

Corporate Governance Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **ARC FINANCE LIMITED**

2. Quarter ending: **30/06/2016**

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category/Chairperson /Executive/Non-Executive/in-dependent/Nominee)^{&}	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	PRADIP KUMAR AGARWAL	CSMPS9663R	Executive / Non-Independent	05/02/2014	-	1	2	-
Mr.	GOPAL KUMAR SINGH	EEGPS2288Q	Non-Executive /Independent	05/02/2014	2 years 5Months	1	2	-
Mr.	ASIS BANERJEE	ATSPB1115A	Non-Executive /Independent	05/02/2014	2 years 5Months	1	2	2
Mrs.	APARNA SHARMA	EIVPS2190R	Non-executive /Independent	25/03/2015	1 years 3 Months	2	2	-
PAN number of any director would not be displayed on the website of Stock Exchange &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.								

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II. Composition of Committees				
Name of Committee	Name of Committee members		Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	
1. Audit Committee	1. Mr. Asis Banerjee 2. Mr. Gopal Kumar Singh 3.Mrs. Aparna Sharma 4. Mr. Pradip Kumar Agarwal		Independent Director (Chairperson) Independent Director Independent Director Executive Director	
2. Nomination & Remuneration Committee	1. Mr. Asis Banerjee 2. Mr. Gopal Kumar Singh 3.Mrs. Aparna Sharma 4. Mr. Pradip Kumar Agarwal		Independent Director Independent Director (Chairperson) Independent Director Executive Director	
3. Risk Management Committee(if applicable)	1. Mr. Gopal Kumar Singh 2. Mr. Aparna Sharma 3. Mr. Indrajit Sett		Independent Director Independent Director (Chairperson) Executive Director	
4. Stakeholders Relationship Committee'	1. Mr. Asis Banerjee 2. Mr. Gopal Kumar Singh 3.Mrs. Aparna Sharma 4. Mr. Pradip Kumar Agarwal		Independent Director (Chairperson) Independent Director Independent Director Executive Director	
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen				
iii. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive (in number of days)	
12 th Feb, 2016	30 th May 2016		107 days	
IV. Meeting of Committees				
Audit Committee				
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
30 th May 2016	Yes, All members were present	12 th Feb, 2016	107 days	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				

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

Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	
For ARC Finance Limited Pawan Dalmia Company Secretary M. No. 30079	

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



ANNEXURE-II

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	NA
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	YES
II Annual Affirmations	
Particulars	Regulation Number
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)
Board composition	17(1)
Meeting of Board of directors	17(2)
Review of Compliance Reports	17(3)
Plans for orderly succession for appointments	17(4)
Code of Conduct	17(5)
Fees/compensation	17(6)
Minimum Information	17(7)
Compliance Certificate	17(8)
Risk Assessment & Management	17(9)
Performance Evaluation of Independent Directors	17(10)
Composition of Audit Committee	18(1)
Meeting of Audit Committee	18(2)
Composition of nomination & remuneration committee	19(1) & (2)
Composition of Stakeholder Relationship Committee	20(1) & (2)
Composition and role of risk management committee	21(1),(2),(3),(4)
Vigil Mechanism	22
Policy for related party Transaction	23(1),(5),(6),(7) & (8)
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)
Approval for material related party transactions	23(4)
Composition of Board of Directors of unlisted material Subsidiary	24(1)
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)
Maximum Directorship & Tenure	25(1) & (2)
Meeting of independent directors	25(3) & (4)
Familiarization of independent directors	25(7)
Memberships in Committees	26(1)
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)
Disclosure of Shareholding by Non-Executive Directors	26(4)
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)
III Affirmations:	
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	

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FOR ARC FINANCE LIMITED
PAVAN DALMIA
COMPANY SECRETARY & COMPLIANCE OFFICER

MEM NO:30079