



NOTICE OF THE SIXTEENTH EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the **16th Extraordinary General Meeting** of the Members of Arka Fincap Limited to be held on Thursday, May 21, 2026, at 02:00 p.m. through Video Conference and/or Other Audio Visual Means to transact the following businesses:

SPECIAL BUSINESS

Issuance of Subordinated Unsecured Listed Non-Convertible Perpetual Debentures (“Perpetual NCDs”) on a Private Placement basis, aggregating upto Rs. 300,00,00,000 (Rupees Three Hundred Crores):

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 – Prudential Norms on Capital Adequacy) Directions, 2025 (**“RBI Master Directions”**); (iii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (**“SEBI ILNCS Regulations”**) read with Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated October 15, 2025, as updated; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI LODR”**); (v) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; and (vi) provisions of the Memorandum of Association and the Articles of Association of the Company and such other approval(s) / consent(s) / permission(s) / sanction(s), as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors (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 Subordinated Unsecured Listed Non-Convertible Perpetual Debentures (**“Perpetual NCDs”**) on private placement basis in one or more series or tranches and upon such terms and conditions as the Board may deem fit and proper, such that the aggregate principal amount of the Perpetual NCDs to be issued does not exceed Rs. 300 Crore (Rupees Two Thousand Crore only) within the overall borrowing limits approved by the Members of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to

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



give full effect to the aforesaid resolution, to delegate all or any of their powers herein conferred to any Committee and/or person/directors/officers to give effect to this resolution and to settle all or any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**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 : May 20, 2026

Place : Mumbai

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”), as amended from time to time read with the relevant rules framed thereunder, the Secretarial Standards on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) in respect of the Special Business as set out in the Notice convening 16th Extra-Ordinary General Meeting of the Company (“**EOGM Notice**”) is annexed hereto and forms part of the EOGM Notice.
2. 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. 3/2025 dated September 22, 2025 (collectively referred to as “MCA Circulars”) permitted holding of EOGM through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) without the physical presence of the members at a common venue. In compliance with the provisions of the Act and MCA Circulars, the EOGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall deem to be the venue for the EOGM i.e., at 2504,2505,2506, One Lodha Place, Lodha World Towers, Senapati Bapat Marg, Lower Parel, Mumbai – 400013.
3. In compliance with the provisions of the Act and MCA Circulars, the EOGM 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 EOGM, may reach out to the Company at arkasecretarialandcompliance@arkafincap.com.
4. The Members are requested to click on the link sent to their registered E-mail ID for participating in the EOGM. The facility for joining the EOGM through VC will open 15 minutes before the scheduled time of the commencement of the EOGM and will be kept open till the expiry of 15 minutes after the scheduled time of EOGM.
5. The Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum for the EOGM under Section 103 of the Act.
6. Pursuant to Section 101 of the Companies Act, 2013 consent for convening meeting at a shorter notice has been obtained from the Members of the Company in compliance with the provisions of the Act.
7. Pursuant to the MCA Circulars and in compliance with the applicable provisions of the Act, the 16th EOGM will be held through VC/OAVM and physical attendance of Members has been dispensed with. Accordingly, the facility to appoint a proxy to attend and vote at the EOGM on behalf of a Member will not be available and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Since the EOGM will be held through VC / OAVM, the Route Map is not annexed in this EOGM Notice.
9. In pursuance of Section 113 of the Act, Corporate members are requested to send a certified true copy (PDF Format) of their Board/Governing Body Resolution/Authorization to the Company. The said resolution/authorization can be sent to the Company at e-mail: arkasecretarialandcompliance@arkafincap.com.
10. Pursuant to the MCA Circulars and in compliance with the applicable provisions of the Act, the Notice of the EOGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent (RTA), i.e., MUFG Intime India Private Limited

(previously known as “Link Intime India Private Limited”) or with Depository Participants (“DPs”). A copy of the Notice of the EOGM will also be available on the website of the Company at arkasecretarialandcompliance@arkafincap.com.

11. All the relevant documents referred to in EGM Notice will be available for inspection by the Members 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 upon request of any Member. The Members can send a request to the Company at arkasecretarialandcompliance@arkafincap.com to inspect the same.
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 EOGM Notice, members are requested to convey their vote by e-mail at arkasecretarialandcompliance@arkafincap.com.
13. Members are requested to note that they may write their queries in respect of the resolutions set out in the EOGM Notice at arkasecretarialandcompliance@arkafincap.com.



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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND OTHER RELEVANT PROVISION(S) OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Issuance of Subordinated Unsecured Listed Non-Convertible Perpetual Debentures (“Perpetual NCDs”) on a Private Placement basis, aggregating upto Rs. 300,00,00,000 (Rupees Three Hundred Crores):

The Members are requested to note that to further strengthen the Company’s capital base and with an aim to provide cushion to support long term asset growth without diluting the share of the equity shareholders, the Company proposes to issue, offer and allot 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 Companies Act, 2013. These instruments would be perpetual in nature and therefore would qualify as non-equity regulatory capital under Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025 (“**RBI Master Directions**”), thereby further strengthening the Capital to Risk-Weighted Assets Ratio (CRAR). The issuance of Perpetual NCDs would be a good source of raising alternative capital which would give financial flexibility to the organisation.

The Members are further requested to note that 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 Non-Convertible Debentures (“**NCDs**”) through private placement unless the proposal has been previously approved by the members of the company, by way of special resolution.

Accordingly, in order to enable the Company to borrow funds by way of issuance of Perpetual 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 Perpetual NCDs on private placement basis such that the aggregate principal amount of Perpetual NCDs does not exceed Rs. 300 Crore (Rupees Three Hundred Crore only), within the overall borrowing limits approved by the shareholders of the Company. The Board at the said meeting adopted policy on issuance of Subordinated Unsecured Listed Non-Convertible Perpetual Debentures, to serve as the internal governance framework to ensure that all such issuances meet the regulatory requirements and comply with all disclosure and reporting norms.

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 or desirable, in respect of issuance of Perpetual NCDs under private placement including but not limited to:

- (i) Identify the investors and to decide on the size of the issue, in one or more tranches including the green shoe option, if any and/or any rounding off in the event of any oversubscription, issue schedule, issue price (whether at par, premium or discount), coupon rate, tenor, maturity and all other terms and conditions of the issue of Subordinated Unsecured Listed Non-Convertible Perpetual debentures , and to make any amendments, modifications, variations or alterations thereto with a power to authorise one or more directors/officers of the Company to take the required action in this regard;
- (ii) 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 and to take all such actions as may be necessary for the filing of the said documents with regulatory/statutory authorities including Securities and Exchange Board of India

("SEBI"), the stock exchanges and other concerned authority/entities, if applicable/required including incorporating such alterations/corrections/modifications as may be required by and to submit undertakings/certificates or provide clarifications to regulatory/statutory authorities including SEBI/stock exchanges or any other relevant governmental/statutory/regulatory authority;

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

a)	Particulars of the offer including date of passing of board resolution	<p>Amount not exceeding Rs. 300 Crore, in one or more tranches.</p> <p>The particulars of offer of each tranche shall be determined by the Board (including any Committee and/or Authorised Signatory authorised by the Board), from time to time.</p> <p>The Board in its meeting held on April 30, 2026, accorded its approval to create/invite/issue/offer/allot Subordinated Listed Unsecured Non-Convertible Perpetual Debentures</p>
b)	Kinds of securities offered and price at which security is being offered	<p>This special resolution is restricted to the issuance of 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), from time to time;</p> <p>Each tranche will be issued at a standard denomination of Rs. 1 Crore or any other denomination as prescribed by SEBI from time to time.</p> <p>The minimum investment by single investor in each such issue / tranche shall be as per RBI Master Directions.</p>
c)	Basis or justification for the price (including premium, if any) at which offer or invitation is being made	Not applicable. The Perpetual Debentures will be issued at a price in compliance with the applicable laws, acts, rules and regulations.
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 Perpetual NCDs for an amount upto Rs. 300 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.
f)	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	<p>The material terms of raising such securities will be determined by the Board (or any other person authorized by the Board) from time to time, and at such terms and conditions as may be determined and considered proper and most beneficial to the Company by the Board (or any other person authorized by the Board) under the Act and/or other Applicable laws as set out in the transaction documents</p> <p>Any intention of promoters, directors, or key managerial personnel to subscribe to the offer will be disclosed in the Key Information Document read with General Information Document.</p>



The Board of Directors recommends the resolution set out in the EOGM 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 in the EOGM Notice, except to the extent of the Perpetual 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.

**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 : May 20, 2026

Place : Mumbai