In recognition of their valuable contributions and to appropriately compensate them for the professional expertise and guidance provided to the Company, it is proposed to pay commission to the Non-Executive Directors, in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time			

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Aman Kirloskar*	Mr. Hoshang Sinor	Mr. Rahul Narain Bhagat
4.	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. Aman 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. 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 Narain Bhagat 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	The Company has not incurred loss since 1st financial year 2019-20. However, the profits for the financial year 2025-26 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. The members are requested to note that pursuant to Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a public company to its directors, including the Managing Director, Whole-time Director and Manager, in respect of any financial year shall not exceed 11% of the net profits of the Company computed in the manner prescribed under Section 198 of the Act, except with the approval of its shareholders in a general meeting and subject to compliance with the provisions of Schedule V of the Act. Further, where a company has a Managing Director, Whole-time Director or Manager, 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. The Members are informed that pursuant to Sections 149, 197 and other applicable provisions of the Act read with the rules made thereunder, proposed payment of commission to the Non-Executive Directors is in excess of the limits prescribed under the Companies Act, 2013. The commission to be paid to the Non-Executive Directors exceeds the prescribed limits of 1% under the applicable provisions of Section 197 and Schedule V of the Act. Further, the aggregate of the commission proposed to be paid to the Non-Executive Directors and remuneration of the managerial personnel i.e., Mr. Samrat Gupta exceeds the prescribed limits of 11% under the applicable provisions of Section 197 and Schedule V of the Act. Accordingly, approval of the Members is also sought under Schedule V of the Act.			

Sr. No.	Particulars	Mr. Yogesh Kapur	Mr. Aman Kirloskar*	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	The Management is always vigilant of the practices followed/to be adopted within the organization 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 efficiency. 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.			

**Pursuant to the approval of Reserve Bank of India vide Letter No. DOR.HGG.No.S8094/18-12-109/2025-2026 dated January 28, 2026 in terms of paragraph 10 of the RBI Directions and based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors through circulation dated February 03, 206 and the Shareholders of the Company at their Extra-Ordinary General Meeting held on March 6, 2026 approved the appointment of Mr. Aman Kirloskar (DIN: 09823056) as a Non-Executive Director of the Company for a term of five (5) years with effect from January 28, 2026 up to January 27, 2031, liable to retire by rotation*

Sr. No.	Particulars	Mr. Srikumar Vijayasekharan*
General Information		
1.	Nature of industry	AFL is a Non-Deposit Taking Systemically Important Non- Banking Financial Company (NBFC). It operates as a subsidiary of Arka Financial Holdings Private Limited (AFHPL), which in turn, is a subsidiary of Kirloskar Oil Engines Limited (KOEL). AFL is professionally managed and specializes in providing structured term financing solutions to Retail, Corporate, Real Estate, and Micro, Small, and Medium Enterprise (MSME) borrowers
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	**As on March 31, 2026:** Networth: Rs. 1,35,329.64/- Lakhs Total Income: Rs. 89,970.70/- Lakhs PBT: Rs. 9,129.60/- Lakhs PAT: Rs. 6,860.31/- Lakhs
5.	Foreign investments or collaborations, if any.	None
Information about the Director:		
1.	Background details, job profile and suitability and recognition or awards	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

Sr. No.	Particulars	Mr. Srikumar Vijayasekharan*
		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. 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. He is currently serving as Independent Director on the boards of Kirloskar Oil Engines Limited, Arka Financial Holdings Private Limited and Tejas Networks Limited.
2.	Past Remuneration and Remuneration proposed	**Past Remuneration:** **FY 2024-25**: Sitting Fees: Rs. 5,50,000/- Commission for FY 2024-25: NA **Remuneration Proposed:** Commission of Rs. 5,00,000/- for financial year 2025-26
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)	The Company is guided by a Board comprising eminent professionals with extensive experience and expertise across diverse fields. The Non-Executive Directors devote considerable time and attention to the affairs of the Company and play a significant role in providing strategic guidance, participating in key decision-making processes, and contributing to the overall growth and governance of the Company. In recognition of their valuable contributions and to appropriately compensate them for the professional expertise and guidance provided to the Company, it is proposed to pay commission to the Non-Executive Directors, in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
4.	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. Srikumar Vijayasekharan 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	The Company has not incurred loss since 1st financial year 2019-20. However, the profits for the financial year 2025-26 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. The members are requested to note that pursuant to Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a public company to its directors, including the Managing Director,

Sr. No.	Particulars	Mr. Srikumar Vijayasekharan*
		Whole-time Director and Manager, in respect of any financial year shall not exceed 11% of the net profits of the Company computed in the manner prescribed under Section 198 of the Act, except with the approval of its shareholders in a general meeting and subject to compliance with the provisions of Schedule V of the Act. Further, where a company has a Managing Director, Whole-time Director or Manager, 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. The Members are informed that pursuant to Sections 149, 197 and other applicable provisions of the Act read with the rules made thereunder, proposed payment of commission to the Non-Executive Directors is in excess of the limits prescribed under the Companies Act, 2013. The commission to be paid to the Non-Executive Directors exceeds the prescribed limits of 1% under the applicable provisions of Section 197 and Schedule V of the Act. Further, the aggregate of the commission proposed to be paid to the Non-Executive Directors and remuneration of the managerial personnel i.e., Mr. Samrat Gupta exceeds the prescribed limits of 11% under the applicable provisions of Section 197 and Schedule V of the Act. Accordingly, approval of the Members is also sought under Schedule V of the Act.
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 organization 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 efficiency. 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.

**Based upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their meetings held on July 25, 2025, the Shareholders of the Company at the Annual General Meeting held on August 6, 2025 approved the appointment of Mr. Srikumar Vijaysekharan (DIN: 07810464) as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years effective from July 26, 2025 till July 25, 2030.*