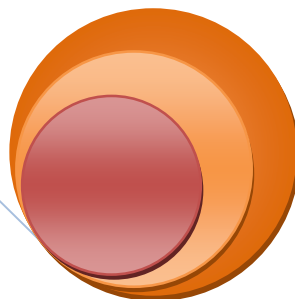
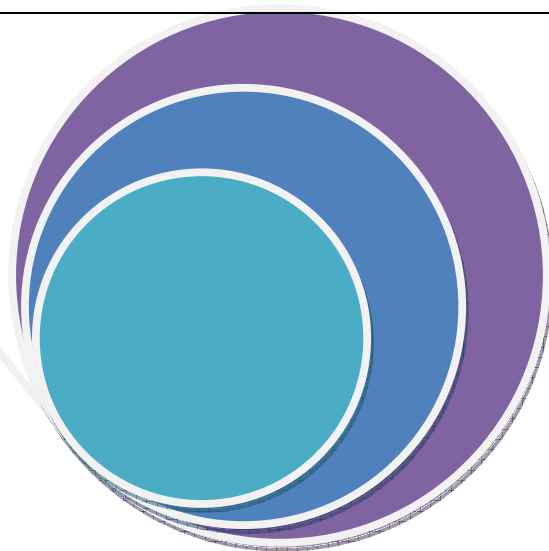
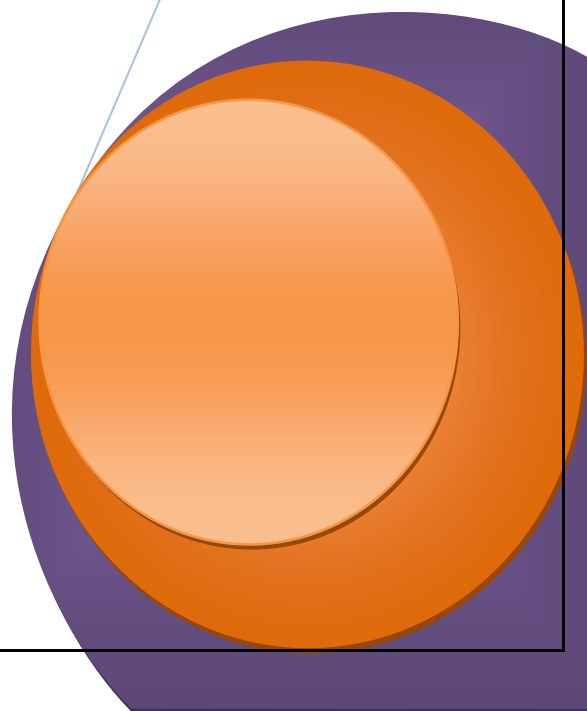


***ARC FINANCE
LIMITED***



**38TH ANNUAL REPORT
2019-20**



ARC FINANCE LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Dinesh Agarwal	- Non- Independent & Executive Director (DIN: 08394760)
Mr. Virendra Kr Soni	- Non- Independent & Executive Director (DIN: 08554333)
Mr. Asis Banerjee	- Independent Director & Non Executive (DIN: 05273668)
Mr. Gopal Kumar Singh	- Independent Director & Non Executive (DIN: 06739896)
Mrs. Aparna Sharma	- Independent Director & Non Executive (DIN: 07006877)

CHIEF FINANCIAL OFFICER

- Mr. Dinesh Agarwal

REGISTERED OFFICE

18, Rabindra Sarani,
Poddar Court, Gate No.4,
4th Floor, Room No.3,
Kolkata-700001
Ph No (91-033) 32589854

AUDITORS

For MANABENDRA BHATTACHARYYA & CO.
Chartered Accountants
FRN No. 302030E
4, KIRAN SHANKAR ROY ROAD,
KOLKATA-700001
Email: mbco_07@yahoo.co.in

BANKERS

Indusind Bank Ltd.

CORPORATE IDENTITY NUMBER: L51909WB1982PLC035283

AUDIT COMMITTEE

Mr. Asis Banerjee	- Chairman
Mr. Dinesh Agarwal	- Member
Mr. Gopal Kumar Singh	- Member
Mrs. Aparna Sharma	- Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Gopal Kumar Singh	- Chairman
Mr. Asis Banerjee	- Member
Mrs. Aparna Sharma	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Asis Banerjee	-	Chairman
Mr. Gopal Kumar Singh	-	Member
Mr. Dinesh Agarwal	-	Member
Mrs. Aparna Sharma	-	Member

REGISTRAR & SHARE TRANSFER AGENTS

M/s. ABS CONSULTANT PVT. LTD,
99 Stephen House, 6th Floor,
4, B.B.D Bagh (E),
Kolkata- 700001, W.B
Phone Nos.: (033) 2230-1043, 2243-0153,
Email Id: absconsultant@vsnl.net

LISTED AT: The BSE Limited, CSE Limited

DEMAT ISIN NUMBER IN NSDL & CDSL: INE202R01018

WEBSITE: www.arcfinance.in

INVESTOR E-MAIL ID: arcfinancelimited@gmail.com

ARC FINANCE LIMITED

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Shareholders of **M/s ARC Finance Limited** will be held on Wednesday, 30th day of September, 2020 at 02:30 P.M. at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No. 3, Kolkata-700001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To consider appointment of a Director in place of Mr. Dinesh Agarwal (08394760), who retires by rotation, and has sent his dissent for being reappointment as Director of the Company.
3. To Appointment and regularization of M/s. MANABENDRA BHATTACHARYYA & CO, Chartered Accountants, Kolkata, (Firm Registration: 302030E), as Statutory Auditor of the Company for 5 years to hold the office from the conclusion of this Annual General Meeting until the conclusion of the fifth Annual General Meeting (AGM) of the company .
“**RESOLVED THAT** pursuant to the provision of section 139 and other applicable provision, if any of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and auditors) Rules, 2014 as may be applicable M/s. MANABENDRA BHATTACHARYYA & CO, Chartered Accountants, Kolkata, (Firm Registration: 302030E), be appointed as statutory auditors of the company to hold office from the conclusion of this Meeting until the conclusion of the fifth Annual General Meeting (AGM) of the company subject to ratification of the appointment at every AGM at a remuneration (including term of payment) to be fixed by the board of Direction of the company, plus service tax and such other tax(es), as may be applicable & reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the company”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to fix their remuneration, considering the recommendations of the Audit Committee of the Board.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution for Borrowing the money:

“RESOLVED that pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 75 Crores (Both funded and non-funded) at any one point of time”

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to negotiate limits with the Bankers for availing the funded and non-funded bank limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenor etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand promissory Notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

RESOLVED FURTHER THAT the authority be and is hereby granted to issue short term and long term debt instruments of the Company, including by way of issue of Debentures or such other instruments like commercial papers etc. in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed aforesaid limit.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including

but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution for increasing the Loan and investment limits:

“RESOLVED THAT pursuant to provision of Section 186 and other applicable provision of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to Loan and investment activity of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to

1. Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
2. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
3. acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 80 Crores,

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.

Date: 08.09.2020
Place: Kolkata

For and on behalf of the Board
ARC Finance Limited

Sd/-
Asis Banerjee
Chairman

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2020 to 30th September, 2020 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.

The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares

in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. ABS Consultant Pvt. Ltd.)

As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to **M/S. ABS CONSULTANT PVT. LTD.**, Share Transfer Agents of the Company for their doing the needful.

7. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
8. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
9. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
10. Electronic copy of the 38th Annual Report for 2019-2020 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019-2020 is being sent in the permitted mode.
11. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.arcfinance.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: arcfinancelimited@gmail.com.

12. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23.09.2020, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on Sunday 27th day of September, 2020 and will end at 5.00 p.m. on Tuesday 29th day of September, 2020. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal, Practising Company Secretary, (CP NO. 16313) to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

Procedure for remote e-voting

I. The Company has engaged the services of ABS Consultant Pvt Ltd for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

(Log on to the e-voting website: www.evotingindia.com during the voting period.

- a. Click on "Shareholders" tab
- b. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "ARC FINANCE LIMITED" from the drop down menu and click on "SUBMIT".
- c. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- g. After entering these details appropriately, click on "SUBMIT" tab.

- h. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- i. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN "ARC FINANCE LIMITED" for which you choose to vote.
- l. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- r. For Non – Individual Shareholders and Custodians:

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- I. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call at 18002005533.
- II. If you are already registered with e-voting then you can use your existing User ID and Password for casting vote.
- III. The voting rights shall be as per the number of equity share held by the Member(s) as on 23.09.2020. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- IV. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Sunday 27th day of September, 2020 and will end at 5.00 p.m. on Tuesday 29th day of September, 2020. The e-voting module shall be disabled at 5.00 p.m. on the same day.
- V. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- VI. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- VII. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s ABS Consultant Private Limited
- 13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 23.09.2020.
- 14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in

ARC FINANCE LIMITED

which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

15. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

By Order of the Board
For ARC Finance Limited

Place: Kolkata
Date: 08.09.2020

Sd/-
Asis Banerjee
Chairman

For Item No. 4:

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 75 Crores.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

For Item No. 5:

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of the any other body corporate in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company.

Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of the Hundred per cent of its free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

ARC FINANCE LIMITED

BOARD'S REPORT

To

The Members,

The Directors have pleasure in presenting before you the 38th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2020.

1. FINANCIAL PERFORMANCE OF THE COMPANY

The performance during the period ended 31st March, 2020 has been as under:

(Rs. In Lakhs)

<i>Particular</i>	<i>2019-20</i>	<i>2018-19</i>
Total Income	828.49	462.86
Total Expenditure	804.27	522.23
Profit/(Loss) Before Tax	24.21	(59.36)
Provision for Tax	---	---
Profit after Tax	24.17	(59.36)
Transfer to Statutory Reserves	---	---
Profit available for appropriation	---	---
Provision for Proposed Dividend	---	---
Provision for Dividend Tax	---	---
Balance Carried to Balance Sheet	24.17	(59.36)

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes and commitments affecting financial position of the company between 31st March and the date of Board's Report.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in the nature of Business.

4. DIVIDEND:

With a view to conserve resources for working capital requirements and rising capital expenditure, directors considered it prudent not to recommend any dividend for the year under review.

5. CHANGE IN SHARE CAPITAL:

The paid-up Equity Share Capital of the Company as at 31st March, 2020 stood at 5049.50 lacs. During the year under review, the Company has not issued any further shares.

6. BOARD MEETINGS:

The Board of Directors duly met **7 (Seven)** times on 17.04.2019, 28.05.2019, 12.08.2019, 05.09.2019, 13.11.2019, 14.01.2020 and 14.02.2020 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- **Mr. Pradip Kumar Agarwal** was resigned & **Mr. Ramawtar Gupta** was appointed as director of the company w.e.f. 04th September, 2019.
- **Mr. Ramawtar Gupta** (DIN: **06365578**), resigned as Non-Independent Executive director of the company due to occupancy of other business and **Mr. Dinesh Agarwal** (DIN: **08394760**), was appointed as Non-Independent Executive director of the company w.e.f. 17th April, 2020.
- **Mr. Virendra Kumar Soni** (DIN: **08554333**) was appointed as a Non-Independent Executive director of the company w.e.f. 05th September, 2020.

Apart from above, there has been no change in the constitution of Board during the year under review i.e. the structure of the Board remains the same. Subsection (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company. Further, according to Sub-section (11) of Section 149, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 **"Director"** means a director appointed to the Board of a Company.

2.2 **"Nomination and Remuneration Committee"** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and clause 49 of the Equity Listing Agreement.

2.3 **"Independent Director"** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

3. Policy:

Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with guidelines as laid down in companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

3.2.3 The Independent Director shall abide by the "**Code for Independent Directors**" as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the company. The HRNR Committee shall take into account the nature of, and the time involved in a Director Service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

3.3.4 A Director shall not be a member in more than 10 committee or act chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 **"Director"** means a Director appointed to the Board of the company.

2.2 **"key managerial personnel"** means

- (i) The Chief Executive Officer or the managing director or the manager;
- (ii) The company secretary;
- (iii) The whole-time director;
- (iv) The chief finance Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

2.3 **"Nomination and Remuneration Committee"** means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and clause 49 of the Equity Listing Agreement.

3. Policy:

3.1 Remuneration to Executive Director and Key Managerial Personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders.

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

3.1.3 The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the companies act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

8. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received a declaration from **Mr. Asis Banerjee, Mr. Gopal Kumar Singh and Mrs. Aparna Sharma**, Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

9. RISK MANAGEMENT POLICY

Your Company follows a comprehensive system of Risk Management. Your Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well structured risk management process.

10. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with CSE Limited and framed the following policies which are available on Company's website i.e. www.arcfinance.in

- i. Board Diversity Policy
- ii. Policy on preservation of Documents
- iii. Risk Management Policy

11. VIGIL MECHANISM:

Your Company has adopted an Ombuds process as a channel for receiving and redressing complaints from employees and Directors, as per the provisions of Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. Under this policy, your Company encourages its employees to report any fraudulent financial or other information to the stakeholders, and any conduct that results in violation of the Company's code of business conduct, to the management (on an anonymous basis, 38th Annual Report 2019-20 if employees so desire). Further, your Company has prohibited discrimination, retaliation or harassment of any kind against any employees who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring, reports that information or participates in the investigation. Mechanism followed under Ombuds process is appropriately communicated within the Company across all levels and has been displayed on the Company's intranet and website at www.arcfinance.com

12. DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3) (c) OF THE COMPANIES ACT, 2013

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, and secretarial auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2019-20. Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the annual accounts on a going concern basis; and
- e. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

14. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The Company does not have any subsidiaries, associates and joint ventures.

15. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 134(3)(f) & Section 204 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Akhil Agarwal, Practicing Company Secretary to undertake the Secretarial Audit of the Company. Report of the Secretarial Audit in **Form MR-3** for the financial year ended March 31, 2020 is enclosed as **Annexure A** to the Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in his report.

16. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report **(FORMAT IN ANNEXURE B)**

17. STATUTORY AUDITORS:

"RESOLVED THAT pursuant to the provision of section 139 and other applicable provision, if any of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and auditors) Rules, 2014 as may be applicable **M/s. MANABENDRA BHATTACHARYYA & CO**, Chartered Accountants (ICAI Firm Registration no. **302030E**), be appointed as statutory auditors of the company to hold office from the conclusion of this Meeting until the conclusion of the fifth Annual General Meeting (AGM) of the company subject to ratification of the appointment at every AGM at a remuneration (including term of payment) to be fixed by the board of Direction of the company, plus service tax and such other tax(es), as may be applicable & reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the company"

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to fix their remuneration, considering the recommendations of the Audit Committee of the Board."

18. QUALIFICATIONS IN AUDIT REPORTS:

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made—

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2020 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the market expected in view of the robust capital market in the coming years.

(b) Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013, and the same does not have any reservation, qualifications or adverse remarks.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per rule 8(3) of the companies (Accounts) Rules, 2014 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

1. Research and Development (R&D): NIL
2. Technology absorption, adoption and innovation: NIL

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL

20. DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:

Your Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

21. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

22. INTERNAL FINANCIAL CONTROLS AND AUDIT**Adequacy of Internal Financial Controls:**

The Board of your Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given loans, Guarantees or made any investments during the year under review.

24. CREDIT & GUARANTEE FACILITIES:

The Company has been availing facilities of Credit and Guarantee as and when required, for the business of the Company, from IndusInd Bank Ltd.

25. CORPORATE SOCIAL RESPONSIBILITY POLICY:

In accordance with the requirements of the provisions of section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report.

Since your Company do not have the net worth of Rs. 500 Cr. or more, or turnover of Rs. 1000 Cr. or more, or a net profit of Rs. 5 Cr. or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

26. RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at www.arcfinance.in

27. FORMAL ANNUAL EVALUATION:

As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made there under, the independent directors of the company had a meeting on 14.02.2020 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- (a) Review of the performance of non-independent directors and the Board as a whole;
- (b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting was recognized for shaping up of the company and putting the company on accelerated growth path. They devoted more time and attention to bring up the company to the present level.

The meeting also reviewed and evaluated the performance the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings
- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

Sri Asis Banerjee, chairman of the company has performed exceptionally well by attending board meetings regularly, by taking active participation in the discussion of the agenda and by providing required guidance from time to time to the company for its growth etc.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

28. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

29. LISTING AGREEMENT:

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital Markets to ensure better enforceability. The said regulations were effective December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The company entered into Listing Agreement with CSE Ltd. and BSE Ltd.

30. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2019-20 to The Bombay Stock Exchange Limited where the Company's Shares are listed but The CSE Limited are paid due to not received any invoice from that Stock Exchange.

31. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Corporate Governance refers to a set of systems, procedures and practices which ensure that the company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability and independence. Your Company has been complying with all the requirements of the code of Corporate Governance, as specified by SEBI. A separate report on Corporate Governance is furnished as a part of the Directors' Report and the certificate from the Statutory Auditor regarding compliance of condition of Corporate Governance is annexed to the said Report.

32. GOVERNING THE COMPANY

The Company is an NBFC company therefore all the provisions of the RBI act is complied during the year under review.

33. SECRETARIAL STANDARDS

During the year under review the company has complied with the rules, regulations, guidelines, standards etc. Mentioned below:

- The Secretarial standards w.r.t. Meetings of Board of directors (**SS-1**) and General Meeting (**SS-2**) issued by The Institute of company Secretaries of India.
- The Securities and Exchange Board of India (Listing obligations and Disclosures Requirement) regulations, 2015.

34. EVENT BASED DISCLOSURES

During the year under review, the Company has not taken up any of the following activities:

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares: NA

35. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

36. CEO/ CFO CERTIFICATION

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 have been appended to this report in **Annexure-“C”**.

37. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The Disclosure pertaining to remuneration and other details as required under the provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014 forms part of the Directors Report and marked as **Annexure-“D”**.

During the period under review, No employee of the Company drew remuneration in excess of the limits specified under the provisions of section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

38. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received: Nil
- No. of complaints disposed off: Nil

39. GLOBAL HEALTH PANDEMIC FROM COVID-19:

The World Health Organization declared a global pandemic of the Novel Corona virus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, our offices and client offices all over the world have been operating with minimal or no staff for extended periods of time. In keeping with its employee-safety first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model. Proactive preparations were done in our work locations during this transition to ensure our offices are safe.

40. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company like SEBI, BSE, NSDL, CDSL, HDFC Bank and Indusind Bank etc. for their continued support for the growth of the Company.

**For and on behalf of the Board
ARC Finance Limited**

**Place: Kolkata
Date: 08.09.2020**

**Sd/-
Asis Banerjee
Chairman**

Form No. AOC-2

(Pursuant to Regulation (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2015)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	Not Applicable
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2 Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship	Not Applicable
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any:	

**For and on behalf of the Board
ARC Finance Limited**

**Place: Kolkata
Date: 08.09.2020**

**Sd/-
Asis Banerjee
Chairman**

ANNEXURE "A" TO BOARD'S REPORT

FORM MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ARC Finance Limited
18, Rabindra Sarani, Poddar Court,
Gate No. 4, 4th Floor, Room No.3,
Kolkata-700001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s ARC Finance Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2020** complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2020** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during the Audit Period).**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009-*(as the company has not issued any shares during the financial year under review; the said regulations was not applicable to the Company);*
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993- *(as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, the said regulation are not applicable to the company);*

- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – *(The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation are not applicable to the company);*
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – *(The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company ;)*
- g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- *(as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review, the said regulation was not applicable to the company);*

I have also examined compliance with the applicable clauses of the following:-

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Further based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with proper Board-processes and compliance mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under mentioned above, subject to the following observations;

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations

and guidelines except granting of Loans and scale of operation over purchase and sale of shares, inventory and for expenses incurred.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

I further report that:

- During the audit period, there were no instances of:
 - (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
 - (ii) Redemption/buy-back of securities.
 - (iii) Merger/ amalgamation/ reconstruction etc.
 - (iv) Foreign technical collaborations

Note: This report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part of this report.

**For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313**

**Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN No. A035073B000573479**

**Place: Kolkata
Date: 12/08/2020**

“ANNEXURE-1”

**To,
The Members,
ARC Finance Limited**
18, Rabindra Sarani, Poddar Court,
Gate No. 4, 4th Floor, Room No.3,
Kolkata-700001

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313**

**Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073**

UDIN No. A035073B000573479

**Place: Kolkata
Date: 12/08/2020**

ANNEXURE "B" TO BOARD'S REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

i	CIN	:	L51909WB1982PLC035283
ii	Registration Date	:	23-Sep-1982
iii	Name of the Company	:	ARC FINANCE LTD
iv	Category of the Company	:	Public company
v	(a) Address of the Registered office	:	18, Rabindra Sarani Poddar Court, Gate No. 4, 4th Floor, Room No - 3, Kolkata - 700001.
	(b) Contact details	:	Email : arcfinancelimited@gmail.com
vi	Whether listed company	:	YES
vii	Name and Address and Contact detail of Registrar & Transfer Agents, if any	:	M/s. ABS Consultant Pvt. Ltd. 99, Stephen House, 6th Floor, 4, B.B.D. Bag (E), Kolkata-700 001, West Bengal Phone Nos. (033) 2230-1043, 2243-0153, Email: absconsultant@vsnl.net

II PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Financial Service	997155	61.90%
2.	Trade	996115	38.10%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Nil				

Note: Section 2(87) is for Subsidiary company, Section 2(6) is for Associate Company

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	6,071,875	-	6,071,875	12.02%	6,071,875	-	6,071,875	12.02%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total A1:-	6,071,875	-	6,071,875	12.02%	6,071,875	-	6,071,875	12.02%	-
(2) Foreign									
a) NRI - Individual/	-	-	-	-	-	-	-	-	-
b) Other - Individual/	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Sub-total A2:-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = A1+A2	6,071,875	-	6,071,875	12.02%	6,071,875	-	6,071,875	12.02%	-
B. Public Shareholding									
1. Institution									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign	-	-	-	-	-	-	-	-	-

Venture Capital Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total B1:-	-	-	-	-	-	-	-	-	-
2. Non-Institution									
a) Bodies Corp.		-	-	-	-	-	-	-	
i) Indian	40329580	30000	40,359,580	79.93%	41226329	30000	41256329	81.70	1.77%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals				-				-	-
i) Individual shareholders holding [nominal share capital upto Rs. 1 lakh	220090	93952	314042	0.62%	257526	94082	351608	0.70%	0.08%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3695498	53900	3,749,398	7.43%	2761183	53900	2815083	5.58	1.85%
c) Others (specify)	105	-	105	0	105	-	105	-	0.00%
Sub-total (B)(2):-	44,24,5273	1,77,852	44,423,125	87.98%	44,24,51,43	1,77,982	44,423,125	87.98%	0.00%
Total Public Shareholding (B)	44,24,5273	1,77,852	44,423,125	87.98%	44,24,51,43	1,77,982	44,423,125	87.98%	0.00%
				-					
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Total of share held by Costodian (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	50,317,148	1,77,852	50,495,000	100%	50,317,018	1,77,982	50,495,000	100%	0.00%

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on 1-April-2019]			No. of Shares held at the end of the year [As on 31-March-2020]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	S K Growth Fund Pvt. Ltd.	71,875	0.14%		71,875	0.14%		
2	Vaibhavlaxmi Vanijya Private Limited	6,000,000	11.88%		6,000,000	11.88%		
	Total	6,071,875	12.02%		6,071,875	12.02%		

iii. Change in Promoters' Shareholding

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2019]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2020]	% of total Shares of the company				No. of Shares	% of total Shares of the company
		-	-	-	-	-	-	-	-	-
	Total									

iv **Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDR's and ADR's)**

Sr. No.	Shareholder's Name	Shareholding				Date	Increase / Decrease in Shareholding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2019]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2020]	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	DEVESHWAR REALTY PRIVATE LIMITED	2500000	4.95%	2500000	4.95%					
2	SUBHLABH TRADEVIN PRIVATE LIMITED	2500000	4.95%	2500000	4.95%					
3	NATRAJ FINANCIAL MANAGEMENT PRIVATE LIMITED	2500000	4.95%	2500000	4.95%					
4	DHANSAKTI SUPPLIERS PRIVATE LIMITED	2500000	4.95%	2500000	4.95%					
5	SUNFLOWER INVESTMENT MANAGEMENT PRIVATE LIMITED	2500000	4.95%	2500000	4.95%					
6	INDIVAR REALTORS PRIVATE LIMITED	2420000	4.79%	2420000	4.79%					
7	MAADHAWA REALPRO PRIVATE LIMITED	2380000	4.71%	2180000	4.32%					
8	FASTFLOW FINANCIAL ADVISORY PRIVATE LIMITED	2000000	3.96%	2000000	3.96%					
9	AASTHA VANIJYA PRIVATE LIMITED	2000000	3.96%	2000000	3.96%					
10	SHIVMANI VINIMAY PRIVATE LIMITED	776500	1.54	3141773	6.22%					

v Shareholding of Directors and Key Managerial Personnel

S r. N o.	Shareholder's Name	Shareholding				Date	Increa se / Decrea se in Shareh olding during the year	Rea son	Cumulativ e Shareholdi ng during the year	
		No. of Shares held at the beginn ing of the year [As on 1- April- 2019]	% of total Shares of the compa ny	No. of Shares held at the end of the year [As on 31- March- 2020]	% of total Shares of the compa ny				No. of Sha res	% of total Shar es of the com pany
	NIL	-	-	-	-					

V. INDEBTEDNESS

i. Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Sl. No.	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		-	-	-	-
Change in Indebtedness during the financial year					
i.	Addition	-	-	-	-
ii.	Reduction	-	-	-	-
Net Change		-	-	-	-
Indebtedness at the end of the financial year					
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

i. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amt
1	Gross salary				
	(a) Salary as per provisions contained in Sec 17(1) of the Income Tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
Total		-	-	-	-
Ceiling as per the Act (Being 10% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)					

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to other directors:

Particulars of Remuneration				Total Amount
Independent Directors				
Fee for attending board committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-
Total (1)				-
Other Non-Executive Directors				
Fee for attending board committee meetings	-	-	-	-
Commission	-	-	-	-
Others, please specify	-	-	-	-
Total (2)				-
Total				-
Total Managerial Remuneration				-
Overall Ceiling as per the Act (Being 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013)				-

Remuneration To Key Managerial Personnel Other Than Md/Manager/Wtd

Particulars of Remuneration	Key Managerial Personnel			
	CEO	Company Secretary	CFO	Total
Gross salary	-	95,000.00	-	95,000.00
(a) Salary as per provisions contained in Sec 17(1) of the Income Tax Act, 1961	-	-	-	-
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
Stock Option	-	-	-	-
Sweat Equity	-	-	-	-
Commission	-	-	-	-
- as % of profit	-	-	-	-
- others, specify...	-	-	-	-
Others, please specify	-	-	-	-
Total	-	90,000.00	-	90,000.00

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Against the Company	None
Against the Directors	None
Against other Officers in Default under the Companies Act, 2013:	None

Annexure-“C” TO BOARD’S REPORT

CFO CERTIFICATE

I, Dinesh Agarwal, Chief Finance Officer of ARC Finance Ltd to the best of my knowledge and belief certify that:

1. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company’s affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or volatile of the Company’s Code of Conduct.
5. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company’s Auditors and the Audit Committee of the Company’s Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;

I have indicated to the Auditors and the Audit Committee:

- a) Significant changes in the Company’s internal control over the financial reporting during the year;
- b) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
- c) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control system over financial reporting.

FOR AND ON BEHALF OF THE BOARD,
ARC FINANCE LTD

Place: Kolkata
Date: 08/09/2020

Sd/-
Dinesh Agarwal
Chief Financial Officer

Annexure- "D" to the Board's Report

[Details under Section 197(12) of the Companies Act, 2013 Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary during the year 2019-20

(Explanation: (i) the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values)

Sl.No	Name of Employee	Designation	Ratio of Remuneration of each Director to median employee	% increase in Remuneration
1	Khushboo Gupta *	Company Secretary		NIL

* Pawan Dalmia was resigned & Khushboo Gupta was appointed to the post of company secretary of the office w.e.f. 08th February, 2020

1. No remuneration is paid to Non Executive Director.
2. The Company has 8 permanent employees including Executive Directors.
3. Relationship between average increase in remuneration and Company's performance: The remuneration/policy of the Company Employees is based on the philosophy to reward and drive performance culture. Every year the salary increases are decided to provide reward on the basis of market opportunity determined by benchmarking the rewards with similar profile organizations. Variable component is an important criterion which is dependent of individual performance rating, business performance and market competitiveness of the Company.
4. Comparison of the remuneration of the key managerial personnel against the performance of the Company: As per the policy increases are dependent on actual performance rating as well as the business performance and increase in scope of work entrusted.
5. The average percentage increased in remuneration of employees other than Directors during the year is NIL
6. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the year – NA
7. The remuneration is paid as per the remuneration policy of the Company.

DECLARATION ON CODE OF CONDUCT

**To,
The Members of
ARC FINANCE LTD**

In accordance with Regulation 17(8), 26(3) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management Personnel including myself have affirmed compliance to their respective Codes of Conduct, as applicable for the Financial Year ended 31st March, 2020. By Order of the Board

**FOR AND ON BEHALF OF THE BOARD,
ARC FINANCE LTD**

**Place: Kolkata
Date: 08/09/2020**

**Sd/-
Dinesh Agarwal
Chief Financial Officer**

REPORT ON CORPORATE GOVERNANCE FOR F.Y. 2019-20

Pursuant to Regulations 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



Your Company's Corporate Governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. Good governance practices stem from the culture and mindset of the organization and here, we are committed to meet the aspirations of all our stakeholders and believes in adopting best corporate practices for ethical conduct of business.

The detailed report on Corporate Governance for the financial year ended March 31, 2020, as per the disclosure requirements prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

Company's Philosophy on Corporate Governance is a combination of voluntary practices and compliance with laws and regulations leading to delegation of operational powers to experienced staff members, effective control, oversight mechanism, strategies and policies which are constantly reviewed and strengthened to be in alignment with market realities and overall management of the organization.

In ensuring that the desired levels of Corporate Governance practices are imbibed in the organization and with a focus on its own fiduciary & trusteeship role, the Board of Directors of the Company seeks to evolve, strengthen and adopt structures and policies which would align and direct the actions of the organization towards creating wealth and shareholder value.

2. BOARD OF DIRECTORS :

An active, informed and independent Board is necessary to ensure highest standard of corporate governance. The Board lays down business strategy, sets strategic goals and seeks accountability for their fulfilment.

a. COMPOSITION OF BOARD OF DIRECTORS

The Company has maintained an optimum Combination of Executive and Non-executive Directors including one woman directors. The Chairman of the Board is the Managing Director (Executive Category). As of March 31, 2020, the Board of Directors (the 'Board') consisted of four directors of which two are Independent Directors.

The Board considers the recommendations of the Nomination & Remuneration Committee and takes appropriate decisions in regard to continuance of and induction of new skill-sets at the Board level to ensure the availability of these experienced professionals to guide the Company in an ever-evolving business environment.

None of the Director on the Company's Board is holding office of Director in more than twenty Companies and Independent Director in more than seven listed companies. Further, none of the Director is a Member of more than ten Committees and Chairman of more than five Committees across all the Companies in which he acts as Director.

b. NUMBER OF BOARD MEETINGS AND DATES ON WHICH HELD:

During the year the Board of Directors met (7) times. The following are the dates of Board meeting: 17.0.2019, 28.05.2019, 12.08.2019, 05.09.2019, 13.11.2019, 14.01.2020 and 14.02.2020

(Maximum time gap between any two consecutive meetings did not exceed 120 days)

c. THE COMPOSITIONS OF THE BOARD, ATTENDANCE AT THE BOARD MEETINGS HELD DURING THE FY 2019 – 2020 UNDER REVIEW AND AT THE LAST ANNUAL GENERAL MEETING, NUMBER OF DIRECTORSHIP IN OTHER COMPANIES, MEMBERSHIPS/CHAIRMANSHIPS OF THE COMMITTEES AND THEIR SHAREHOLDING AS ON MARCH 31, 2020 IN THE COMPANY ARE AS FOLLOWS:-

Name of Director	Category	No. of Board Meetings held during the year	No. of Board Meetings attended during the year	Attendance at last AGM (28.09.2019)	*Directorships (including this entity)	**Committee Position(including this entity)	
						Chairperson	Member
Mr. Dinesh Agarwal	ED	7	6	-	---	---	-
Mr. Gopal Kumar Singh	NED	7	7	√	2	---	2
Mr. Virendra Kumar Soni	ED	7	3	-	-	-	-
Mr. Asis Banerjee	NED	7	7	√	3	2	2
Mrs. Aparna Sharma	NED	7	7	√	2	---	2

3. **AUDIT COMMITTEE:**

Board has constituted a set of committees with specific terms of reference/mandate, as to effectively focus on the issues falling under their jurisdiction. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before the Board meeting for noting.

During the year 4(Four) meeting of the board was held.

Composition, name of members and Chairperson as on March 31, 2020

Name	Designation	Category	No. of Meetings attended
Asis Banerjee	Chairman	NED(1)	4
Gopal Kumar Singh	Member	NED(1)	4
Aparna Sharma	Member	NED(1)	4
Dinesh Agarwal	Member	ED	2
Ramawtar Gupta	Member	ED	2

The Company Secretary acts as Secretary to the Committee.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on , 28th day of September, 2019 at 9.30 A.M. at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.3, Kolkata-700001.

Terms of Reference

The terms of reference of Audit Committee are wide enough, covering the matters specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013, which inter alia includes the following:

- a. oversee the Company's financial reporting process and disclosure of its financial information;
- b. recommend appointment, remuneration and terms of appointment of auditors of the Company;
- c. approve payment to statutory auditors for any other services rendered by them;
- d. review with the management, the annual financial statements before submission to the Board for approval, focusing particularly on:
 - i) matters to be included in Directors Responsibility Statements to be included in Board's report ;
 - ii) any changes in accounting policies and practices;
 - iii) major accounting entries involving estimates based on the exercise of judgment by management;
 - iv) significant adjustments resulting from the audit findings;
 - v) compliance with listing and other legal requirements relating to financial statement;
 - vi) disclosure of related party transactions;
 - vii) Qualification in draft audit report.
- e. review with the management, the quarterly financial statement before submission to the board for their approval;

- f. recommend appointment, remuneration and terms of appointment of internal auditors, tax auditors, secretarial auditor and any matters of resignation or dismissal;
- g. discuss with the statutory auditors before the audit commences, the nature and scope of the audit as well as post audit discussion to ascertain areas of concern;
- h. review the internal audit program, ensuring co-ordination between the internal and statutory auditors, ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company, and to request internal auditor to undertake specific audit projects, having informed the management of their intentions;
- i. consider the major findings of internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- j. consider any material breaches or exposure; breaches of regulatory requirements or of ethical codes of practice to which the Company subscribes, or of any related codes, policies and procedures, which could have a material effect on the financial position or contingent liabilities of the Company;
- k. discuss significant findings with internal auditors and initiate follow-up action thereon;
- l. look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors;
- m. review performance of statutory and internal auditors and adequacy of internal control systems;
- n. approve transaction with related parties and subsequent modification to terms of contract/transaction;
- o. scrutinize inter-corporate loans and investments;
- p. valuation of any of the undertakings or assets as and when necessary ;
- q. evaluate adequacy of internal financial control and risk management system;
- r. review with management , the statement of uses /application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue , and making recommendation to the Board for taking steps in relation thereto;
- s. approve appointment of CFO (i.e. the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience and background of the candidate;

- t. review functioning of the Whistle Blower Policy;
- u. Carry out any other functions as may be falling within the terms of reference of the Audit Committee or as may be delegated to the Committee from time to time.

The composition and terms of reference of the Audit Committee are in accordance with section 177 of the Companies Act, 2013, requirements prescribed in Non- Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. **NOMINATION & REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee is constituted in compliance with the requirements of SEBI (LODR) Regulations 2015 and Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

As on March 31, 2020, the Nomination and Remuneration Committee comprised of the following:

The Composition and the attendance of Directors at these meetings are as under:

Name	Designation	Category	No of meetings attended
Mr. Gopal Kumar Singh	Chairman	Independent Director	2
Mr. Asis Banerjee	Member	Independent Director	2
Mr. Aparna Sharma	Member	Independent Director	2

The Board terms of reference and functions of the Nomination and Remuneration Committee are as follows:

- I. review & recommend to the Board on the structure and composition of the Board of Directors of the Company;
- II. formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of directors a policy relating to, remuneration of directors, key managerial personnel and other employees of the Company;
- III. formulation of the criteria for evaluation of performance of independent directors and the board of directors;
- IV. devising a policy on diversity of Board of directors;
- V. formulate appropriate policies, institute processes which enable the identification of individuals who are qualified to become Directors and who may be appointed in Senior Management and recommend the same to the Board;
- VI. review and implement succession and development plans for Managing Director, Executive Directors and Senior Management;
- VII. to supervise and monitor the process of issuance/ grant/vesting/ cancellation of ESOPs and such other instruments as may be decided to be granted to the employees of the Company/ Subsidiary Company, from time to time, as per the provisions of the applicable laws, more

particularly in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Meetings and Attendance

During the financial year 2019-20, **1 (One)** meeting of Nomination and Remuneration Committee were held on 09th November, 2019

5. REMUNERATION OF DIRECTORS:

- There is no pecuniary relationship or transaction of Non – Executive Director with the Company for the FY 2019-20.
- The details of remuneration/sitting fee paid to Directors during the financial year are given in Form MGT 9, the Extract of Annual Return, as available on the website of the company.
- The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013. The Board of Directors has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees. The Company's remuneration policy is driven by the success and performance of the individual employee and the performance of the Company. The remuneration policy has been disclosed on the website of the Company

6. STAKEHOLDER RELATIONSHIP COMMITTEE

Stakeholder Relationship Committee ensures quick redressal of security holder and investors' complaints/grievances pertaining to transfers, no receipt of annual reports, dividend payments, issue of duplicate certificates, transmission of securities and other miscellaneous complaints;

In addition, the Committee also monitors other issues including status of Dematerialization/ Rematerialisation of shares issued by the Company. Oversee the performance and service standards of the Registrar and Share Transfer Agent, and recommends measures to improve level of investor services. The Company is in compliance with the SCORES, which has initiated by SEBI for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints.

The composition and terms of reference of the SR Committee are in accordance with section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on March 31st 2020, the Committee comprises of:

The Composition and the attendance of Directors at these meetings are as under:

Name	Designation	Category	No of meetings held	No of meetings attended
Mr. Asis Banerjee	Chairman	Independent Director	-	-
Mr. Gopal Kumar Singh	Member	Independent Director	-	-
Mr. Aparna Sharma	Member	Independent Director	-	-
Mr. Dinesh Agarwal	Member	Executive Director	-	-

During the year under review no complaint was received. There were no instruments for transfer pending as on March 31, 2020.

7. **GENERAL BODY MEETINGS:**

During the preceding three years annual general meeting were held:

Date	AGM/EGM	Venue	No of Special Resolutions
06.02.2020	Extra Ordinary General Meeting	18, Rabindra Sarani, Poddar Court, Gate No.4, 4 th Floor, Room no.3, Kolkata-700001	-
28.09.2019	37 th Annual General Meeting	18, Rabindra Sarani, Poddar Court, Gate No.4, 4 th Floor, Room no.3, Kolkata-700001	4
27.09.2018	36 th Annual General Meeting	18, Rabindra Sarani, Poddar Court, Gate No.4, 4 th Floor, Room no.3, Kolkata-700001	3
15.09.2017	35 th Annual General Meeting	18, Rabindra Sarani, Poddar Court, Gate No.4, 4 th Floor, Room no.3, Kolkata-700001	-

There is no immediate proposal for passing of any resolution through Postal Ballot.

8. **MEANS OF COMMUNICATION:**

- The Company's corporate website, www.arcfinance.in provides comprehensive Information to the Shareholders.
- The quarterly and yearly financial results are submitted to the Stock Exchange in accordance with the Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and are also made available on the Company's website, www.arcfinance.in. The Unaudited/Audited Financial results for the quarter and year end are published in Financial Express, English edition & Sukhabar, Bengali edition.
- The Company's Shareholding Pattern is filed on a quarterly basis with the Stock Exchanges and also displayed on the Company's website www.arcfinance.in.

9. **GENERAL SHAREHOLDERS INFORMATION:**

- CIN : L51909WB1982PLC035283
- Annual General Meeting Date and Time : 30th September, 2020, 2:30 P.M.
- Venue : 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room no.3, Kolkata-700001
- Financial Year : Year ended March 31, 2020.
- Dates of Book Closure : 24th Sept.2020 to 30th Sept. 2020 (Both Days Inclusive)

The Company has not declared any dividend for the Financial Year ended 31st March, 2020.

- Financial Calendar

ARC FINANCE LIMITED

Financial Year 2019-20
(Tentative schedule subject to change)

First Quarter Results

Second Quarter and Half-Year Results

Third Quarter Results

Within 45 days of the end of Quarter.

Fourth Quarter and Annual Results

Within 60 days of the end of Financial Year.

Listing of Shares on Stock Exchanges with Stock Code

- 1) Bombay Stock Exchange Limited (BSE)
- 2) The Calcutta Stock Exchange Limited (CSE)
7, Lyons Range, Dalhousie, Murgighata,
B B D Bagh, Kolkata-700001, West Bengal

The Company has paid the listing fees to BSE Stock Exchanges for the year 2019-20.

➤ **Market Price Data:**

Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2019	1.00	0.76	338020
May, 2019	0.73	0.61	6344
June, 2019	0.95	0.65	225402
July, 2019	1.54	0.99	79396
August, 2019	1.57	1.18	260400
September, 2019	1.27	0.79	564315
October, 2019	0.76	0.62	16574
November, 2019	0.65	0.56	1584
December, 2019	0.54	0.48	5208
January, 2020	0.51	0.49	1251
February, 2020	0.49	0.49	300
March, 2020	0.47	0.37	912

➤ **Registrar & Share Transfer Agents:**

M/s. ABS Consultant Pvt. Ltd.
99, Stephen House, 6th Floor, 4, B.B.D. Bag (E), Kolkata-700 001, West Bengal
Phone Nos. (033) 2230-1043, 2243-0153,
Email: absconsultant@vsnl.net

➤ **Share transfer system:**

Share transfers in physical form are generally registered within 15 days from the date of receipt provided the documents are found to be in order. Stakeholders Relationship Committee considers and approves the transfer proposals.

All requests for dematerialisation of shares, which are found to be in order, are generally processed within 15 days and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

➤ **Shareholding Pattern:**

The shareholding of Distribution of shareholders as on 31st March, 2020 is given below:

Ordinary Shares held	Number of shareholders	% of shareholders	Number of shares held	% of shares held
Upto 500	882	84.64	54301	0.11
501-1000	33	3.17	29227	0.06
1001-2000	17	1.63	26873	0.05
2001-3000	10	0.96	25990	0.05
3001 -4000	7	0.67	24820	0.05
4001-5000	2	0.19	10000	0.02
5001-10000	18	1.73	152507	0.30
10001 and above	73	7.01	50171282	99.36
Total	1042	100.00	50495000	100.00

➤ **Categories of Shareholders as on March 31, 2020**

Sl. No.	Category	No. of shares held	% of shareholding
1	Promoters & Promoter Group	60,71,875	12.02
2	Public - Bodies Corporate	4,44,23,125	87.98
3	Public - Indian public	NIL	NIL
4	Public – Others	NIL	NIL
	TOTAL	5,04,95,000	100%

➤ Dematerialisation of shares and liquidity

Status of Dematerialisation	No. of Shares	% of total shares
Share held in Dematerialised form – NSDL	3,05,0763	06.4 %
Share held in Dematerialised form – CDSL	47,266,255	93.61 %
Share held in Physical form	177,982	0.35 %
Total	5,04,95,000	100.00%

Shares held in dematerialised and physical form as on 31st March, 2020.

The shareholders may address their communications/suggestions/grievances/queries to:

ARC FINANCE LIMITED

CIN-L51909WB1982PLC035283

18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, R/No. 3,
Kolkata-700001

Email Id- arcfinancelimited@gmail.com

CERTIFICATE OF CORPORATE GOVERNANCE REPORT

To,
The Members of
ARC FINANCE LIMITED

18, Rabindra Sarani, Poddar Court,
Gate NO. 4, 4th Floor, Room No. 3,
Kolkata-700001

I have reviewed the implementation of Corporate Governance procedures by ARC Finance Limited during the year ended 31st March, 2020, with the relevant records and documents maintained by the Company, furnished to me for my review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

On the basis of my review and according to the information and explanations given to me, the company has complied with the conditions of Corporate Governance as stipulated in Regulation 27(2) of LODR with the Stock Exchanges in all material respects. There were no Investors grievances pending for a period exceeding one month against the Company as per the records maintained by the Stake Holders Relationship Committee.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN NO. A035073B000618634

Place: Kolkata
Date: 26.08.2020

MANAGEMENT DISCUSSION ANALYSIS REPORT

A. ECONOMIC OUTLOOK :

The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

B. COMPANY OVERVIEW :

The company is engaged in trading in shares, financial services investment activities and Provide Secure and Unsecured loans where the outlook of the business seems to be encouraging over and above we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy.

A. OPPORTUNITIES & THREATS :

Opportunities

- Increase in Income levels will aid greater penetration of financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.
- Focus on selling new product/services.

Threats

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in both local & overseas markets.
- Unfavourable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

B. RISK MANAGEMENT AND CONCERNS :

The company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.

C. HUMAN RESOURCE :

The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices.

The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

D. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED :

The employees are satisfied and having good relationship with the Management.

E. DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT :

This is to confirm that the Company has adopted a Code of conduct for its employees including the director.

I confirm that the Company has in respect of the financial Year ended 31st March, 2020, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the code of Conduct as applicable to them.

F. DISCLOSURE OF ACCOUNTING TREATMENT :

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on going concern basis under the historical cost convention on accrual basis.

The Company has opted to continue with the period of 1st day of April to 31st day of March, each year as its financial year for the purpose of preparation of financial statements under the provisions of Section 2(41) of the Companies Act, 2013.

G. CAUTIONARY STATEMENT :

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relation

ARC FINANCE LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
ARC Finance Limited
18, Rabindra Sarani, Poddar Court,
Gate No.4, 4th Floor, Room No.3,
Kolkata-700001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ARC Finance Limited** having CIN L51909WB1982PLC035283 and having registered office at **18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.3, Kolkata-700001**.(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTORS	DIN
1	ASIS BANERJEE	05273668
2	GOPAL KUMAR SINGH	06739896
3	APARNA SHARMA	07006877
4	DINESH AGARWAL	08394760

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Akhil Agarwal
Practicing Company Secretary
CP No.: 16313

Sd/-
Akhil Agarwal
Proprietor
ACS No. 35073
UDIN NO. A035073B000618667

Place: Kolkata
Date: 26/08/2020

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. ARC FINANCE LIMITED

Report on the standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **M/s. ARC FINANCE LIMITED** ("the Company") which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and **Loss** and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of

the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

That Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(a) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(b) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For Manabendra Bhattacharyya & Co.
Chartered Accountants
ICAI Firm Registration: 302030E**

**Amit Bhattacharjee
Proprietor
Membership Number: 050714
UDIN: 20050714AAAAV7903**

**Place of Signature: Kolkata
Date: 29/06/2020**

Annexure A to the Independent Auditors' Report of **ARC FINANCE LIMITED**
(Referred to in our report of even date)

With reference to the Annexure A referred to in the Independent Auditors' report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2020, we report the following:

I. In Respect of Fixed Assets

1. As per the information provided by the management, the Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
2. As per the information and explanations given to us, the management at reasonable intervals during the year in accordance with a programme of physical verification has physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.
3. The Company does not hold the immovable property. Therefore, the provisions of Clause 3(i) (c) of the said Order are not applicable to the Company.

II. In Respect of Inventories

The inventories held by the company are in nature of shares and securities and therefore no physical verification is possible. However, we have verified the representations provided by the management w.r.t relevant records from time to time for the same.

III. Compliance under section 189 of The Companies Act, 2013

As per information and explanation given to us, and subject to the observations given in the main audit report, the company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

IV. Compliance under section 185 and 186 of The Companies Act, 2013

In our opinion and according to information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments, and providing guarantees and securities, as applicable.

V. Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits

As per information and explanation given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

VI. Maintenance of cost records

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

VII. Deposit of Statutory Dues

- (a) The company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales, tax wealth tax, service tax, custom duty, excise duty,

GST, Cess and other statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.

(b) As informed to us by the management, there is no dispute with the revenue authorities regarding any duty or tax payable.

VIII. Repayment of Loans and Borrowings

According to the information and explanation given to us, the company has not defaulted in any loan from financial institution, bank or debenture holders.

IX. Utilization of Money Raised by Public Offers and Term Loan For which they Raised

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly,

X. Reporting of Fraud During the Year

Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

XI. Managerial Remuneration

Managerial remuneration has not been paid or provided in the financial year, so compliance in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act are not applicable.

XII. Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

As per information and records available, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

XIII. Related party compliance with Section 177 and 188 of companies Act - 2013

According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

XIV. Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures

According to the information and explanations given to us, and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

XV. Compliance under section 192 of Companies Act - 2013

According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

XVI. Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934

According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 have been complied.

For MANABENDRA BHATTACHARYYA & CO
Firm Registration No.302030E
Chartered Accountants

CA AMIT BHATTACHARJEE

Proprietor

Membership Number: 050714

UDIN:20050714AAAAAV7903

Date: 29th June, 2020

Place: Kolkata

“ANNEXURE B” TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ARC FINANCE LTD

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s **ARC FINANCE LTD** (“the company”), as of 31st March, 2020, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Manabendra Bhattacharyya & Co.

Chartered Accountants

ICAI Firm Registration: 302030E

Amit Bhattacharjee

Proprietor

Membership Number: 050714

UDIN NO:20050714AAAAV7903

Date: 29th June, 2020

Place: Kolkata

		Note No.	As at 31st March 2020	As at 31st March 2019
I	ASSETS			
1	Non-current assets			
	(a) Fixed Assests	1	22,79,412	11,78,584
	Total non-current assets		22,79,412	11,78,584
2	Current assets			
	(a) Financial assets			
	(i) Investments	2	60,10,086	46,34,255
	(ii) Inventories	3	3,64,75,812	3,48,56,162
	(iii) Trade receivables	4	6,09,509	41,72,233
	(iv) Cash and cash equivalents	5	86,060	11,37,922
	(v) Other financial assets	6	52,55,59,257	56,28,18,400
	Total current assets		57,10,20,136	60,76,18,972
	Total assets		57,10,20,136	60,87,97,556
II	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity share capital	7	504,950,000	504,950,000
	(b) Reserve and surplus	8	27,61,877	2,18,313
	Total equity		50,77,11,877	50,51,68,313
2	LIABILITIES			
2a	Non-current liabilities			
	(a) Deferred tax liabilities (Net)	9	12,373	7,787
	(b) Long Term Provisions	10	12,94,295	13,86,002
	Total non-current liabilities		13,06,668	13,93,789
2b	Current liabilities			
	(a) Financial Liabilities			
	(i) Long Term Borrowings	11	1,00,75,992	7,79,13,890
	(ii) Trade payables	12	5,07,07,886	2,19,04,479
	(iii) Other Current liabilities	13	12,17,713	18,88,385
	(iv) Short Term Provisions	14	-	5,28,700
	Total current liabilities		6,20,01,591	10,22,35,454
	Total equity and liabilities		57,10,20,136	60,87,97,556

The notes are an integral part of these financial statements

For **MANABENDRA
BHATTACHARYA & CO.**
(Chartered Accountants)
AMIT BHATTACHARJEE
PROPRIETOR
Mem no.50714

Place : Kolkata
Date : 29th June, 2020

For and on behalf of the Board of Directors

of **ARC FINANCE LTD**

ASIS BANERJEE
Director
DIN-05273668

Sd/-
DINESH AGARWAL
CFO(KMP)
PAN-AASPA0316K

GOPAL SINGH
Director
DIN-06739896

Sd/-
VIRENDRA KUMAR SONI
Director
DIN-08554333

ARC FINANCE LIMITED

ARC FINANCE LTD				
Statement of profit and loss for the year ended 31st March 2020				
		Note	Year ended 31st March 2020	Year ended 31st March 2019
I	Revenue from operations	15	8,24,99,033	4,62,68,142
	Other income	16	3,49,961	18,089
	Total income		8,28,48,994	4,62,86,231
	Expenses			
	(a) Purchases of stock-in-trade	17	7,74,57,103	6,75,35,810
	(b) Changes in inventories of stock-in-trade	18	(16,19,650)	(1,96,58,967)
	(c) Employee benefits expense	19	15,29,970	19,87,083
	(d) Payments to Auditors	20	40,000	32,000
	(e) Finance costs	21	1,64,003	10,41,097
	(f) Depreciation expense	22	3,29,052	2,66,467
	(g) Other expenses	23	25,26,952	10,19,753
II	Total expenses		8,04,27,430	5,22,23,243
III	Profit before tax (II - III)		24,21,564	(59,37,012)
IV	Tax expense			
	Current tax		-	-
	Deferred tax		4,586	(1,76,029)
	Taxes relating to previous year		-	-
V	Profit for the year		4,586	(1,76,029)
VI	Other comprehensive income for the year		-	-
VII	Total comprehensive income for the year (IV + V)		24,16,978	(57,60,983)
VIII	Earnings per equity share of Rs. 10 each:			
	Basic / Diluted	29	0.05	(0.11)

The notes are an integral part of these financial statements

As per our report of even date attached
For **MANABENDRA BHATTACHARYA
& CO**
(Chartered Accountants)

AMIT BHATTACHARJEE
PROPRIETOR
Mem no.50714

Place : Kolkata
Date : 29th June, 2020

For and on behalf of the Board of Directors
of **ARC FINANCE LTD**

Sd/-
ASIS BANERJEE
Director
DIN-05273668

Sd/-
GOPAL SINGH
Director
DIN-006739896

Sd/-
**DINESH
AGARWAL**
CFO(KMP)
PAN-AASPA0316K

Sd/-
**VIRENDRA KUMAR
SONI**
Director
DIN-08554333

ARC FINANCE LIMITED

ARC FINANCE LTD		
Statement of cash flows for the year ended 31st March 2020		
Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Cash flows from operating activities		
Profit for the year (before tax)	24,21,564	-59,37,012
Adjustments for:		
Depreciation expense	3,29,052	2,66,467
Finance costs	-	-
Dividend Received	-	-
	27,50,616	-56,70,545
Movements in working capital:		
Decrease/(Increase) in current Loans & Advances	3,72,59,143	(4,35,90,004)
Decrease/(Increase) in current trade receivable	35,62,724	1,73,27,660
Decrease/(Increase) in Inventories	(16,19,650)	(1,96,58,968)
Increase in secured & unsecured loans	-6,78,37,898	6,86,31,994
(Increase) in current liabilities	2,81,32,735	-1,80,48,189
Cash generated from operations	22,47,670	10,08,052
Less: Income tax paid	4,93,821	-
Net cash generated from operating activities (A)	17,53,849	10,08,052
Cash flows from investing activities		
Purchase of investments	-13,75,831	30,700
Sale of investments	-	-
Purchase of motor car	(14,29,880)	-
Net cash generated from investing activities (B)	(28,05,711)	(30,700)
Cash flows from financing activities		
Loans taken	-	-
Finance costs	-	-
Net cash used in financing activities (C)	-	-
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(10,51,862)	(9,77,352)
Cash and cash equivalents at the beginning of the year (Note 8)	11,37,922	21,15,274
Cash and cash equivalents at the end of the year (Note 8)	86,060	11,37,922

ARC FINANCE LIMITED

Notes:

The above Cash Flow Statement has been prepared under the “Indirect Method” as set out in the Indian Accounting Standard (Ind AS-7) - “Statement of Cash Flows”.

See accompanying notes forming part of the financial statements

As per our report of even date attached

For **MANABENDRA BHATTACHARJEE & CO** For and on behalf of the Board of Directors
(Chartered Accountants) of **ARC FINANCE LTD**

AMIT BHATTACHARJEE
PROPRIETOR
Mem no.50714

Sd/-
ASIS BANERJEE
Director
DIN-05273668

Sd/-
GOPAL SINGH
Director
DIN-006739896

Sd/-
DINESH AGARWAL
CFO(KMP)
PAN-AASPA0316K

Sd/-
**VIRENDRA KUMAR
SONI**
Director
DIN-08554333

Place : Kolkata
Date : 29th June, 2020

ARC FINANCE LIMITED

Statement of changes in equity for the year ended 31st March, 2020

a	Equity share capital	As at 31st March, 2020		As at 31st March, 2019	
		No. of shares	Amount	No. of shares	Amount
	Balance at the beginning and end of the reporting year	50495000	504950000	50495000	504950000

b	Particulars	Reserves and surplus		Items of OCI		Total other equity
		Statutory reserve	Retained earnings	Equity instrument through OCI	Effective portion of cash flow hedge	
	Other equity					
	Balance as at 31 March 2019	2,986,347	(27,68,034)	-	-	2,18,313
	Profit for the year		24,16,978			24,16,978
	Transfer to statutory reserve fund	4,83,396	(4,83,396)			-
	Contingent provision against standard assets		91,707			91,707
	Other comprehensive income		34879			34879
	Total comprehensive income for the year	-	(7,07,866)	-	-	(7,07,866)
	Balance as at 31 March 2020	34,69,743	(7,07,866)	-	-	(27,61,877)

As per our report of even date attached

For **MANABENDRA BHATTCHARJEE & CO**
(Chartered Accountants)

For and on behalf of the Board of Directors
of **ARC FINANCE LTD**

AMIT BHATTACHARJEE
PROPRIETOR
Mem no.50714

Sd/-
ASIS BANERJEE
Director
DIN-05273668

Sd/-
GOPAL SINGH
Director
DIN-006739896

Sd/-
DINESH AGARWAL
CFO(KMP)
PAN-AASPA0316K

Sd/-
VIRENDRA KUMAR SONI
Director
DIN-08554333

Place : Kolkata
Date : 29th June, 2020

Note 1 – Significant Accounting Policies and Notes thereon

Corporate information

M/s ARC FINANCE LTD (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. 18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Room No - 3, Kolkata – 700001. Being a Public Limited Company its shares are listed on CSE stock exchanges. The company's Principal Business in Investment like Loans & Advance and Investments.

Note 1 –SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:

a. Statement of compliance:

The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act..

For the year ended 31st March, 2020, the financial statements of the Company have been prepared in compliance with the Indian Accounting Standards (Ind AS) noticed under Section 133 of Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016.

b. Basis of preparation of financial statements

The Company has prepared the Financial Statements which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2020, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements. These financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest INR", except otherwise indicated.

c. Use of estimates and judgements

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

d. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

e. Revenue Recognition

Revenue is recognized based to the extent it is probable that the economic benefit will flow to the company and revenue can be reliably measured regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, and excludes taxes & duties collected on behalf of the Government and is reduced for estimated customer returns, rebates and other similar allowances.

Interest Income is recorded using the Effective Interest Rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the company and significant risk and reward incidental to sale of products is transferred to the buyer, usually on delivery of the goods.

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

f. Inventories

Inventories are valued at the lower of cost and net realizable value (NRV). At cost or Net Realizable value whichever is lower.

g. Cash Flow Statement

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand, term deposits and other short term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within short term borrowing in balance sheet.

h. Tangible fixed assets

Fixed assets are stated at cost, less depreciation and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Particular	Estimated life in Years
HYUNDAI CAR	6
MOBILE	5

i. Depreciation

Depreciation on fixed assets is provided on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. However Management has not estimated the useful lives of assets and rate is used as per the Companies Act, 2013.

j. Borrowing

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

k. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. In the current year, the custom duty paid on acquisition of Fixed asset has been capitalized as the duty paid is not refundable.

All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

l. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

m. Income taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

n. Earnings per share

Basic earnings per share is computed by dividing the profit/(loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/(loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

o. Cash flow statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

p. Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

	As at 31st March, 2020	As at 31st March, 2019
(a) Contingent Liabilities Security given by the company in respect of loans taken by other companies	Nil	Nil
(b) Commitments	Nil	Nil

q. Earning and Expenditure in Foreign Currency

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Earnings	Nil	Nil
Expenditures	Nil	Nil

r. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Company has no dealing with any party registered under the Micro, Small and Medium Enterprises Development Act, 2006.

s. Cash and cash equivalent

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

The bank balances in India include both rupee accounts. On a standalone basis, balance in current and deposit accounts stood at 60,206/-, as at March 31, 2020.

t. Related party transaction

As per the Ind AS 24, the disclosures of transactions with the related parties are given below -:

Name	Relation	Amount	Interest
	NIL		

u. Event occurring after the date of balance sheet

Where material event occurring after the date of the balance sheet are considered up to the date of approval of accounts by the board of director

v. Recoverability of trade receivables

Required judgments are used in assessing the recoverability of overdue trade receivables and for determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate risk of non-payment.

- w. The Company has reclassified/regrouped previous year figures where necessary to confirm to the current year's classification

**For MANABENDRA BHATTACHARYA & CO
(CHARTERED ACCOUNTANTS)
ICAI FRN. 302030E**

For and on behalf of the Board of Directors

**AMIT BHATTACHARJEE
Proprietor
Place: Kolkata
Date :29/06/2020**

Sd/-
**Asis Banerjee
(Director)
DIN-05273668**

Sd/-
**Gopal Singh
(Director)
DIN-06739896**

Sd/-
**Dinesh Agarwal
(CFO)
PAN- AASPA0316K**

Sd/-
**Virendra Kumar Soni
(Director)
DIN-08554333**

ARC FINANCE LTD

Notes to the financial statements for the year ended 31st March 2020

1 - Property, plant and equipment	Gross Block			Depreciation			Net Block	
Particulars	Balance as on 31.03.19	Addition/ Deletion	Balance as on 31.03.20	Balance as on 31.03.19	During the year	Balance as on 31.03.20	WDV balance as on 31.03.19	WDV balance as on 31.03.20
HYUNDAI CAR	1571168	0.00	1571168	435351	248772	684123	1135817	887045
SELTOS CAR	0.00	1429880	1429880	0.00	70750	70750	0.00	1359130
AIR CONDITIONER	90066	0.00	90066	90066	0.00	90066	0.00	0.00
COMPUTER & ACCESSORIES	198450	0.00	198450	198450	0.00	198450	0.00	0.00
FURNITURE & FIXTURE	506157	0.00	506157	503730	0.00	503750	2427	2427.00
OFFICE EQUIPMENT	128396	0.00	128396	128396	0.00	128396	0.00	0.00
MOBILE	60190	0.00	60190	19850	9530	29380	40340	30810
TOTAL	2554427	1429880	3984307	1375843	329052	1704895	1178584	2279412

2 - Current investments

Particulars	As at 31st March 2020		As at 31st March 2019	
	Nos.	Rs.	Nos.	Rs.
In equity shares of other companies				
Unquoted				
(Carried at fair value through profit or loss)				
Sungold Merchandise Private Limited	700	350,000	700	350,000
Pushpmala Suppliers Private Limited	796	398,200	796	398,200
Starrose Dealer Private Limited	160	80,000	160	80,000
Orissa Lamps Limited	1,000	10,000	1,000	10,000

	Dace Exim Private Limited	-	-	-	-
	S K Growth Fund Private Limited	4,000	200,000	4,000	200,000
	Deveshwar Realty Private Limited	8,000	49,71,886	6,500	3,596,055
	Total		60,10,086		4,634,255
	Aggregate amount of quoted investments		-		
	Market value of quoted investments		-		
	Aggregate amount of unquoted investments		60,10,086		46,34,255
	Aggregate amount of impairment in value of investments		-		-

3 - Inventories

		As at 31st March 2020	As at 31st March 2019
	Inventories (lower of cost and net realisable value)		
	Stock-in-trade	36475812	34856162
	Total	36475812	34856162

4 - Trade receivables

	Particulars	As at 31st March 2020	As at 31st March 2019
	Unsecured, considered good	609,509	4,172,233
		609,509	4,172,233

5 - Cash and cash equivalents

	Particulars	As at 31st March 2020	As at 31st March 2019
	Cash on hand	25,854	52,400
	<u>Balances with banks:</u>		
	- current accounts	60,206	1,085,522
		86,060	1,137,922
	Margin money deposits*	-	-
		86,060	1,137,922

* Bank balance is under Lien against unpaid Income taxes due.

ARC FINANCE LIMITED

6 - Other Financial Assets			
		As at 31st March 2020	As at 31st March 2019
Current			
Unsecured, considered good unless otherwise stated)			
	Loans given	516955206	554360462
	Tax Deducted at Sources	8604051	8457938
	Total	525,559,257	562,818,400

ARC FINANCE LTD					
Notes to the financial statements for the year ended 31st March 2020					
7 - Equity share capital		As at 31st March 2020		As at 31st March 2019	
	Particulars	Numbers	Amount	Numbers	Amount
	Authorised:				
	Equity shares of Rs.10/- each	51,000,000	510,000,000	51,000,000	510,000,000
			510,000,000		510,000,000
	Issued, subscribed and fully paid up:				
	Equity shares of Rs.10/- each	50,495,000	504,950,000	50,495,000	504,950,000
			504,950,000		504,950,000
(a)	Reconciliation of the number of equity shares outstanding at the beginning and at the end of the period:				
		31 March 2020		31 March 2019	
		No of shares	Amount	No of shares	Amount
	Equity shares:				
	At the beginning and end of the year	50,495,000	504,950,000	50,495,000	504,950,000
(b)	Rights and terms attached to equity shares				
	The Company has issued one class of equity shares with voting rights having a par value of Rs. 10/- per share. Each member is entitled to vote and present in person, by a constituted attorney, or by proxy shall have one vote and upon a poll every member entitled to vote and present in person, by a constituted attorney, or by proxy shall have one vote for every ordinary share held by him.				
	On winding up of the Company, the holders of equity shares will be entitled to receive residual assets of the Company remaining after distribution of all preferential amounts in proportion to the number of equity shares held by the members in proportion to the paid-up capital.				

(c)	Shareholders holding more than 5% equity shares in the company						
	Particulars	31 March 2020		31 March 2019			
		No.	%	No.	%		
1	VAIBHAVLAXMI VANIYA PRIVATE LIMITED	6000000	11.88	6000000	11.88		
2.	SHIVMANI VINIMAY PRIVATE LIMITED	3141773	6.22	-	-		

8. Other equity excluding non-controlling interests

Particulars	As at 31st March 2020	As at 31st March 2019
Statutory Reserve (As per RBI Act for NBFC)		
Balance at the beginning of the year	2,986,347	2,986,347
Transfer from surplus	483,396	
Balance at the beginning and end of the year	3,469,743	2,986,347
Surplus / (Deficit) in Statement of Profit and Loss		
Balance at the beginning of the year	(2,768,034)	3,159,822
Profit for the year	2,416,978	(5,760,983)
Tds Adjusted Previous Year	34,879	
Transfer to statutory reserve fund	483,396	
Contingent provision against standard assets	(91,707)	166,873
Balance as at the end of the year	(707,866)	(2,768,034)
Total	2,761,877	218,313

9 - Deferred tax asset (net)

Particulars	As at 31st March 2020	As at 31st March 2019
Deferred tax liabilities	12,373	7,787
	12,373	7,787

The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:

Particulars	Balance as on 1st April, 2019	Recognised in statement of profit and loss	Recognised in other comprehen sive Income	Balance as on 31st March, 2020
Deferred tax liabilities:				
Timing difference in case of depreciable assets	7787	4586	-	12373
Net deferred tax liabilities	7787	4586	-	12373

ARC FINANCE LIMITED

10 - Provisions		(Rs. in lakhs)	
		As at 31st March 2020	As at 31st March 2019
Non-current			
	Contingent provision against standard assets	1,294,295	1,386,002
	Total	1,294,295	1,386,002
Provision against standard assets			
	Particulars	As at 31st March 2020	As at 31st March 2019
	Opening balance	13,86,002	1,219,129
	Fresh provision done	-	1,66,873
	Excess provision reversed	91707	-
	Closing balance	12,94,295	13,86,002

11 - Financial liabilities		(Rs. in lakhs)	
Particulars		As at 31st March 2020	As at 31st March 2019
Current Borrowings			
Unsecured			
	Working capital demand loan (WCDL)	10,075,992	77,913,890
	Total	10,075,992	77,913,890
Note: WCDL carries interest rate 9% p.a.			
12 - Trade payables			
	Particulars	As at 31st March 2020	As at 31st March 2019
	Outstanding due of Micro and Small Enterprises	-	
	Outstanding due of Creditors other than Micro and Small Enterprises	50,707,886	21,904,479
		50,707,886	21,904,479
13 - Other current liabilities			
	Particulars	As at 31st March 2020	As at 31st March 2019
	Due to statutory authorities	40,000	12,000
	Others payables	1,177,713	1,876,385
		1,217,713	1,888,385

Note 14: Short Term Provisions

Particulars	As at 31-Mar-20	As at 31-Mar-19
Provision for Income Tax	528,700	1,102,520
Add: During the year	-	-
Less: paid/adjusted	528,700	573,820
Total	-	528,700

ARC FINANCE LTD

Notes to the financial statements for the year ended 31st March 2020

15 - Revenue from operations		
Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Sale of shares	47,255,919	11,599,999
Interest on loans	35,243,114	34,668,143
	82,499,033	46,268,142
16 - Other income		
Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Dividend Received	9,089	18,089
Interest on IT Refund	340,872	-
	349,961	18,089
17 - Purchases of stock-in-trade		
Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Textile goods	-	
Shares	74,992,640	48,408,249
F & O Trading	2,464,463	19,127,561
	77,457,103	67,535,810

ARC FINANCE LIMITED

18 - Changes in inventories of stock-in-trade		
Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Opening stock:		
Shares	34,856,162	15,197,195
Closing stock:		
Shares	36,475,812	34,856,162
	(1,619,650)	(19,658,967)
19 - Employee benefits expense		
Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Salaries paid	1,384,970	1,842,083
Bonus	145,000	145,000
Staff welfare expenses	-	-
	1,529,970	1,987,083

Note 20: Payment To Auditors

Particulars	For the year ended 31 March, 2020	For the year ended 31 March, 2019
As Statutory Audit Fees	25,000	20,000
As Tax Audit Fees	15,000	12,000
Total	40,000	32,000

21 - Finance costs

		Year ended 31st March 2020	Year ended 31st March 2019
	Interest on loan	34,606	481,603
	Demat Charges	129,397	559,494
		164,003	1,041,097

22 - Depreciation expense

		Year ended 31st March 2020	Year ended 31st March 2019
	Depreciation Expenses	329,052	266,467
		329,052	266,467

ARC FINANCE LIMITED

23 - Other expenses

		Year ended 31st March 2020	Year ended 31st March 2019
	Advertisement expenses	36,289	28,236
	Travelling and conveyance expenses	76,314	65,825
	Donation	-	2,000
	Filing charges	8,500	4,800
	General expenses	31,473	18,462
	Commission Expenses	785,000	-
	Car Insurance	89,869	40,483
	Loan Processing Fees	3,814	-
	Trade License	77,400	-
	SEBI Penalty	600,000	-
	Interest on TDS Paid	420	3,851
	Listing and depository fee	449,698	623,666
	Rent	72,000	60,000
	Website maintenance expenses	4,720	4,720
	Printing and stationery	-	15,903
	Postage and telegram expenses	26,015	17,452
	Professional and legal fees	161,010	91,880
	Registration Fees	-	5,900
	Telephone charges	17,421	3,631
	Business promotion expense	86,715	32,650
	Bank charges	294	294
		2,526,952	1,019,753

25 - Tax expense

(A) Components of income tax expenses

	Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
	Current tax:		
	In respect of the current period	-	528,700
	In respect of prior years	528,700	-
		-528,700	528,700
	Tax expense for the year	-	528,700

(B) Reconciliation of effective tax rate

Particulars	For the Year ended 31 March 2020	For the Year ended 31 March 2019
Profit before tax	24,21,564	(59,37,012)
At India's statutory income tax rate of 26.00% (Previous year 26.00%)	-	-
Current tax of prior years	-	-
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Others	(4586)	1,76,029
Tax expense recognised	24,16,978	(57,60,983)

26 - Segment reporting

There are no reportable segments for the company.

27 - Leases

The Company has not entered into any non-cancellable agreements.

28 - Earnings per share

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Profit attributable to equity share holders (A)	24,16,978	(57,60,983)
Weighted average number of equity shares for the purpose of basic earnings per share (B)	50,495,000	50,495,000
Basic earnings per share (A/B)	0.05	(0.11)
Diluted earnings per share	0.05	(0.11)

29 - Contingent liabilities

There are no contingent liabilities pending against the company as at year ended 31st March, 2020 and 31st March, 2019.

ARC FINANCE LIMITED

As per our report of even date attached
For **MANABENDRA BHATTACHARYYA & CO**
(Chartered Accountants)
ICAI FRN. 302030E

For and on behalf of the Board of Directors
of **ARC FINANCE LTD**

AMIT BHATTACHARJEE
Proprietor

Sd/-

Sd/-

Mem no.050714

ASIS BANERJEE
Director
DIN-05273668

GOPAL SINGH
Director
DIN-006739896

Sd/-

DINESH AGARWAL
CFO(KMP)
PAN- AASPA0316K

Sd/-

VIRENDRA KUMAR SONI
Director
DIN-08554333

Place : Kolkata
Date : 29th June, 2020

ARC FINANCE LIMITED

18, RABINDRA SARANI, PODDAR COURT, GATE NO.4,
4TH FLOOR, ROOM NO.3, KOLKATA-700001

CIN NO. L51909WB1982PLC035283; Email.ID. arcfinancelimited@gmail.com;
www. arcfinance.in; Contact. No

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

38th ANNUAL GENERAL MEETING – SEPTEMBER 30, 2020

Members' Name and Address details	
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Reg. Folio No.	
DP & Client No.	
No. of Shares Held	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 38th Annual General Meeting of the Company at 18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Room no. 3, Kolkata, 700001 at 2:30 P.M.. on Wednesday, the 30th September, 2020.

Member's Name: _____ Proxy's Name: _____

Member's/Proxy's Signature _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User id	Password
	Please use existing user id and password	

Note: Please refer to the instruction printed under the note to the Notice of the 38th Annual General Meeting. The E-voting period starts **Sunday, 27-09-2020 at 9:00 am** IST and ends on **Tuesday 29-09-2020 at 5:00 pm** IST. The E-Voting portal shall be disabled by CDSL immediately after 5:00 pm IST on 29-09-2020.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the company, to be held on Wednesday, the 30th day of September, 2020 at 02:30 P.M. at 18, Rabindra Sarani, Poddar Court, Gate No. 4, 4th Floor, Room no. 3, Kolkata, 700001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2020		
2.	To Mr. Dinesh Agarwal (08394760), who retires by rotation, and has sent his dissent for being reappointment as Director of the Company		
3.	To Rectify M/s. MANABENDRA BHATTACHARYYA & CO, Chartered Accountants, Kolkata, (Firm Registration: 302030E) as a Statutory Auditor of the Company from this Annual General Meeting upto the conclusion of Next 5 years		
4.	To Approve Special Resolution for Make Borrowing Upto 50 Cr.		
5.	To Approve Special Resolution for Provide loans, advances and investment upto 80 cr.		

*** Applicable for investors holding shares in Electronic form.**

Signed this ____ day of ____ 20 ____

Affix
Revenue
Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
across Revenue Stamp

Note:

- 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) The proxy need not be a member of the company.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read the Instructions printed under the Note No. 12 to the Notice dated 08th September, 2020 of the 38th Annual General Meeting. The e-Voting period starts from 09.00 A.M. on 27.09.2020 and ends at 5.00 P.M. on 29.09.2020, the e-voting module shall be disabled by CDSL for voting thereafter.

ROAD MAP TO AGM VENUE



Poddar Court

18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.3
Kolkata-700001