

July 21, 2023

The Sr. General Manager  
Department of Corporate Services,  
BSE Limited,  
1st Floor, PJ Towers, Dalal Street,  
Mumbai 400 001

**Sub: Report on Corporate Governance under Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref.: Arka Fincap Limited**

Dear Sirs/Madam,

Pursuant to Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Report on Corporate Governance for the quarter ended June 30, 2023.

Request you to please take the above on record.

Thanking You.

Yours faithfully,  
**For Arka Fincap Limited**

**Niki Mehta**  
**Company Secretary**  
**Membership No.: A47286**  
Encl: as above

**Compliance Report on Corporate Governance**  
**(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular EBI/HO/DDHS/DDHS\_Div1/P/CIR/2022/0000000103 dated July 29, 2022)**

1. Name of Listed Entity: **Arka Fincap Limited (“the Company”)**  
2. Quarter ending: **June 30, 2023**

<b>I. COMPOSITION OF BOARD OF DIRECTORS</b>												
<b>Title (Mr . / Ms.)</b>	<b>Name of the Director</b>	<b>DIN<sup>5</sup></b>	<b>Category (Chairperson /Executive/ Non-Executive/ independent / Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-appointment</b>	<b>Date of Cessa tion</b>	<b>Tenure (In months) *</b>	<b>Date of Birth</b>	<b>No. of directorshi p in listed entities including this listed entity [in reference to Regulation 17A(1)] Refer Note 1</b>	<b>No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] Refer Note 1</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) Refer Note 2 and Note 3</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) Refer Note 2</b>
Mr.	Vimal Bhandari	00001318	Executive Vice-Chairman & CEO (Wholetime Director)	20-04-2018^	20-04-2018^	-	NA	23-08-1958	6	5	7	2
Mr.	Mahesh Ramchand Chhabria	00166049	Non-Executive - Non-Independent Director	20-04-2018	20-04-2018	-	NA	19-04-1964	6	2	7	3
Ms.	Gauri Atul Kirloskar	03366274	Non-Executive – Non-Independent Director	14-06-2019	14-06-2019	-	NA	09-08-1983	1	0	2	0
Mr.	Sivanandhan Dhanushkodi	03607203	Non-Executive - Independent Director	24-04-2019	24-04-2019	-	50.7	03-02-1951	5	5	9	2
Mr.	Vijay Chugh	07112794	Non-Executive - Independent Director	24-04-2019	24-04-2019	-	50.7	29-12-1954	0	0	2	0
Mr.	Harish Hansubhai Engineer	01843009	Non-Executive - Independent Director	14-06-2019	14-06-2019	-	48.17	01-09-1948	1	1	1	0
Mr.	Yogesh Kapur	00070038	Non-Executive - Independent Director	20-10-2022	20-10-2022	-	8.11	23-07-1957	2	2	8	4
Whether Regular chairperson appointed- No												
Whether Chairperson is related to managing director or CEO- No												
<sup>5</sup> PAN of any director would not be displayed on the website of stock exchanges, hence the same is not provided. *Filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the Company in continuity without any cooling off period. ^ Mr. Vimal Bhandari was one of the First Director of the Company and the Company was incorporated on April 20, 2018. Mr. Bhandari was appointed as Executive Vice-Chairman & CEO with effect from November 1, 2018												

**Notes:**

- In accordance with Regulation 17A of the SEBI (LODR), Regulations, 2015, only directorships in equity listed companies have been considered and also directorship in the Company is not considered as the Company is not equity listed company.
- While calculating the committee positions of the Directors, both listed (including high value debt listed public company) and unlisted public companies and private companies which is a subsidiary/holding of Public Company have been considered.
- Number of memberships in Audit/Stakeholder Relationship Committee includes Chairpersonship, wherever applicable.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Yogesh Kapur	Chairperson- Non-Executive - Independent Director	20-10-2022	-
		Mahesh Ramchand Chhabria	Non-Executive - Non-Independent Director	24-04-2019	-
		Sivanandhan Dhanushkodi	Non-Executive - Independent Director	24-04-2019	-
		Vijay Chugh	Non-Executive - Independent Director	24-04-2019	-
		Harish Hansubhai Engineer	Non-Executive - Independent Director	31-07-2019	-
Nomination & Remuneration Committee	Yes	Sivanandhan Dhanushkodi	Chairperson- Non-Executive - Independent Director	24-04-2019	-
		Mahesh Ramchand Chhabria	Non-Executive - Non-Independent Director	24-04-2019	-
		Harish Hansubhai Engineer	Non-Executive - Independent Director	31-07-2019	-
Risk Management Committee	Yes	Vijay Chugh	Chairperson- Non-Executive - Independent Director	24-04-2019	-
		Mahesh Ramchand Chhabria	Non-Executive - Non-Independent Director	24-04-2019	-
		Harish Hansubhai Engineer	Non-Executive - Independent Director	31-07-2019	-
		Sivanandhan Dhanushkodi	Non-Executive - Independent Director	24-04-2019	-
		Vimal Bhandari	Executive Vice-Chairman & CEO (Wholetime Director)	20-10-2022	-
		Atit Shah	Head of Risk Function – SME Business	20-10-2022	-
		Sachin Agarwal	Head of Risk Function – Wholesale and Corporate Lending	20-10-2022	-
Stakeholders Relationship Committee	Yes	Yogesh Kapur	Chairperson- Non-Executive - Independent Director	20-10-2022	-
		Mahesh Ramchand Chhabria	Non-Executive - Non-Independent Director	20-10-2022	-
		Vimal Bhandari	Executive Vice-Chairman & CEO (Wholetime Director)	20-10-2022	-
III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutives meetings (in number of days)
January 20, 2023	April 28, 2023	Yes	7	4	73 days between February 13, 2023 and April 28, 2023
February 13, 2023					
IV. Meetings of Committees					
(i) Audit Committee					
Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
April 28, 2023	Yes	5	4	January 20, 2023	73 days between February 13, 2023 and April 28, 2023
				February 13, 2023	
(ii) Nomination and Remuneration Committee					
Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
April 25, 2023	Yes	3	2	None	Not Applicable <sup>#</sup>
(iii) Risk Management Committee					
Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
April 25, 2023	Yes	5^	3	January 19, 2023	61 days between February 22, 2023 and April 25, 2023
				February 22, 2023	
(iv) Stakeholders’ Relationship Committee					
Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
April 25, 2023	Yes	3	1	January 19, 2023	95 days between January 19, 2023 and April 25, 2023
*to be filled for current quarter only					
#No Meeting of Nomination and Remuneration Committee was held during the previous quarter					
^does not include members of the Risk Management Committee who are not on the Board of the Company					

## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee – **Yes**
  - b. Nomination & Remuneration Committee – **Yes**
  - c. Risk management committee – **Yes**
  - d. Stakeholders Relationship Committee- **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here: **The Corporate Governance Report for the quarter ended March 31, 2023 was placed before the Board of Directors at their meeting held on April 28, 2023 and no comments/observations/advice was received from the Board of Directors on the same. The Corporate Governance Report for the quarter ended June 30, 2023 will be placed before the Board of Directors at their meeting scheduled to be held on July 25, 2023.**

**For Arka Fincap Limited**

**Niki Mehta**

**Company Secretary**

**Membership No.: A47286**

**Date: July 21, 2023**

**Place: Mumbai**