

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Mr. Asis Banerjee 2. Mr. Gopal Kumar Singh 3. Mrs. Aparna Sharma 4. Mr. Pradip Kumar Agarwal	Independent Director (Chairperson) Independent Director Independent Director Executive Director
2. Nomination & Remuneration Committee	1. Mr. Asis Banerjee 2. Mr. Gopal Kumar Singh 3. Mrs. Aparna Sharma 4. Mr. Pradip Kumar Agarwal	Independent Director Independent Director (Chairperson) Independent Director Executive Director
3. Stakeholders Relationship Committee	1. Mr. Asis Banerjee 2. Mr. Gopal Kumar Singh 3. Mrs. Aparna Sharma 4. Mr. Pradip Kumar Agarwal	Independent Director (Chairperson) Independent Director Independent Director Executive Director
&Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30 th May 2016	09 th August, 2016	69 days
IV. Meeting of Committees		
Audit Committee		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
09 th August, 2016	Yes, All members were present	30 th May 2016
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional		Maximum gap between any two consecutive meetings in number of days*
		69 days
V. Related Party Transactions		
Subject		Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained		

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ANNEXURE-II

Disclosure on website in terms of Listing Regulations

Item	Compliance status
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism / Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	NA
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	YES

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	NA
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

FOR ARC FINANCE LIMITED

Pawan Dalmia
PAWAN DALMIA

COMPANY SECRETARY & COMPLIANCE OFFICER

MEM NO:30079

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