



NOTICE OF THE TWELFTH EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the **12th Extraordinary General Meeting** of the Members of Arka Fincap Limited to be held at shorter notice on **January 27, 2025, at 04.15 p.m. at 2504, 2505, 2506, One Lodha Place, Lodha World Towers, Senapati Bapat Marg, Lower Parel, Mumbai 400013** to transact the following:

SPECIAL BUSINESS

Appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as an Independent Director:

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

“RESOLVED THAT pursuant to the (i) provisions of Section 149, Section 161 and Section 152 of the Companies Act, 2013 read with Schedule IV and the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“SEBI LODR”**); (iii) Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (**“RBI Directions”**); (iv) various declarations/disclosures/confirmations obtained from Mr. Hoshang Noshirwan Sinor (DIN: 00074905); (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 January 27, 2025, (ix) pursuant to the recommendation of the Board of Directors of the Company (**“Board”**) in its meeting held on January 27, 2025 and subject to such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as an Independent Director of the Company for a term of five (5) consecutive years effective from January 28, 2025 till January 27, 2030.”

“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 appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as an Independent Director of the Company for a term of five (5) consecutive years effective from January 28, 2025 till January 27, 2030, notwithstanding Mr. Hoshang Noshirwan Sinor (DIN: 00074905) has attained the age exceeding 75 years on the date of appointment as an Independent Director.”

“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

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

A **kirloskar** Group Company



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 : January 27, 2025

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 12th 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 in compliance with the provisions of the Act.
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@arkaholdings.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@arkaholdings.com to inspect the same.
8. 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 as director is given in the annexure forming part of this EGM Notice.
9. 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.
10. 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

Appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as an Independent Director

Members are hereby informed that the Board of Arka Fincap Limited (“the Company”) currently, comprises of 9 Directors of which 2 are Non-Executive Non-Independent Directors, 5 Independent Directors and 1 Managing Director.

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. Hoshang Noshirwan Sinor (DIN: 00074905); (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. Hoshang Noshirwan Sinor (DIN: 00074905) as an Additional Independent Director of the Company for a term of 5 consecutive years commencing from January 28, 2025 till January 27, 2030.

On the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on January 27, 2025 appointed Mr. Hoshang Noshirwan Sinor (DIN: 00074905) 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 by way of special resolution.

Members are requested to note the brief profile of Mr. Hoshang Noshirwan Sinor, as detailed below:

Mr. Hoshang Noshirwan Sinor have over four decades of extensive experience in the banking sector, has held key positions in both public and private sector banks, including Union Bank of India, Central Bank of India, and ICICI Bank. Notably, he served as the Managing Director and CEO of ICICI Bank and later assumed the role of Joint MD following the merger with ICICI. Mr. Sinor has also held significant leadership roles as the Chief Executive of the Indian Banks’ Association and the Association of Mutual Funds in India. He has actively contributed to various policy committees and currently serves as an Independent Director on the boards of several reputed companies. Beyond his professional endeavours, Mr. Sinor is dedicated to philanthropic activities and is involved with charitable and social trusts.



The additional information/disclosure as required under Secretarial Standards on General Meetings including brief profile of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) is annexed as **Annexure A** to this EGM Notice.

Mr. Hoshang Noshirwan Sinor (DIN: 00074905) has attained the age exceeding 75 years on the date of his appointment. Considering his rich and long experience and expertise and the above stated regulatory requirement and based on the recommendation of the Nomination and Remuneration and considering Mr. Hoshang Noshirwan Sinor, vast and rich expertise and experience, the Board of the Company, subject to the approval of the shareholders of the Company, approved directorship of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as Non-Executive Independent Director of the Company notwithstanding he having attained the age exceeding 75 years at the date of appointment, subject to the approval of the shareholders of the Company.

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. Hoshang Noshirwan Sinor (DIN: 00074905) as a Director of the Company.

Mr. Hoshang Noshirwan Sinor (DIN: 00074905) 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. Hoshang Noshirwan Sinor (DIN: 00074905) 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. Hoshang Noshirwan Sinor. Basis the declarations/documents/confirmations furnished by Mr. Hoshang Noshirwan Sinor, the Board is of the opinion that he fulfils the conditions/criteria specified under the Act and SEBI LODR in relation to his appointment as an Independent Director of the Company and that Mr. Hoshang Noshirwan Sinor is independent of the management of the Company. Considering Mr. Sinor'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. Hoshang Noshirwan Sinor 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@arkaholdings.com to inspect the same.

Mr. Hoshang Noshirwan Sinor (DIN: 00074905) 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. Hoshang Noshirwan Sinor (DIN: 00074905) 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 17(1A) and Regulation 25(2A) of SEBI LODR, the appointment of Mr. Hoshang Noshirwan



Sinor (DIN: 00074905) as an Independent Director is subject to prior approval of the shareholders of the Company by way of Special Resolution as his age exceeds 75 years on the date of appointment.

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. Hoshang Noshirwan Sinor as an Independent Director of the Company, not liable to retire by rotation, for a term of 5(five) consecutive years commencing from January 28, 2025 upto January 27, 2030, notwithstanding his age exceeding 75 years at the date of appointment, 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 in the EGM Notice to the Members for their consideration and approval, by way of Special Resolution.

Except for Mr. Hoshang Noshirwan Sinor (DIN: 00074905) 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 in 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 : January 27, 2025

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. Hoshang Noshirwan Sinor (DIN: 00074905)
Date of Birth	5 th December, 1944
Qualification	Bachelor's degree in commerce from Poddar College of Commerce and Economics, Bombay University and bachelor's degree in law from Siddharth College of Law, Bombay University.
Date of first appointment	Proposed to be appointed for a term of 5 (five) consecutive years effective January 28, 2025 till January 27, 2030
Brief Profile including qualification and experience and expertise in specific functional areas	Mr. Hoshang Noshirwan Sinor have over four decades of extensive experience in the banking sector, has held key positions in both public and private sector banks, including Union Bank of India, Central Bank of India, and ICICI Bank. Notably, he served as the Managing Director and CEO of ICICI Bank and later assumed the role of Joint MD following the merger with ICICI. Mr. Sinor has also held significant leadership roles as the Chief Executive of the Indian Banks' Association and the Association of Mutual Funds in India. He has actively contributed to various policy committees and currently serves as an Independent Director on the boards of several reputed companies. Beyond his professional endeavours, Mr. Sinor is dedicated to philanthropic activities and is involved with charitable and social trusts.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Shares held in the Company	Nil
Directorships held in other companies	1. Cosmo First Limited 2. Universal Trustees Private Limited
Memberships/ Chairmanship of Committees in other companies	Cosmo First Limited ❖ Nomination and Remuneration Committee – Chairman ❖ Stakeholders Relationship Committee – Chairman
Details of last remuneration drawn	NA
Remuneration sought to be paid	Sitting Fees and Commission (if any)
Terms and conditions of appointment	Appointment as an Independent Director of the Company for a term of 5(five) consecutive years commencing from January 28, 2025 till January 27, 2030.

Particulars	Mr. Hoshang Noshirwan Sinor (DIN: 00074905)
	Terms and conditions of appointment shall be as per draft letter for the appointment made available for inspection.
No. of Board Meetings attended during the year (2024-25)	Not Applicable



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 12th Extraordinary General Meeting of the Company to be held on Monday, January 27, 2025 at 04.15 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 indicated below:

Sr. No	RESOLUTIONS
1.	Appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as an Independent Director and continuation of directorship notwithstanding he has attained the age of 75 years.

Signed this _____, 2025

Affix
Revenue
Stamp



Signature of the Shareholder: _____

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 12th 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 Monday, January 27, 2025 at 04.15 p.m.

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Member's/ Proxy's Signature _____

ROUTE MAP FOR THE VENUE OF THE EXTRAORDINARY GENERAL MEETING

