



**ARKA FINCAP LIMITED**

(CIN: U65993MH2018PLC308329)

(the "**Company**" or the "**Issuer**") was incorporated under the Companies Act, 2013

**Registered & Corporate Office:** One India bulls Centre, Tower 2B, Floor 12B,  
Senapati Bapat Marg, Mumbai – 400 013

**Tel:** +91 22 40471000; **Fax:** +91 22 40471010

**Website:** [www.arkafincap.com](http://www.arkafincap.com); **Email:** [arkainfo@arkafincap.com](mailto:arkainfo@arkafincap.com)

**Contact Person & Compliance Officer:** Mr. Amit Bondre, Dy Company Secretary & Compliance Officer  
**Email:** [amit.bondre@arkafincap.com](mailto:amit.bondre@arkafincap.com)

**ADDENDUM TO THE SHELF DISCLOSURE DOCUMENT DATED 01 June 2020**

**ISSUE OF UPTO 1,250 Units SERIES 1, AA- RATED SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF INR 10,00,000 PER DEBENTURE AGGREGATING TO INR 125,00,00,000**

This Addendum to Shelf Disclosure Document is issued in terms of and pursuant to the Shelf Disclosure Document dated 01 June 2020. All the terms, conditions and information as stipulated in the Shelf Disclosure Document are incorporated herein by reference as if the same were set out herein. Investors are advised to refer to the same. This Addendum to the Shelf Disclosure Document must be read in conjunction with the Shelf Disclosure Document.

This Issue Addendum is dated **01 July, 2020**

**Broad Terms of the Issue**

<b>Security Name</b>	9.75% Secured, Rated, Listed, Redeemable, Taxable, Non-Convertible Debentures
<b>Type of Instrument</b>	Secured Rated Listed Redeemable Non-Convertible Debentures (the "NCD")
<b>Nature of Instrument</b>	Secured
<b>Seniority</b>	Senior (Pari-passu)
<b>Mode of Issuance</b>	Private Placement
<b>Issuer/ Borrower/ Company</b>	Arka Fincap Limited

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Tranche	Series V
Face Value	INR 10 Lakhs per Debenture
Issue Price	INR 10 Lakhs per Debenture
Allotment Quantity	15 NCDS
Issue Size	INR 1.50 Crores (Rupees One Crore Fifty Lakhs Only)
Tenor	36 months from the Deemed date of Allotment
Listing (including name of Stock Exchange(s) where it will be listed and timeline for listing)	<ul style="list-style-type: none"> <li>Proposed to be listed on the Wholesale Debt Market Segment of BSE Limited within 20 days from the Deemed Date of Allotment.</li> <li>In case of delay in listing of the Debentures beyond 20 days from the Deemed Date of Allotment, the Company will pay penal interest of 1% p.a. over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of such Debentures to the Debenture Holder</li> </ul>
Rating of the Instrument	"CRISIL AA-" by CRISIL Limited
Minimum Application and in multiples of 1 Debt securities thereafter	Minimum 10 Debentures and in multiples of 1 thereafter
Objects of the Issue	The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for our various financing activities, repay our existing loans and for our business operations.
Details of the utilization of the Proceeds	The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for our various financing activities, repay our existing loans and for our business operations.
Coupon Type	Fixed
Coupon Payment Frequency	Annually and at Maturity

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<b>Coupon Rate</b>	9.75 % p.a.
<b>Coupon Payment Dates</b>	31 July 2021; 31 July 2022; 3 July 2023
<b>Coupon Amount</b>	Accrued Interest on the paid-up value of Debentures payable on Coupon Payment Date
<b>Day Count Basis</b>	Actual/ Actual
<b>Interest on Application Money</b>	At the Coupon Rate
<b>Redemption</b>	Principal Repayment at the end of 36 <sup>th</sup> Month from the Deemed Date of Allotment
<b>Final Redemption Date</b>	To be decided
<b>Redemption Premium / Discount</b>	NA
<b>Security Cover</b>	1.00x
<b>Final Maturity Date</b>	
<b>Tenor</b>	36 Months
<b>Option to retain oversubscription (Amount)</b>	NA
<b>Default Coupon Rate</b>	2% p.a. over and above the Coupon Rate on defaulted amounts for the defaulting period
<b>Discount at which security is issued and the effective yield as a result of such discount</b>	NA

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<b>Coupon Reset Process</b> (including rates, spread, effective date, interest rate cap and floor etc)	NA
<b>Redemption Amount</b>	INR 10 Lakhs (Rupees Ten Lakhs Only) per Debenture.
<b>Put Option</b>	NA
<b>Put Price</b>	NA
<b>Put Notification Time</b>	NA
<b>Call Option</b>	NA
<b>Call Price</b>	NA
<b>Call Notification Time</b>	NA
<b>Step Up/ Step Down Coupon Rate</b>	NA
<b>Issuance mode of the Instrument</b>	Dematerialized only
<b>Trading mode of the Instrument</b>	Dematerialised only
<b>Settlement mode of the Instrument</b>	Cheque(s) / Direct Credit / Electronic Clearing Services / RTGS (Electronic mode) / Fund Transfer
<b>Debt Equity Ratio</b> (Including Current Issue)	0.49 : 1

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<b>Class / Classes of investors</b>	Mutual Funds, NBFCs, Provident Funds and Pension Funds, Trust inclusive of public charitable trust subject to their investment guidelines, Corporates, Banks, Insurance Companies, Individual, Any other person eligible to invest in the Debentures subject the relevant prevalent guidelines and as permitted under Applicable Laws.
<b>Security (where applicable)</b>  (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security).	To be created in favor of the Debenture Trustee, as follows: <ul style="list-style-type: none"> <li>First pari-passu charge (along with banks, financial institutions and other lenders which provide credit facilities to the Issuer) by way of hypothecation on Company's present and future receivables and book debts, cash and cash equivalents and liquid investments, as may be identified by the Company, with a Minimum Security Cover of minimum 1.00x</li> </ul>
<b>Security Creation</b>	The Issuer undertakes to create security within 3 months from the Issue Closure date.  In case of delay in security creation the company will refund the subscription with agreed rate or will pay penal interest of 2% p.a. over and above the Coupon Rate for the delayed period till security creation is complete, at the option of the debenture holders.
<b>Non – maintenance of security cover</b>	Penal interest of 1% p.a. over the coupon rate for the period of non – compliance
<b>Record Date/ Shut Period</b>	15 days prior to each Coupon Payment / Redemption Date
<b>Business Day Convention</b>	Other than the Deemed Date of Allotment and Coupon Payment Date, should any of the other date(s) fall on a day that is not a Business Day, then immediately preceding Business Day shall be considered as the effective Business Day.

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	<p>Should the Deemed Date of Allotment or any Coupon Payment Date fall on a day that is not a Business Day, then immediately succeeding Business Day shall be considered as the effective Business Day. However, the calculation of the said coupon payment would be as per the schedule originally stipulated at the time of issuing the security. Thus, the subsequent coupon schedule would not be disturbed.</p> <p>"Business Day" shall be a day on which Money Market is functioning in Mumbai, however shall exclude Saturday, Sunday or any other day on which banks are closed in Mumbai.</p>
<b>Events of Default</b>	<p>Events of default as stated in the Debenture Documentation, including but not limited to the following:</p> <ul style="list-style-type: none"> <li>• Failure to pay amounts due under the Issue on the relevant due date by the Issuer;</li> <li>• Insolvency, reorganization, liquidation, suspension of payment of debts, winding up, illegality, cessation of business by the Issuer;</li> <li>• Illegality, cessation of business of the Issuer;</li> <li>• Security in jeopardy;</li> <li>• Bankruptcy, CDR proceedings filed with respect to the Issuer;</li> <li>• Breach of any of the terms of the Transaction Documents by the Issuer;</li> <li>• Breach of any covenants;</li> <li>• Breach of any Representations and Warranties;</li> <li>• Nationalization or expropriation of any of a substantial part of the assets of the Issuer;</li> <li>• Unlawfulness or moratorium</li> </ul>
<b>Consequences of Event of Default</b>	<p>The consequences of default will, include but not be limited to the following:</p> <ul style="list-style-type: none"> <li>• Acceleration of all outstanding dues, cancellation of total Issue and enforcement of Security;</li> <li>• To transfer assets of the Issuer comprised within the Security created in favour of Debenture Trustee or such other person</li> </ul>

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	<p>by way of lease, leave and license, sale or otherwise. Any surplus realized from the transfer of assets after fulfilment of all the obligations of the Issuer under the Issue shall be paid to the Issuer;</p> <ul style="list-style-type: none"> <li>• Enforce its right under the Transaction Documents;</li> <li>• Appropriate any amount in the Accounts and utilize it for payment/repayment of any amount outstanding under the Issue;</li> <li>• Charge Default Interest. It is clarified that the default interest shall be charged from the date of occurrence of event of default irrespective of the same being declared by the Investor(s) till such date the default subsists;</li> <li>• Any cost incurred on any of the above shall be borne by the Issuer.</li> </ul>
<b>Additional Covenants</b>	<ul style="list-style-type: none"> <li>• If Rating goes down by "single" notch below "AA[-]", the rate of interest shall increase by 25 basis points for every notch downwards.</li> <li>• Capital adequacy of the company should not fall below 15% during entire tenor of debenture till maturity.</li> </ul>
<b>Transaction Documents</b>	<ol style="list-style-type: none"> <li>1. Debenture Trustee Agreement;</li> <li>2. Shelf Disclosure Document;</li> <li>3. Addendum to Shelf Disclosure Document</li> <li>4. PAS-4</li> <li>5. Debenture Trust Deed,</li> <li>6. Security Document if any</li> <li>7. Such other documents as agreed between the Issuer and the Debenture Trustee.</li> </ol>
<b>Conditions Precedent</b>	NA
<b>Condition Subsequent to Disbursement</b>	As per Debenture Trust Deed
<b>EBP Process.</b>	NA

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Manner of Bidding	NA
Bid Timing	NA
Mode of Allotment / Allocation option	NA
Mode of Settlement	NA
Depository	NSDL
Settlement Through	NA
Settlement Cycle	NA
Indemnification	The Issuer will indemnify and hold harmless the Debenture Holders from and against any claim, liability, demand, loss, damage, judgment or other obligation or right of action which may arise as a result of breach of this Term Sheet by the Issuer.
Debenture Trustee to the Issue	Catalyst Trusteeship Limited
Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders, as per the terms of the Transaction Documents
Governing Law and Jurisdiction	The Self Disclosure Document read with any Addendum thereto shall be governed by the laws of India. The Courts in Mumbai will have exclusive jurisdiction in relation to any dispute that may arise out of or in connection with any of the Debenture Documents.
Taxation	All the taxes as per law excluding Income tax, as and when applicable on the instrument from time to time shall be borne by the Company.
Issue Schedule	
Issue Opening date	3 <sup>rd</sup> July 2020

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Issue Closing Date	3 <sup>rd</sup> July 2020
Pay in Date	3 <sup>rd</sup> July 2020
Deemed Date of Allotment	3 <sup>rd</sup> July 2020

## Illustration of Cash Flows per Debenture

03 July 2020	-10,00,000.0
31 July 2021	1,04,979
31 July 2022	97,500
03 July 2023	90,021
03 July 2023	10,00,000

For Arka Fincap Limited

Agreed and Accepted by



Authorized Signatory



02/7/20 [Auth. Signatory]

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