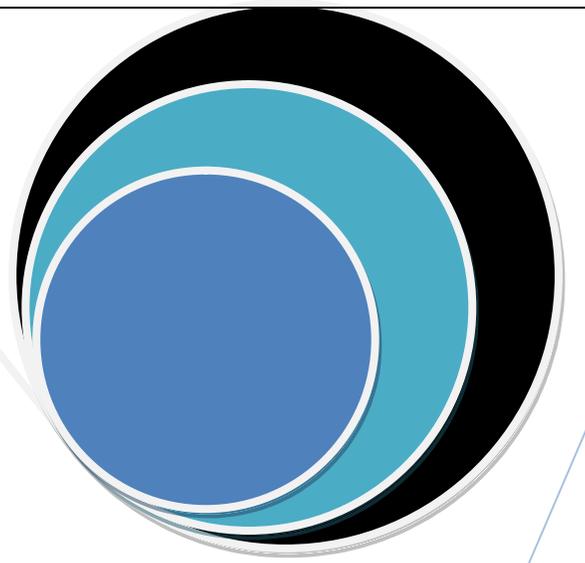
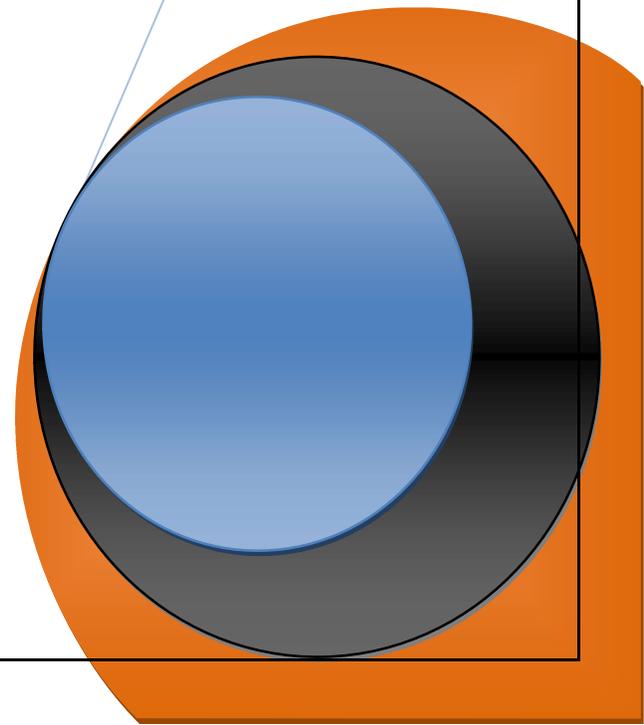


ARC FINANCE LIMITED



**41ST ANNUAL REPORT
2022-23**



CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | |
|-----------------------|--|
| Mr. Dinesh Agarwal | - Executive Director & Non- Independent (Resigned w.e.f. 05.09.2023) |
| Mr. Virendra Kr Soni | - Executive Director & Non- Independent (Appointed as WTD w.e.f. 05.09.2023 subject to Shareholders Approval in AGM) |
| Mr. Asis Banerjee | - Non-Executive & Independent Director |
| Mr. Gopal Singh | - Non-Executive & Independent Director |
| Mrs. Aparna Sharma | - Non-Executive & Independent Director |
| Mr. Somnath Chitrakar | - Executive Director & Non- Independent (Appointed as Director w.e.f. 01.08.2022) |

CHIEF FINANCIAL OFFICER

- Mr. Dinesh Agarwal (Resigned w.e.f. 05.09.2023)
- Mr. Somnath Chitrakar (Appointed as WTD w.e.f. 05.09.2023 subject to Shareholders Approval in AGM)

COMPANY SECRETARY

- Mr. Rohit Jain (Resigned w.e.f. 05.09.2023)

REGISTERED OFFICE

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

AUDITORS

For SSRV & ASSOCIATES.

Chartered Accountants

ICAI Firm Registration: 135901W

Office NO. 2015, 2nd Floor, Gundecha Ind. Estate. Akurli Road,
Kandivali (E.), Mumbai - 400101

Email: ssrvandassociates@gmail.com

BANKERS

IndusInd Bank Ltd.
ICICI Bank Ltd

CORPORATE IDENTITY NUMBER: L51909WB1982PLC035283

AUDIT COMMITTEE

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

NOMINATION & REMUNERATION COMMITTEE

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Asis Banerjee	-	Chairman
Mr. Gopal 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: INE202R01026

WEBSITE: www.arcfinance.in

INVESTOR E-MAIL ID: arcfinancelimited@gmail.com

NOTICE

Notice is hereby given that the 41th Annual General Meeting of the Shareholders of **M/s ARC Finance Limited** will be held on Saturday, 30th day of September, 2023 at 12:30 P.M., Proxy form and attendance slip are not attached since the meeting is through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') To Transact the Following Businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2023, 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. Virendra Kumar Soni (08554333), who retires by rotation, and being eligible for reappointment as Director of the Company.

SPECIAL BUSINESS:

3. To Consider and if thought fit to pass with or without modification(S), following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Surojit Sarkar (DIN NO: 09672539), was appointed as an Additional Executive Director of the Company, meeting of the Board of Director held on 05th September, 2023 as an Additional Executive Director of the Company, who has submitted a declaration that he meets the criteria for Non-Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non Independent Director of the Company .”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any Statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Surojit Sarkar (DIN NO: 09672539), be paid such fees and commission as the Board may approve from time to time and Subject to such limits, prescribed or as may be prescribed from time to time.”

4. To Consider and if thought fit to pass with or without modification(S), following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Virendra Kumar Soni (DIN NO: 08554333), was appointed as an Whole time Director of the Company, meeting of the Board of Director held on 05th September, 2023 as an Executive Director of the Company, who has submitted a declaration that he meets the criteria for Non-Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non Independent Director of the Company .”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any Statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Virendra Kumar Soni (DIN NO: 08554333), be paid such fees and commission as the Board may approve from time to time and Subject to such limits, prescribed or as may be prescribed from time to time.”

Date: 05.09.2023
Place: Kolkata

For and on behalf of the Board
ARC Finance Limited

Sd/-
Virendra Kumar Soni
Director
DIN No. 08554333

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, 2023 to 30th September, 2023 (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 41th Annual Report for 2022-2023 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 2022-2023 is being sent in the permitted mode.

11. Members may also note that the Notice of the 41th Annual General Meeting and the Annual Report for 2022-23 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 23.09.2023, 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 Wednesday 27th day of September, 2023 and will end at 5.00 p.m. on Friday 29th day of September, 2023. 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, Practicing 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

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://arcfinance.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 27th September, 2023 at 09:00 A.M. and ends on 29th September 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23.09.2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23.09. 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &

voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by to e-mail akhilkumaragarwal@ymail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to arcfinancelimited@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to arcfinancelimited@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID

and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at arcfinancelimited@gmail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 on Item No.3, 4.

For Item No. 3 Mr. Surojit Sarkar

Mr. Surojit Sarkar, is appointed as an Executive Director on the Board of Directors of the Company w.e.f 05th September, 2023. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Sarkar shall hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Sarkar for the office of Director. In view of the background and experience of Mr. Sarkar, it will be in the interest of the Company that he continues as a director of the Company.

The Board of Director considered the matter of her appointment and felt that his continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avail his service as Management &

Finance. Accordingly, the Board recommends the Resolution relating to his appointment as a Management & Finance, for the approval by the members of The Company.

Mr. Surojit Sarkar, 28 Years, was appointed as an Executive Director of the Company on 05th September, 2023. Mr. Sarkar is a B. Com; he has vast experience in Accounts.

Except Mr. Surojit Sarkar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above matter.

For Item No. 4:

The Board of Directors based on the recommendation of Nomination and Remuneration Committee had appointed Mr. Virendra kr. Soni (DIN: 08554333) Executive Director w.e.f 05th September, 2019 and now change Designation from Executive Director to Whole Time Director from 05th September, 2023. In the opinion of the Board, Mr. Virendra kr. Soni fulfills the conditions specified in the Act, Rules and Listing Regulations for appointment as Non-Independent Executive Director. Copy of draft Letter of Appointment of Mr. Virendra kr. Soni as a Non Independent Executive Director setting out terms and conditions would be available for inspection without any fee for the members at the corporate office of the company during 1.00 P.M. to 03:00 P.M. on all working days.

The Board considered that his association would be of immense benefit to the Company and is desirable to avail services of Mr. Virendra kr. Soni as a Non Independent WTD.

Mr. Virendra Soni, 46 Years, was appointed as an WTD of the Company on 05th September, 2023. Mr. Soni is a B. Com; he has vast experience in Management & Finance.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Virendra kr. Soni as a WTD, for the approval by the shareholders of the Company.

Mr. Virendra kr. Soni may be deemed to be concerned or interested in the resolution relating to his appointment.

The Board recommends this Resolution for your approval.

**Date: 05.09.2023
Place: Kolkata**

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

**Virendra Kumar Soni
Director
DIN No. 08554333**

BOARD'S REPORT

To
The Members,

The Directors have pleasure in presenting before you the 41st Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2023.

1. FINANCIAL PERFORMANCE OF THE COMPANY

The performance during the period ended 31st March, 2023 has been as under:

(Rs. In Hundred)

<u>Particular</u>	<u>2022-23</u>	<u>2021-22</u>
Total Income	691601.64	3259376.79
Total Expenditure	647375.62	3221039.18
Profit/(Loss) Before Tax	44226.02	38337.61
Provision for Tax	11498.80	9967.77
Profit for the Year	32727.22	28369.84
Transfer to Statutory Reserves	8845.20	7667.52
Profit available for appropriation	-	-
Provision for Proposed Dividend	-	-
Provision for Dividend Tax	-	-
Balance Carried to Balance Sheet	23882.02	20702.32

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, 2023 stood at 50,49,50,000.

BOARD MEETINGS:

The Board of Directors duly met **7 (Seven)** times on 30.05.2022, 01.08.2022, 23.08.2022, 12.11.2022, 27.12.2022, 05.01.2023 and 30.01.2023 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.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Somnath Chitrakar was appointed as an Additional Director w.e.f. 1st August, 2022. Thereafter, he was confirmed in the Annual General Meeting w.e.f. 24th September, 2022.

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 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 Office 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

4.1.4 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 as per decision on Board Meeting.

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.

7. 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.

8. 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.

9. 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

10. 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, 40th Annual Report 2020-21 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

11. 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 2022-23. 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.

12. 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.

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

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

14. 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, Practising 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, 2023 is enclosed as **Annexure A** to the Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in his report.

15. 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**)

16. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. SSRV & Associates, Chartered Accountants, Mumbai with Firm Registration Number 135901W were appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Manabendra Bhattacharyya, Chartered Accountants, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. SSRV & Associates, Chartered Accountants, to hold office of Statutory Auditor for the period of 5 years till the conclusion of Annual Meeting of the Company to be held in the year 2027.

17. 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, 2023 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.

18. 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

19. 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.

20. 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.

21. 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.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

23. CREDIT & GUARANTEE FACILITIES:

The Company has not been availing facilities of Credit.

24. 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.

25. 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

26. 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 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.

Shri 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.

27. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

28. 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 company entered into Listing Agreement with CSE Ltd. and BSE Ltd.

29. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2022-23 to The Bombay Stock Exchange Limited and The CSE Limited where the Company's Shares are listed.

30. 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.

31. GOVERNING THE COMPANY

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

32. 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.

33. 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

34. 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.

35. CEO/ CFO CERTIFICATION

The 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"**.

36. 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.

37. 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, ICICI Bank and IndusInd Bank etc. for their continued support for the growth of the Company.

Date: 05.09.2023
Place: Kolkata

Sd/-
Virendra Kumar Soni
Director
DIN No. 08554333

For and on behalf of the Board
ARC Finance Limited

Sd/-
Somnath Chitrakar
Director
Din No. 09678491

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:	

Date: 05.09.2023

Place: Kolkata

Sd/-
Virendra Kumar Soni
Director
DIN No. 08554333

For and on behalf of the Board
ARC Finance Limited

Sd/-
Somnath Chitrakar
Director
Din No. 09678491

ANNEXURE "A" TO BOARD'S REPORT

FORM MR -3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[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, 2023** 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, 2023** 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 and Overseas Direct Investment; - **(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, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **(as the company has not issued any shares during the financial year under review; the said regulations were 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 is not applicable to the company);**
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **(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, 2018 – *(The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation is 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, 2023 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 omissions 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. A035073E000894591**

**Place: Kolkata
Date: 30/08/2023**

“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. A035073E000894591**

**Place: Kolkata
Date: 30/08/2023**

ANNEXURE "B" TO BOARD'S REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2023

[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	100.00%

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-2022]				No. of Shares held at the end of the year [As on 31-March-2023]				% 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.	6,07,18,750	-	6,07,18,750	12.02%	6,07,18,750	-	6,07,18,750	12.02%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total A1:-	6,07,18,750	-	6,07,18,750	12.02%	6,07,18,750	-	6,07,18,750	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	6,07,18,750	-	6,07,18,750	12.02%	6,07,18,750	-	6,07,18,750	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	26,54,73,680	3,00,000	26,57,73,680	52.63%	8,36,55,549	3,00,000	8,39,55,549	16.62%	-36.01
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding [nominal share capital upto Rs. 2 lakhs	11,80,18,990	9,40,820	11,89,59,810	23.56%	26,16,67,659	9,40,820	26,26,08,479	52.01%	+28.45%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	5,78,30,126	5,39,000	5,83,69,126	11.56%	9,45,84,301	5,39,000	9,51,23,301	18.84%	+7.28%
c) Others (specify)	11,28,634	-	11,28,634	0.22%	25,43,921	-	25,43,921	0.50%	+0.28%
Sub-total (B)(2):-	44,24,51,430	17,79,820	44,42,31,250	87.98%	44,24,51,430	17,79,820	44,42,31,250	87.98%	0.00%
Total Public Shareholding (B)	44,24,51,430	17,79,820	44,42,31,250	87.98%	44,24,51,430	17,79,820	44,42,31,250	87.98%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Total of share held by Custodian (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	50,31,70,180	11,79,820	50,49,50,000	100%	50,31,70,180	11,79,820	50,49,50,000	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-2022]			No. of Shares held at the end of the year [As on 31-March-2023]			% 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.	7,18,750	0.14 %		7,18,750	0.14%		
2	VaibhavLaxmi Vanijya Private Limited	6,00,00,000	11.88%		6,00,00,000	11.88%		
	Total	6,07,18,750	12.02%		6,07,18,750	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-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company				No. of Shares	% of total Shares of the company
1.	-	-	-	-	-	-	-	-	-	-
2.										

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 Share holding during the year	Reason	Cumulative Shareholding during the year	
		No. of Shares held at the beginning of the year [As on 1-April-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	SUBHLABH TRADEVIN PRIVATE LIMITED	25000000	4.95%	258650	22.07.22	Decrease	Sale	6300000		
					29.07.22	Decrease	Sale	2800000		
					12.08.22	Decrease	Sale	501000		
					26.08.22	Decrease	Sale	1000000		
					23.09.22	Decrease	Sale	14140350		
2	NATRAJ FINANCIAL MANAGEMENT PRIVATE LIMITED	25000000	4.95%	-	-	29.04.22	Decrease	Tr	25000000	
3	AASTHA VANIJYA PRIVATE LIMITED	20000000	3.96%	20000000	3.96%					
4	ARROWSPACE ADVISORS PRIVATE LIMITED	20000000	3.96%	-	-	13.05.22	Decrease	Tr	20000000	
5	WOODLAND RETAILS PRIVATE LIMITED	20000000	3.96%	-	-	20.05.22	Decrease	Sale	8278170	
						24.06.22	Decrease	Sale	6589193	
						15.07.22	Decrease	Sale	5132637	
6	SURABHI DEALMARK PRIVATE LIMITED	20000000	3.96%	20000000	3.96%					
7	FRANKLIN LEASING AND FINANCE LIMITED	18297150	3.62%	-	-	08.04.22	Decrease	Sale	1000000	
						29.04.22	Decrease	Sale	17297150	
8	ZUBER ZUBER	11708580	2.32%	-	-	08.04.22	Decrease	Sale	11708580	
9	MIDLAND FINANCIAL ADVISORY PRIVATE LIMITED	11612700	2.30%	-	-	08.04.22	Decrease	Sale	7085214	
						29.04.22	Decrease	Sale	4527486	
10	K.K. AGRO TRADE VENTURES PRIVATE LIMITED	10070000	1.99%	-	-	08.04.22	Decrease	Sale	10070000	
11	INDIVAR TRADERS PRIVATE LIMITED	9765940		9765940	1.93%					
12.	EVERGROWING IRON AND FINVEST LTD	6000000		6000000	1.19%					
13	SANJAY SINGAL HUF	6000000		6000000	1.19%					
14	SANJAY SINGAL	6000000		6000000	1.19%					
15	VIKAS GUPTA	400000		3350000	0.66%	08.04.22	Increase	Purchase	402000	
						29.04.22	Increase	Purchase	2788000	
						20.01.23	Decrease	Sale	240000	
16	SPRINGTIME ENGINEERING PRIVATE LIMITED	3200000		3200000	0.63%					
17	SURESH AGARWAL	2810000		2810000	0.56%					
18	ANVITA REAL ESTATE PRIVATE LIMITED	2755000		2755000	0.55%					

v **Shareholding of Directors and Key Managerial Personnel**

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-2022]	% of total Shares of the company	No. of Shares held at the end of the year [As on 31-March-2023]	% of total Shares of the company				No. of Shares	% of total Shares of the company
	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 Indebtedness
i	Principal Amount	15,39,987	25,01,39,494	-	25,16,79,481
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		15,39,987	25,01,39,494	-	25,16,79,481
Change in Indebtedness during the financial year					
i.	Addition	80,76,083	6,78,09,277	-	7,58,85,360
ii.	Reduction	7,91,984	17,91,83,893	-	17,99,75,877
		72,84,099	(11,13,74,616)	-	(10,40,90,517)
Indebtedness at the end of the financial year					
i	Principal Amount	88,24,086	13,87,64,878	-	14,75,88,964
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		88,24,086	13,87,64,878	-	14,75,88,964

V 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 Rohit Jain	CFO	Total
Gross salary	-	1,56,000	-	1,56,000
(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	-	1,56,000.00	-	1,56,000.00

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

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

Date: 05.09.2023

Place: Kolkata

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

**Sd/-
Virendra Kumar Soni
Director
DIN No. 08554333**

**Sd/-
Somnath Chitrakar
Director
Din No. 09678491**

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**

Sd/-

**Dinesh Agarwal
Chief Financial Officer**

**Place: Kolkata
Date: 01/09/2023**

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 2022-23.

(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	Rohit Jain *	Company Secretary	-	NIL

- No remuneration is paid to Non-Executive Director.
- The Company has 7 permanent employees including Executive Directors.
- 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.
- 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.
- The average percentage increased in remuneration of employees other than Directors during the year is NIL.
- 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
- The remuneration is paid as per the remuneration policy of the Company.

DECLARATION ON CODE OF CONDUCT

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

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, 2023.

FOR AND ON BEHALF OF THE BOARD,
ARC FINANCE LTD

Place: Kolkata
Date: 05/09/2023

Sd/-
Somnath Chitrakar
Director

REPORT ON CORPORATE GOVERNANCE FOR F.Y. 2022-23

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, 2023, 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, 2023, the Board of Directors (the 'Board') consisted of five directors of which three 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) seven times. The following are the dates of Board meeting: **7 (Seven)** times on 30.05.2022, 01.08.2022, 23.08.2022, 12.11.2022, 27.12.2022, 05.01.2023 and 30.01.2023.

(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 2022 – 2023 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, 2023 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 (30.09.2022)	*Directors hips (including this entity)	**Committee Position (including this entity)	
						Chairpersons	Member
Mr. Dinesh Agarwal	ED	7	7	Yes	1	-	2
Mr. Gopal Kumar Singh	NED	7	7	Yes	1	1	2
Mr. Virendra Kumar Soni	ED	7	7	Yes	1	-	-
Mr. Asis Banerjee	NED	7	7	Yes	2	2	1
Mrs. Aparna Sharma	NED	7	7	Yes	2	-	5
Mr. Somnath Chitrakar	ED	7	5	No	1	-	-

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 5 (Five) meeting of the board was held.

Composition, name of members and Chairperson as on March 31, 2023

Name	Designation	Category	No. of Meetings attended
Asis Banerjee	Chairman	NED	4
Gopal Kumar Singh	Member	NED	4
Aparna Sharma	Member	NED	4
Dinesh Agarwal	Member	ED	4

The Company Secretary acts as Secretary to the Committee.

The Chairman of the Audit Committee was present 4 times on 30.05.2022, 01.08.2022, 12.11.2022 & 30.01.2023 in FY-2022-23 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.

Nomination and Remuneration Committee held on 01.08.2022 & 12.11.2022 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.

5. REMUNERATION OF DIRECTORS:

- a. There is no pecuniary relationship or transaction of Non – Executive Director with the Company for the FY 2022-23.

b. 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.

c. 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/Rematerialization 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 2023, 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	1	1
Mr. Gopal Kumar Singh	Member	Independent Director	1	1
Mr. Aparna Sharma	Member	Independent Director	1	1
Mr. Dinesh Agarwal	Member	Executive Director	1	1

During the year under review no complaint was received. There were no instruments for transfer pending as on March 31, 2023.

7. GENERAL BODY MEETINGS:

During the preceding three years annual general meeting were held:

Date	AGM/EGM	Venue	No of Special Resolutions
24.09.2022	40 th Annual General Meeting	Through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')	2
29.09.2021	39 th Annual General Meeting	18, Rabindra Sarani, Poddar Court, Gate No.4, 4 th Floor, Room no.3, Kolkata-700001	2
30.09.2020	38 th Annual General Meeting	18, Rabindra Sarani, Poddar Court, Gate No.4, 4 th Floor, Room no.3, Kolkata-700001	2
04.02.2023	Extra Ordinary General Meeting	Through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')	2

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

8. MEANS OF COMMUNICATION:

a. The Company's corporate website, www.arcfinance.in provides comprehensive Information to the Shareholders.

b. 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.

c. 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	: 30 th September, 2023 12:30 P.M.
Venue	: Through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')
Financial Year	: Year ended March 31, 2023.
➤ Dates of Book Closure	: 24 th Sept.2023 to 30 th Sept. 2023 (Both Days Inclusive)

The Company has not declared any dividend for the Financial Year ended 31st March, 2023.

➤ Financial Calendar

	Financial Year 2022-23 (Tentative schedule subject to change)	
First Quarter Results	}	Within 45 days of the end of Quarter.
Second Quarter and Half-Year Results		
Third Quarter Results		
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 2022-23.

➤ **Market Price Data:**

Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2022	3.32	1.93	584179724
May, 2022	2.41	1.09	190419330
June, 2022	1.54	1.00	77116902
July, 2022	1.48	1.05	139801984
August, 2022	1.30	0.97	95103064
September, 2022	1.13	0.72	114909787
October, 2022	0.85	0.65	82319459
November, 2022	0.81	0.70	58346223
December, 2022	1.00	0.72	67235518
January, 2023	1.10	0.80	54781005
February, 2023	0.99	0.76	27841511
March, 2023	0.81	0.60	52370222

➤ **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, 2023 is given below:

Ordinary Shares held	Number of shareholders	% Of shareholders	Number of shares held	% Of shares held
Upto 500	45359	53.94	6415519	1.27
501-1000	10887	12.95	9150854	1.81
1001-2000	8890	10.57	13571869	2.69
2001-3000	4126	4.91	10527980	2.08
3001 -4000	2344	2.79	8395514	1.66
4001-5000	2390	2.84	11335261	2.24
5001-10000	4587	5.45	35304176	6.99
10001 and above	5508	6.55	410248827	81.25
Total	84091	100.00	504950000	100.00

➤ **Categories of Shareholders as on March 31, 2023**

Sl. No.	Category	No. of shares held	% Of shareholding
1	Promoters & Promoter Group	6, 07, 18, 750	12.03
2	Public - Bodies Corporate	8,39,55,549	16.63
3	Public - Indian public	35,77,31,780	70.84
4	Public - Others	25,43,921	0.50
	TOTAL	50, 49, 50, 000	100%

➤ **Dematerialisation of shares and liquidity**

Status of Dematerialisation	No. of Shares	% of total shares
Share held in Dematerialised form – NSDL	9,97,74,425	19.76%
Share held in Dematerialised form – CDSL	40,33,95,755	79.89%
Share held in Physical form	17,79,820	0.35 %
Total	50, 49, 50, 000	100.00%

Shares held in dematerialised and physical form as on 31st March, 2023.

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, 2023, 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

Akhil Agarwal
Proprietor
ACS No. 35073
UDIN No. A035073E000894624

Place: Kolkata
Date: 30.08.2023

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, 2023, 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.

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

**Place: Kolkata
Date: 05/09/2023**

**Sd/-
Somnath Chitrakar
Director**

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, 2023 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 SINGH	06739896
3	APARNA SHARMA	07006877
4	DINESH AGARWAL	08394760
5	VIRENDRA SONI	08554333
6	SOMNATH CHITRAKAR	09678491

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. AA035073E000842099
Place: Kolkata
Date: 22/08/2023

INDEPENDENT AUDITOR'S REPORT

To the Members of **ARC FINANCE LTD**

Opinion

We have audited the financial statements of ARC FINANCE LTD ("the Company"), which comprise the balance sheet as at 31st March 2023, and 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 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 31st March, 2023, its *profit* and its cash flows for the year ended on that date

- a) In the case of the balance sheet, of the state of affairs of the company as at March 31, 2023
- b) In the case of the Profit and Loss Account, of the profit for the period ended on that date and
- c) In the case of cash flow statement, for the cash flows for the year ended on that date
- d) And the changes in equity for the year ended on that date

Basis for Opinion

We conducted our audit in accordance with the Accounting Standards (AS) 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1.	Nil	Nil

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the 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 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 (AS) 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 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 statements 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.

Those 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.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and

appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) 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.

- b) 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.
- c) 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 financial statements comply with the Accounting Standards (AS) 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- h) 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

- v. No dividend have been declared or paid during the year by the company.

**For SSRV& ASSOCIATES.
Chartered Accountants
Firm Regn No. 135901W**

**Sd/-
CA VISHNU KANT KABRA
Partner
Membership No. 403437**

**Date: 29.05.2023
Place: Kolkata
UDIN : 23403437BGWDLZ6700**

Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of intangible assets;
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, except the following:-

Description of Property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in name of company
NIL					

- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.
- (iii) (a) During the year the company has made investments or guarantee or security or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all

loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest;

- (c) There is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.
- (d) Since the term of arrangement do not stipulate any repayment schedule we are unable to comment whether the amount is overdue or not.
- (e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties except following:

Name of Party	Amount renewed or extended	% of total loan	Remark, if any
	Nil		

- (f) The company has granted loans or advances in the nature of loans repayable on demand.
- (iv) In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.
- (vi) As per information & explanation given by the management, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.
- (viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) In our opinion and according to the information and explanations given by the

management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

- (b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;
- (c) In our opinion and according to the information and explanations given by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained, except for:

Nature of the fund raised	Name of the lender	Amount diverted (Rs.)	Purpose for which amount was sanctioned	Purpose for which amount was utilized	Remarks
			Nil		

- (d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.
- (e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
- (f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company
- (xii) The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.

- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements,
- (xiv) (a) In our opinion and based on our examination, the company have adequate internal audit system.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) (a) In our Opinion and based on our examination, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx) Based on our examination, the provision of section 135 are not applicable on the company. Hence this clause is not applicable on the company.
- (xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

**For SSRV& ASSOCIATES.
Chartered Accountants
Firm Regn No. 135901W**

Sd/-

**CA VISHNU KANT KABRA
Partner
Membership No. 403437**

**Date: 29.05.2023
Place: Kolkata
UDIN : 23403437BGWDLZ6700**

Annexure 'B'

Report on Internal Financial Controls with reference to financial statements

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 ARC FINANCE LTD ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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 March 31, 2023, 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.

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 authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized 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.

**For SSRV& ASSOCIATES.
Chartered Accountants
Firm Regn No. 135901W**

**Sd/-
CA VISHNU KANT KABRA
Partner
Membership No. 403437**

**Date: 29.05.2023
Place: Kolkata
UDIN : 23403437BGWDLZ6700**

2023
ARC FINANCE LTD

Balance Sheet as at March 31, 2023

		Rs. In Hundred	
PARTICULARS		As at March 31, 2023	As at March 31, 2022
I. ASSETS			
Financial Assets			
(a)	Cash and cash equivalents	4 15,217.72	3,390.76
(b)	Bank balance other than cash and cash equivalents	5 72,333.58	2,16,707.11
(c)	Receivables		
(I)	Trade receivables	6 1,27,979.45	3,19,463.44
(d)	Loans	7 54,20,942.72	62,56,791.76
(e)	Investments	8 35,100.85	35,100.85
(f)	Other financial assets	9 1,10,564.82	87,005.31
Total financial assets		57,82,139.14	69,18,459.23
Non financial Assets			
(a)	Inventories	10 11,55,142.35	9,81,760.04
(b)	Deferred tax Assets	-	-
(c)	Property, plant and equipment	11 1,56,920.30	27,159.48
(d)	Other non financial assets	-	-
Total non financial assets		13,12,062.65	10,08,919.52
Total Assets		70,94,201.79	79,27,378.75
II. LIABILITIES AND EQUITY			
Liabilities			
Financial liabilities			
(a)	Payables	-	-
(I)	Trade payables	-	-
(i)	total outstanding dues of micro enterprises and small enterprises	-	-
(ii)	total outstanding dues of creditors other than micro enterprises and small	12 (i) 4,17,387.39	2,54,832.56
(II)	Other payables	-	-
(i)	total outstanding dues of micro enterprises and small enterprises	-	-
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises	12 (ii) -	-
(b)	Debt securities	-	-
(c)	Borrowings (other than debt securities)	13 13,87,648.78	25,01,394.94
(d)	Subordinated liabilities	-	-
(e)	Other financial liabilities	14 13,536.58	2,704.80
Total financial liabilities		18,18,572.75	27,58,932.30
Non financial liabilities			
(a)	Current tax liabilities	-	-
(b)	Provisions	15 25,327.60	25,743.90
(c)	Long Term Borrowings	16 88,240.86	15,399.87
(d)	Deffered tax liabilities (net)	17 140.00	140.00
(e)	Other non financial liabilities	18 -	-
Total non financial liabilities		1,13,708.46	41,283.77
EQUITY			
(a)	Equity share capital	19 50,49,500.00	50,49,500.00
(b)	Other equity	20 1,12,420.58	77,662.68
Total Equity		51,61,920.58	51,27,162.68
TOTAL LIABILITIES AND EQUITY		70,94,201.79	79,27,378.75
See accompanying notes to the financial statements		I-3	
For and on Behalf of Board of Directors of ARC Finance Ltd			
As per our report of even date			
For SSRV & ASSOCIATES			
Chartered Accountants			
FRN 135901W			
		ASIS BANERJEE	APARNA SHARMA
		Director	Director
		DIN: 05273668	DIN: 07006877
VISHNU KANT KABRA			
PARTNER			
M. No 403437			
UDIN: 23403437BGWDLZ6700			
		DINESH AGARWAL	ROHIT JAIN
		Director & Chief Financial Officer	Company Secretary
Place : Kolkata		PAN - AASPA0316K	PAN - ALCPJ7247B
Date : 29.05.2023		DIN: 08394760	

22 ARC FINANCE LTD

Statement of Profit and Loss for the year ended March 31, 2023

Rs. In Hundred

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
I. Revenue from operations			
(i) Interest income	21	3,86,686.13	3,67,173.69
(ii) Dividend income	22	1,294.41	1,576.25
(iii) Sale of product/service	23	3,03,621.10	28,90,570.91
II. Other income	24	-	55.94
III. Total Income (I+II)		6,91,601.64	32,59,376.79
IV. Expenses :			
(i) Finance Costs	25	1,32,253.39	20,762.00
(ii) Impairment on financial assets	26	-	-
(iii) Purchase of stock in trade	27	5,16,075.71	37,38,772.13
(iv) Changes in inventory of finished goods	28	-1,73,382.31	-6,47,954.84
(v) Employee Benefit Expenses	29	29,459.37	20,480.42
(vi) Payment to Auditors	30	450.00	250.00
(vii) Depreciation, Amortization and impairment		7,252.02	5,199.24
(viii) Other Expenses	31	1,35,267.44	83,530.23
Total expenses (IV)		6,47,375.62	32,21,039.18
V. Profit before tax (III-IV)		44,226.02	38,337.61
VI. Tax Expense:			
Current tax		11,498.80	9,884.30
Deferred tax	32	-	83.47
Total tax expense (VI)		11,498.80	9,967.77
VII. Profit for the year (VI-VII)		32,727.22	28,369.84
VIII. Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Re-measurement losses/(gain) on defined benefit plans		-	-
(ii) Equity instruments through other comprehensive income		-	-
(iii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total Other comprehensive income (VIII)			
IX. Total Comprehensive Income for the year (VII+VIII)		32,727.22	28,369.84
XII. Earnings per equity share of ₹ 10 each	33		
- Basic		0.01	0.01
- Diluted		0.01	0.01

See accompanying notes to the financial statements

1-3

For and on Behalf of Board of Directors of ARC Finance
Ltd

As per our report of even date

For SSRV & ASSOCIATES

Chartered Accountants

FRN 135901W

ASIS BANERJEE

APARNA SHARMA

Director

Director

DIN: 05273668

DIN: 07006877

VISHNU KANT KABRA

PARTNER

M. No 403437

DINESH AGARWAL

ROHIT JAIN

UDIN: 23403437BGWDLZ6700

Director & Chief Financial Officer

Company Secretary

Place : Kolkata

PAN - AASPA0316K

PAN - ALCPJ7247B

Date : 29.05.2023

DIN: 08394760

ARC FINANCE LTD			
Statement of Cash flows for the year ended 31st March, 2023			
		Rs. In Hundred	
Particulars		As at March 31, 2023	As at March 31, 2022
A. Cash flow from operating activities			
Net profit before tax		44,226.02	38,337.61
Adjustments for Depreciation		7,252.02	5,199.24
Adjustment for balance of asset written off		-	-
Operating profit before working capital changes		51,478.04	43,536.85
Adjustments for:-			
Movements in working capital :			
(Increase)/ decrease in operating (current) Asset		-5,457.83	-9,97,962.96
Increase/ (decrease) in operating (current) liabilities		-9,40,359.55	-91,012.68
Cash generated from operations		-8,94,339.34	-10,45,438.79
Income tax paid		9,884.30	6,443.30
Net cash inflow/(outflow) from operating activities		-9,04,223.64	-10,38,995.49
B. Cash flow from investing activities			
Purchase of Fixed Assets / Investment		-1,37,012.84	-13,845.60
(Increase)/ decrease in operating (Non-current) Asset		8,35,849.04	-13,13,530.46
Increase/ (decrease) in operating (Non-current) liabilities			
Net cash inflow / (outflow) from investing activities		6,98,836.20	-13,27,376.06
C. Cash inflow/(outflow) from financing activities			
Repayment of short-term borrowings			25,01,394.94
Proceeds from other long term liabilities		72,840.87	6,064.18
Financial expenses			
Net cash inflow / (outflow) used in financing activities		72,840.87	25,07,459.12
Net changes in cash and cash equivalents		-1,32,546.57	1,34,644.27
Opening Cash and cash equivalents		2,20,097.87	85,453.60
Closing cash and cash equivalents		87,551.30	2,20,097.87
Components of cash and cash equivalents			
Cash in hand		15,217.72	3,390.76
Deposit with banks in current accounts		72,333.58	2,16,707.11
Toal cash and cash equivalents		87,551.30	2,20,097.87
Note:			
(i) Statement of cash flows has been prepared using Indirect method in accordance with Ind AS-7			
See accompanying notes to the financial statements			
As per our report of even date			
For SSRV & ASSOCIATES		For and on Behalf of Board of Directors of ARC Finance Ltd	
Chartered Accountants			
FRN 135901W		ASIS BANERJEE	APARNA SHARMA
		Director	Director
VISHNU KANT KABRA		DIN: 05273668	DIN: 07006877
PARTNER			
M. No 403437			
UDIN: 23403437BGWDLZ6700		DINESH AGARWAL	ROHIT JAIN
Place : Kolkata		Director & Chief Financial Officer	Company Secretary
Date : 29.05.2023		PAN - AASPA0316K	PAN - ALCPJ7247B
		DIN: 08394760	

ARC FINANCE LTD		
Statement of Changes in Equity for the year ended on March 31, 2023		
		Rs. In Hundred
Equity Share Capital		
Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	50,49,500.00	50,49,500.00
Changes during the year		
Balance at the end of the year	50,49,500.00	50,49,500.00
Other Equity		
Particulars	As at March 31, 2023	As at March 31, 2022
Reserves and Surplus		
(i) Securities Premium Reserve		
Balance at the beginning of the year	-	-
Add : Premium on shares issued during the year	-	-
Balance at the end of the year	-	-
(ii) Retained Earnings		
Balance at the beginning of the year	30,393.03	6,620.75
Profit/(Loss) for the year	32,727.22	28,369.84
Add: Previous Year TDS adjustment	-0.12	6,443.30
Less:- Transfer to Statutory Reserve @20%	8,845.20	7,667.52
Less: - Contingent Provision Against Standard Assets	-2,030.80	3,373.34
Balance at the end of the year	56,305.73	30,393.03
(iii) Statutory Reserve		
Balance at the beginning of the year	47,269.65	39,602.13
Profit/(Loss) for the year	8,845.20	7,667.52
Other Comprehensive Income	-	-
Balance at the end of the year	56,114.85	47,269.65
As per our report of even date For SSRV& ASSOCIATES Chartered Accountants FRN 135901W		For and on Behalf of Board of Directors of ARC Finance Ltd
		ASIS BANERJEE Director DIN: 05273668
		APARNA SHARMA Director DIN: 07006877
VISHNU KANT KABRA PARTNER M. No 403437 UDIN: 23403437BGWDLZ6700		DINESH AGARWAL Director & Chief Financial Officer PAN - AASPA0316K DIN: 08394760
		ROHIT JAIN Company Secretary PAN - ALCPJ7247B
Place : Kolkata Date : 29.05.2023		

Notes Forming Part of the Financial Statements

Note 1: Corporate Information

ARC Finance Limited is a company limited by shares, domiciled in India, incorporated under the provisions of Companies Act applicable in India. The Company's shares are listed on BSE, a recognised stock exchange, in India. The registered office of the company is located at 18, RABINDRA SARANI, PODDAR COURT GATE NO.4, 4TH FLOOR, ROOM NO.3, KOLKATA, 700001. The company is engaged in the business of lending. ARC also accepts loans-advances and offers variety of financial services to its customers. The standalone financial statements comprise of financial statements of ARC Finance Limited for the year ended March 31, 2023. The standalone financial statements were authorised for issue in accordance with a resolution of the Board of directors on June 30, 2023.

Note 2: Basis of preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act and the Master Direction-Non-Banking Financial Company ('the NBFC Master Directions') issued by RBI. The financial statements have been prepared on a going concern basis. The company uses accrual basis of accounting except in case of certain uncertainties. For all periods up to and including the year ended 31 March, 2019, the company had prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 and the NBFC Master Directions (herein referred as 'Previous GAAP'). These financial statements for the year ended 31 March, 2019 are the first, the company has prepared in accordance with Ind AS.

2(a) Presentation of financial statements

The company presents its Balance Sheet in order of liquidity. The company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet.

2(b) Critical accounting estimates and judgements

The preparation of the Company's financial statements requires Management to make use of estimates and judgements. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Managements' estimates are based. Accounting estimates and judgements are used in various line items in the financial statements.

3 Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

Revenue recognition

(i) Interest income

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(ii) Dividend income

Dividend income on equity shares is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(iii) **Other income** : Other revenues are recognised as per applicable and relevant Ind AS.

(iv) **Taxes** : Incomes are recognised net of the Goods and Service Tax, wherever applicable.

Expenditures

(i) Finance Costs

Borrowing costs on financial liabilities are recognised as per relevant Ind AS.

(ii) Depreciation, Amortization and impairment

Depreciation has been provided using the written down value method as per the rates prescribed under schedule II of the Companies Act, 2013.

(iii) Taxes: Expenses are recognised net of the Goods and Services Tax/Service tax, except where the input tax is not statutorily permitted.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Financial instruments

Financial instruments, comprising of financial assets and liabilities are being recorded as per relevant Ind AS and the changes in significant changes (increase or decrease) in the credit risk are being monitored and accordingly impairment on financial instruments is recognized against such instruments as per relevant Ind AS.

Investments

The policy opted for recording investments is at amortised cost as per the relevant Ind AS.

Taxes

(i) Current tax: Current tax assets and liabilities are measured at the amount expected to be recovered from paid to the taxation authorities, in accordance with the Income Tax Act, 1961.

(ii) Deferred tax

Deferred tax is provided using the Balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilised.

Inventories

Inventories of shares have been recorded at lower of cost and net realisable value as per relevant Ind AS. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Property, plant and equipment

Property, plant and equipment are carried at historical cost (amortised cost) of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and equipment'.

Impairment of financial assets

The policy opted for recognising impairment on financial instruments is as per the Expected Credit loss in n coming financial years and accordingly financial assets are categorised are monitored upon for their timely recovery and resultantly the Expected Credit loss is provided for.

Provisions and Contingent Liabilities

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. There is no contingent liability as at 31st March, 2023.

Segment Reporting

The company operates in segments of investment in securities and extending financial loan services, which are considered by the management as a single segment for reporting purposes in order to analyse risk-return fundamentals based on internal organisational structure.

ARC FINANCE LTD

Notes forming part of financial statements for the year ended March 31, 2023 (Rs. In Hundred)

4 Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Cash in hand	15217.72	3390.76
Total	3,39,076.00	5,02,301.00

5 Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with Banks - In current accounts	72333.58	216707.11
Total	2,16,70,711.00	80,43,059.00

6 Trade Receivable

Particulars	As at March 31, 2023	As at March 31, 2022
Sundry Debtors -Over Six Months -Others	127,979.45 -	319,463.44
Total	3,19,46,344.00	5,07,854.00

7 Loans

Years	(2022-23)					(2021-22)					
	Particulars	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Others	Total	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Others	Total
Secured	-	-	-	-	-	-	-	-	-	-	-
Unsecured	5420942.72	-	-	-	-	5420942.72	6256791.76	-	-	-	6256791.76
Less: Impairment	-	-	-	-	-	-	-	-	-	-	-

Receivable of loan or advance from related party is Nil

Impairment loss on loans and advances recognised is Nil as per the estimation made by the management of the company.

Notes forming part of financial statements for the year ended March 31, 2023 (Rs. In Hundred)

8. Investments

Years	(2022-23)					(2021-22)					
	Particulars	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Others	Total	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Others	Total
Government securities	-	-	-	-	-	-	-	-	-	-	-
Equity instruments	35100.85	-	-	-	-	35100.85	35100.85	-	-	-	35100.85
Mutual Fund	-	-	-	-	-	-	-	-	-	-	-
Total	35100.85	-	-	-	-	35100.85	35100.85	-	-	-	35100.85

9 Other Non Financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
TDS receivable	110564.82	87005.31
MAT Credit Receivable	-	-
Deposits (Assets)	-	-
Total	110564.82	87005.31

10 Inventories

Particulars	As at March 31, 2023	As at March 31, 2022
Equity instruments		
-Quoted	1155142.35	981760.04
-Unquoted	-	-
Total	1155142.35	981760.04

Inventory is valued at lower of cost and net realisable value.

12 Payables

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Trade payables		
- total outstanding dues of micro enterprises and small enterprises	-	-
- total outstanding dues other than micro enterprises and small enterprises	2,54,83,256.00	3,46,48,510.00
	2,54,83,256.00	3,46,48,510.00
(ii) Other payables		
- total outstanding dues of micro enterprises and small enterprises	00	200000.00
- total outstanding dues other than micro enterprises and small enterprises	00	2,00,000.00
	00	2,00,000.00

Management has not obtained any information from its payables regarding micro enterprises and small enterprises.

Notes forming part of financial statements for the year ended March 31, 2023 (Rs. In Hundred)

13 Borrowings			
Particulars		As at	As at
		March 31, 2023	March 31, 2022
Loans repayable of demand			2501394.94
a) from other parties (Unsecured)	0	1387648.78-	
Total		1387648.78	2501394.94

14 Other financial liabilities			
Particulars		As at	As at
		March 31, 2023	March 31, 2022
TDS payable		13086.58	2454.8
Audit Fees		450.00	250.00
At amortised cost		-	-
Unsecured		-	-
Total		13536.58	2704.80

15 Provisions			
Particulars		As at	As at
		March 31, 2023	March 31, 2022
Contingent provision on standard assets		13828.8	15859.6
Provision for Tax		11498.8	9884.3
Total		25327.60	25743.90

16 Long Term Borrowings			
Particulars		As at	As at
		March 31, 2023	March 31, 2022
Secured Loan (car)		88240.86	15399.87
Total		88240.86	15399.87

17 Deferred tax liability			
Particulars		As at	As at
		March 31, 2023	March 31, 2022
Deferred tax relates to the following:			
-Disallowance under Income Tax Act		140.00	140.00
-Depreciation		-	-
-Other temporary differences		-	-
Total		140.00	140.00

Notes forming part of financial statements for the year ended March 31, 2023 (Rs. In Hundred)

18 Other non financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
TDS payable	-	-
Other current liabilities		
Total	0.00	0.00

No dues are payable to related party.

19 Equity share capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amt in Rupees	No. of shares	Amt in Rupees
Authorised 51,000,000 Shares of Rs. 1/- each 31.03.2023 & Rs. 10/- each 31.03.2022	5,10,00,000	51,00,000	5,10,00,000	51,00,000
Total	5,10,00,000	51,00,000	5,10,00,000	51,00,000
Issued, subscribed and fully paid up Equity shares of ` 1 /- each	5,04,95,000	50,49,500	5,04,95,000	50,49,500
Total	5,04,95,000	50,49,500	5,04,95,000	50,49,500

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2023	As at March 31, 2022
	Number of shares	Number of shares
Shares at the beginning of the year	5,04,95,000	5,04,95,000
Movement during the year	-	-
Shares outstanding at the end of the year	5,04,95,000	5,04,95,000

(b) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of 1/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Detail of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	% Holding	Number	% Holding
Equity shares of 1 each fully paid VAIBHAVLAXMI VANIJYA PRIVATE LIMITED	60,000,000	11.88%	60,00,000	11.88%

Notes forming part of financial statements for the year ended March 31, 2023 (Rs. In Hundred)

20 Other equity					
Particulars	Reserves and Surplus				Total
	Securities Premium	Retained Earnings	Equity Instruments through OCI	Statutory Reserve	
Balance as at April 1, 2022	-	30393.03	-	47269.65	77662.68
Profit for the year		25912.70		8845.20	34757.90
Balance as at March 31, 2023	-	56305.73	-	56114.85	112420.58
Profit for the year	-	-	-	-	-
Deferred tax due to Implementation of IND AS					-
Other comprehensive income (expense) (net of tax)	-	-	-	-	
Balance as at March 31, 2023	-	56305.73	-	56114.85	112420.58

Nature and purpose of other equity:

(i) Securities Premium

Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

(ii) Retained Earnings

Retained earnings represents the surplus in profit and loss account and appropriations.

(iii) Reserve fund in terms of section 45-IC (1) of the Reserve Bank of India Act, 1934

Reserve fund is created as per the terms of section 45-IC (1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

Notes forming part of financial statements for the year ended March 31, 2023. (Rs. In Hundred)

21 Interest income		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
Interest on loans	3,86,686.13	3,67,173.69	
Total	3,86,686.13	3,67,173.69	
22 Dividend income		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
Dividend on equity instruments	1,294.41	1,576.25	
Total	1,294.41	1,576.25	
23 Sale of product/service		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
Sale of shares	2,62,924.99	28,90,570.91	
Income from futures	40,696.11		
Total	3,03,621.10	28,90,570.91	
24 Other income		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
Interest on Income Tax refund	-	-	
Profit(loss) on sale on investment	-	55.94	
Total	-	55.94	
25 Finance Cost		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
On financial liabilities measured at amortised cost:			
Interest & Other Expense	1,31,603.42	20,016.29	
Demat Charges	649.97	745.71	
Total	1,32,253.39	20,762.00	
26 Impairment on financial assets		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
Loans			
Expected credit loss	-	-	
Write off (net of recoveries)	-	-	
Total	-	-	
27 Purchase of stock in trade		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
Purchase of Shares	5,16,075.71	37,38,772.13	
Total	5,16,075.71	37,38,772.13	

Notes forming part of financial statements for the year ended March 31, 2023. (Rs. In Hundred)

28 Changes in inventory of finished goods		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
Opening Stock of equity instruments	9,81,760.04	3,33,805.20	
Less: Closing stock of equity instruments	11,55,142.35	9,81,760.04	
Total	-1,73,382.31	-6,47,954.84	
29 Employee benefits expense		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
Salaries & wages including bonus	29,459.37	20,480.42	
Total	29,459.37	20,480.42	
30 Payment to Auditors		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
(i) Auditors' remuneration			
a) Statutory audit fee & tax audit	450.00	250.00	
Total payment to auditors	450.00	250.00	
31 Other expenses		Rs. In Hundred	
Particulars	As at March 31, 2023	As at March 31, 2022	
Advertisement Exp.	728.79	451.35	
Annual Listing Fees	18,801.89	11,477.21	
Bank Charges	40.19	4.12	
E-voting expenses	236.00	-	
Car Expenses	2,568.57	-	
Printing and stationary	500.75	-	
Rent	1,800.00	-	
Bad Debts	52,315.75	-	
Business Promotion expenses	893.33	1,665.47	
Car Insurance	405.60	608.95	
Commission Expenses	30,400.00	40,400.00	
Filing Fees	102.50	48.00	
General Expense	652.42	744.66	
Postage & Telegram Expense	352.50	410.89	
Professional Fees	21,915.76	23,802.66	
Repairs & Maintenance Expense	450.79	227.65	
TDS Interest Expense	27.71	25.30	
Telephone Expense	409.72	311.88	
Travelling & Conveyance Expense	2,582.57	3,234.09	
Website Maintenance Exp	82.60	118.00	
Total	1,35,267.44	83,530.23	

Notes forming part of financial statements for the year ended March 31, 2023.

32 Income tax expense			Rs. In Hundred
Particulars	As at March 31, 2023	As at March 31, 2022	
Current tax	11,498.80	9,884.30	
Deferred tax	-	83.47	
Total tax expenses	11,498.80	9,967.77	

33 Earnings per share

The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share" given as under: -

			Rs. In Hundred
Particulars	As at March 31, 2023	As at March 31, 2022	
Profit/(Loss) attributable to equity shareholders (C) (A) [Rupees in thousands]	32,727.22	28,369.84	
Weighted average number of outstanding equity shares (B)	50,49,500	50,49,500	
Nominal value per equity share (C)	0.01	0.01	
Basic EPS (in `) (A/B)	0.01	0.01	
Diluted EPS (in `) (A/B)	0.01	0.01	

34 Related party disclosures

Rs. In Hundred

The related party disclosures in accordance with the requirements of Ind AS - 24 "Related Party Disclosures" has been given below: -

(a) Name and nature of related party relationships

Name of Related Party	Relationship
ASIS BANERJEE	Director
GOPAL SINGH	Director
APARNA SHARMA	Director
DINESH AGARWAL	Director
DINESH AGARWAL	CFO(KMP)
VIRENDRA KUMAR SONI	Director
SOMNATH CHITRAKAR	Director
ROHIT JAIN	Company Secretary

(b) Description of the nature of transactions with the related parties

Particulars	Enterprises over which KMP is able to exercise significant influence	
	Financial Year 2022-23	Financial Year 2021-22
1) Salary and Remuneration Paid		
ROHIT JAIN	1,560.00	1,560.00

Related party relationship is as identified by the Company on the basis of information available with them and relied upon by the auditors.

35 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

Notes forming part of financial statements for the year ended March 31, 2023

36 Financial Risk Management Objectives and Policies

(A) Financial risk management

The company has a risk management committee which has the responsibility to identify the risk and suggest the management the mitigation plan for the identified risks in accordance with the risk management policy of the Company. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency.

These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company seeks to minimise the effects of these risks by using derivative financial instruments, credit limit to exposures, etc., to hedge risk exposures.

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: foreign currency risk, interest rate risk, investment risk.

(ii) Interest rate risk

Arising from:

Interest rate risk stems from movements in market factors, such as interest rates, credit spreads which impacts investments, income and the value of portfolios.

Measurement, monitoring and management of Risk:

Interest rate risk is measured, monitored by assessment of probable impacts of interest rate sensitivities under stimulated stress test scenarios given range of probable interest rate movements on both fixed and floating assets and liabilities.

(iii) Liquidity risk management

Arising from:

Liquidity risk arises from mismatches in the timing of cash flows, whereas funding risk arises when long term assets cannot be funded at the expected term resulting in cashflow mismatches.

Measurement, monitoring and management of Risk:

Liquidity and funding risk is measured by identifying gaps in the structural and dynamic liquidity statements. Monitored by assessment of the gap between visibility of funds and the near term liabilities given under current liquidity conditions and evolving regulatory directions for NBFCs.

Maturity profile of financial liabilities:

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date.

As at March 31, 2023	Upto 1 year	1-2 years	> 2 years	Total
Rs. In Hundred				
Financial liabilities				
Long term borrowings	78,878.04	1,32,075.10	12,64,936.50	14,75,889.64
Current maturities of long term debt	-	-	-	-
Trade payables	2,01,198.10	1,78,719.29	37,470.00	4,17,387.39
Other payables	450.00	-	-	450.00
Other financial liabilities	13,086.58	-	-	13,086.58
Total financial liabilities	2,93,612.72	3,10,794.39	13,02,406.50	19,06,813.61

(iv) Credit risk management

Arising from:

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the company.

Measurement, monitoring and management of Risk:

Credit risk is measured as the amount at risk due to repayment default of a customer or counterparty to the Company. Various metrics such as EMI default rate, overdue position, collection efficiency, customers non performing loans, etc. are used as leading indicators to access credit risk.

Notes forming part of financial statements for the year ended March 31, 2023

37	Fair value measurement				
(a)	Financial assets				

Rs. In Hundred

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amortised Cost	Carrying value	Amortised Cost	Carrying value
(i) Measured at amortised cost				
Trade receivables	1,27,979.45	1,27,979.45	3,19,463	3,19,463
Cash and cash equivalents	15,217.72	15,217.72	3,390.76	3,390.76
Bank balances other than cash and cash equivalents	72,333.58	72,333.58	2,16,707.11	2,16,707.11
Loans	54,20,942.72	54,20,942.72	62,56,791.76	62,56,791.76
Investments	35,100.85	35,100.85	35,100.85	35,100.85
Total financial assets at amortised costs (A)	56,71,574.32	56,71,574.32	68,31,453.92	68,31,453.92
(ii) Measured at fair value through other comprehensive income				
Non-current Investments	-	-	-	-
Total financial assets at fair value through other comprehensive income (B)				
Total financial assets	56,71,574.32	56,71,574.32	68,31,453.92	68,31,453.92

Rs. In Hundred

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amortised Cost	Carrying value	Amortised Cost	Carrying value
(i) Measured at amortised cost				
Trade payables	4,17,387.39	4,17,387.39	2,54,832.56	2,54,832.56
Other payables	-	-	-	-
Other financial liabilities	13,536.58	13,536.58	2,704.80	2,704.80
Total financial liabilities	4,30,923.97	4,30,923.97	2,57,537.36	2,57,537.36

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties in an orderly market transaction, other than in a forced or liquidation sale.

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2023
AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE

Additional Disclosure Requirements - Schedule III & CARO 2020

Share Capital Rs. In Hundred

Shares held by promoters at the end of the year 31st March 2023				
Sr. N	Promoter Name	No. of Shares	% of total shares	% Change during the year
1	S K GROWTH FUND PVT LTD	7,18,750	0.14	0
2	VAIBHAVLAXMI VANIJYA PRIVATE LIMITED	60000000	11.88	0
	Total	6,07,18,750	12.02	0

Equity shares of the company has been split from Rs. 10/- each to Rs. 1/- each

Shares held by promoters at the end of the year 31st March 2023				
Sr. N	Promoter Name	No. of Shares	% of total shares	% Change during the year
1	S K GROWTH FUND PVT LTD	71,875	0.14	0
2	VAIBHAVLAXMI VANIJYA PRIVATE LIMITED	60000000	11.88	0
	Total	60,71,875	12.02	0

Trade Payables - Ageing Disclosures

Trade Payables ageing schedule: As at 31st March,2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3	
(i) MSME	-	-	-	-	-
(ii) Others	3,14,644.10	1,03,043.29	-	25,970.00	4,43,657.39
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Other	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March,2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	2,15,066.00	-	13,796.56	25,970.00	2,54,832.56
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Other	-	-	-	-	-

Trade Payables - MSME Disclosures : NA

Trade Receivables- Ageing Disclosures

Trade Receivables ageing schedule as at 31st March,2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1,22,969.99	9.37	-	-	5,000.10	1,27,979.46
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March, 2023						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 year	
(i) Undisputed Trade receivables -considered good	3,10,244.72	-	4,21,862.00	-	5,000.10	7,37,106.82
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-
Relaisable Value of Assets (Non-Current) - Opinion of Board : NA						
W. If, in the opinion of the Board, any of the assets other than 10[Property, Plant and Equipment]36[,Intangible assets]] and non-current investments do not have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated.						
Loans & Advances to Related Parties : NA						
Following disclosures shall be made where Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are: NA						
Capital WIP / Intangible Assets under Developments						
& (v) Capital-Work-in Progress (CWIP) / Intangible assets under development (ITAUD) : NA						
Comments on details submitted to Banks & reconciliation thereof -						
(vii) Where the Company has borrowings from banks or financial institutions on the basis of security of current assets, it shall disclose the following:-						
(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.						
(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed.						
viii) Wilful Defaulter* : NA						
(ix) Relationship with sruck off companies : NA						
(x) Registration of charges or satisfaction with Registrar of Companies : NA						
(xi) Compliance with number of layers of companies : NA						
(xii) Following Ratios to be disclosed:- ATTACHED						
The company shall explain the items included in numerator and denominator for computing the above ratios. Further explanation shall be provided for any change in the ratio by more than 25% as compared to the preceding year.						
xiii) Compliance with approved Scheme(s) of Arrangements : NA						
xiv) Utilisation of Borrowed funds and share premium: NA						
Property, Plant & Equipments & Intangible Assets - Revaluation						
IV. Additional Regulatory Info						
(ii) Where the Company has revalued its Property, Plant and Equipment, the company shall disclose as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation)						

Notes to Financial Statements for the year ended 31st March,2023			
Note : Calculation of Important Financial Ratios			
Particulars		2022-23	2021-22
1) Current Ratio			
<u>Current Assets</u>			
Cash & Cash Equivalents		87,551.30	2,20,097.87
Other Current Assets		1,10,564.82	87,005.31
Trade Receivables		1,27,979.45	3,19,463.44
	Total	3,26,095.57	6,26,566.62
<u>Current Liabilities</u>			
Other Current Liabilities		14,01,185.36	25,04,099.74
Trade Payables		4,17,387.39	2,54,832.56
	Total	18,18,572.75	27,58,932.30
Current Ratio		0.18	0.23
Remarks:			
2) Debt Equity Ratio			
<u>Total Liability</u>			
		70,94,201.79	79,27,378.75
<u>Shareholder's Equity</u>			
Equity Share Capital		50,49,500.00	50,49,500.00
Reserves & Surplus		1,12,420.58	77,662.68
	Total	51,61,920.58	51,27,162.68
Debt Equity Ratio		1.37	1.55
3) Debt Service Coverage Ratio			
4) Return on Equity Ratio			
<u>Net Income</u>			
Profit after Tax		32,727.22	28,369.84
<u>Shareholder's Equity</u>			
Equity Share Capital		50,49,500.00	50,49,500.00
Reserves & Surplus		1,12,420.58	77,662.68
	Total	51,61,920.58	51,27,162.68
Return on Equity Ratio		0.0063	0.0055
5) Inventory Turnover Ratio			
COGS		5,16,075.71	37,38,772.13
<u>Average Inventory</u>		10,68,451.20	6,57,782.62
Inventory Turnover Ratio		0.48	5.68

6) Trade Receivables Turnover Ratio			
	Net credit Sales	1,28,000.00	3,10,235.35
	<u>Average Receivables</u>		
	Average account receivables	1,27,979.45	3,19,463.44
	Trade Receivable Turnover Ratio	1.00	0.97
7) Trade Payables Turnover Ratio			
	Net credit Purchase	65,573.29	-
	<u>Average Payables</u>		
	Average account payables	4,17,387.39	-
	Trade Payable Turnover Ratio	0.16	-
8) Net Capital Turnover Ratio			
	Net Annual Sales	3,03,621.10	28,90,570.91
	<u>Total Assets</u>		
	Assets	70,94,201.79	79,27,378.75
	Net Capital Turnover Ratio	0.04	0.36
Remarks:			
9) Net Profit Ratio			
	Net Profit after Tax	32,727.22	28,369.84
	Revenue	3,03,621.10	28,90,570.91
	Net Profit Ratio	10.78	0.98
Remarks:			
10) Return on Capital Employed			
	<u>Earnings Before Interest and Tax</u>		
	Profit after Tax	32,727.22	28,369.84
	Add:Interest	-	-
	Add:Tax	11,498.80	9,967.77
	Total	44,226.02	38,337.61
	<u>Capital Employed</u>		
	Total Assets	70,94,201.79	79,27,378.75
	Less: Current Liabilities	18,18,572.75	27,58,932.30
		52,75,629.04	51,68,446.45
	Return on Capital Employed	0.0084	0.0074

ROAD MAP TO AGM VENUE

**SINCE THE MEETING IS THROUGH VIDEO CONFERENCING, ROAD MAP OF
AGM VENUE IS NOT ATTACHED.**