

May 30, 2023

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

**Sub: Secretarial Compliance Report under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR, 2015”)**

**Ref.: Arka Fincap Limited**

Dear Sirs/Madam,

Pursuant to Regulation 24A of SEBI LODR, 2015 please find enclosed herewith the Secretarial Compliance Report of Arka Fincap Limited issued by Mayekar & Associates, Company Secretaries for the financial year ended March 31, 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

**ARKA FINCAP LIMITED**

**REGD Office:** One World Center, Tower 2B, Floor 12B  
Senapati Bapat Marg, Mumbai 400013, India  
(Formerly known as Kirloskar Capital Limited)

GST No. 27AAHCK0936B1ZU  
CIN U65993MH2018PLC308329  
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contact@arkafincap.com  
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**Secretarial Compliance Report of  
ARKA FINCAP LIMITED**

**(CIN - U65993MH2018PLC308329)**

for the year ended 31st March, 2023

(as per the regulation 24(A) of SEBI (LO&DR) Regulations, 2015 as amended from time to time)

I, Anil V Mayekar, Partner of M/s Mayekar & Associates, Practising Company Secretaries (CP No:2427, M. No. 2071), have examined -

- a) all the documents and records made available to us and explanation provided by ARKA FINCAP LIMITED (hereinafter called "the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Limited,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2023 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015;

The listed entity was categorised as high value debt listed entity on September 6, 2022. In terms of first proviso to Regulation 15(1A) of SEBI LODR, the Company had time till March 6, 2023 i.e., 6 months from the date of trigger to ensure compliance with the requirements of Regulation 16 to Regulation 27 of SEBI LODR. Further, in terms of second proviso to Regulation 15(1A) of SEBI LODR, the provisions of Regulation 16 to Regulation 27 of SEBI LODR were applicable to high value debt listed entities on a "comply or explain" basis until March 31, 2023 and on mandatory basis thereafter.

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the period under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable during the period under review;**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review;**
- (e) Securities and Exchange Board of India (Share based employee benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the period under review;**

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

And based on the above examination, I/We hereby report that, during the Review Period

- (a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

| Sr no.         | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action (Advisory/Clarification/Show Cause Notice/Warning, etc.) | Details of Violation | Fine Amount | Observation remarks of the Practising Company Secretary | Management response | Remarks |
|----------------|--|--------------------------|------------|-----------------|---|----------------------|-------------|---|---------------------|---------|
| Not Applicable |  |                          |            |                 |   |                      |             |   |                     |         |

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr no.  | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action (Advisory/Clarification/Show Cause Notice/Warning, etc.) | Details of Violation | Fine Amount | Observation remarks of the Practising Company Secretary | Management response | Remarks |
|---|--|--------------------------|------------|-----------------|---|----------------------|-------------|---|---------------------|---------|
| <p><i>Not Applicable. The listed entity was categorised as high value debt listed entity on September 6, 2022. In terms of first proviso to Regulation 15(1A) of SEBI LODR, the Company had time till March 6, 2023 i.e., 6 months from the date of trigger to ensure compliance with the requirements of Regulation 16 to Regulation 27 of SEBI LODR. Further, in terms of second proviso to Regulation 15(1A) of SEBI LODR, the provisions of Regulation 16 to Regulation 27 of SEBI LODR were applicable to high value debt listed entities on a "comply or explain" basis until March 31, 2023 and on mandatory basis thereafter. The listed entity was not required to obtain Annual Secretarial Compliance Report for the previous year ended on March 31, 2022</i></p> |  |                          |            |                 |   |                      |             |   |                     |         |

Additional Disclosure Pursuant to BSE Notice No. 20230316-14 dated March 16, 2023 and BSE Notice No. 20230410-41 dated April 10, 2023 Ref No: NSE/CML/ 2023/21 dated March 16, 2023.

| Sr.No. | Particulars  | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|--------|--|-------------------------------|------------------------------|
| 1      | <b>Secretarial Standards:</b><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) | YES                           | N.A.                         |
| 2      | <b>Adoption and timely updation of the Policies:</b>   | YES                           | N.A.                         |

| Sr.No. | Particulars   | Compliance Status (Yes/No/NA)     | Observations/ Remarks by PCS  |
|--------|---|-----------------------------------|---|
|        | <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>   |                                   |   |
| 3      | <p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul> | <p>YES</p> <p>YES</p> <p>N.A.</p> | <p>N.A.</p> <p>N.A.</p> <p>The Company being high value debt listed entity, the corporate governance report was filed in the format prescribed by SEBI in its Circular SEBI/HO/DDHS/DDHS_Div1/P/C/2022/0000000103 dated July 29, 2022, as amended</p> |
| 4      | <p><b>Disqualification of Director:</b><br/>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>  | YES                               | N.A.  |
| 5.     | <p><b>To examine details related to Subsidiaries of listed entities:</b></p> <p>a. Identification of material subsidiary companies<br/>b. Requirements with respect to disclosure of material as well as other subsidiaries</p>   | <p>N.A.</p> <p>N.A.</p>           | The listed entity does not have any subsidiaries  |
| 6.     | <p><b>Preservation of Documents:</b><br/>The entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>   | YES                               | N.A.  |
| 7.     | <p><b>Performance Evaluation:</b><br/>The entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>  | YES                               | N.A.  |
| 8.     | <p><b>Related Party Transactions:</b><br/>a. The entity has obtained prior approval of Audit Committee for all Related party transactions.</p>  | YES                               | N.A   |

| Sr.No. | Particulars  | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS   |
|--------|--|-------------------------------|--|
|        | b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ <del>rejected</del> by the Audit committee.  | YES                           | N.A.   |
| 9.     | <b>Disclosure of events or information:</b><br>The entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.   | N.A.                          | The Company is a high value debt listed entity and thus Regulation 30 is not applicable to the Company. However, the Company has provided all the required disclosures under Regulation 51 along with Part B of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the time limits prescribed thereunder. |
| 10     | <b>Prohibition of Insider Trading:</b><br>The entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.   | YES                           | N.A.   |
| 11     | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br>No Actions taken against the entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | YES                           | N.A.   |
|        | <b>Additional Non-Compliances, if any:</b><br>No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc   | YES                           | N.A.   |

*Note: The listed entity was categorised as high value debt listed entity on September 6, 2022. In terms of first proviso to Regulation 15(1A) of SEBI LODR, the Company had time till March 6, 2023 i.e., 6 months from the date of trigger to ensure compliance with the requirements of Regulation 16 to Regulation 27 of SEBI LODR. Further, in terms of second proviso to Regulation 15(1A) of SEBI LODR, the provisions of Regulation 16 to Regulation 27 of SEBI LODR were applicable to high value debt listed entities on a "comply or explain" basis until March 31, 2023 and on mandatory basis thereafter.*

**For Mayekar & Associates**  
**Company Secretaries**  
**Firm U.I.N - P2005MH007400**



**Anil Vasant Mayekar**  
**Partner**  
**FCS – 2071, COP – 2427**  
**Date: 28<sup>th</sup> April, 2023**  
**Place: Mumbai**  
**U.D.I.N – F002071E000213469**