



# ARC FINANCE LIMITED

Date: 12.10.2018

To,  
The Bombay Stock Exchange Limited,  
PJ Towers, Dalal Street  
Mumbai- 400 001

To,  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata- 700 001

Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2018.

Dear Sir,

Pursuant to Regulation 27 clause (2) of SEBI Listing regulation, 2015, (LORD), we are enclosing herewith the quarterly Compliance Report on Corporate Governance for the quarter and year ended 30<sup>th</sup> September, 2018.

Kindly acknowledge the same.

Thanking you.

Yours Faithfully,  
For ARC Finance Limited



Pawan Dalmia  
Company Secretary  
Membership No.: 30079

Encl: As stated above

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

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

2. Quarter ending: **30/09/2018**

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category(Chairperson /Executive/Non- Executive/in- dependent/Nominee) <sup>8</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	RAMAWTAR GUPTA	AGEPG2765Q	Executive / Non- Independent	04/09/2018	-	1	2	-
Mr.	GOPAL KUMAR SINGH	EEGPS2288Q	Non-Executive /Independent	05/02/2014	48 Months	1	2	1
Mr.	ASIS BANERJEE	ATSPB1115A	Non-Executive /Independent	05/02/2014	48 Months	1	2	2
Mrs.	APARNA SHARMA	EIYPS2190R	Non-executive /Independent	25/03/2015	48 Months	2	2	-
<p>PAN number of any director would not be displayed on the website of Stock Exchange &amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>								



II. Composition of Committees		Name of Committee members		Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	
Name of Committee					
1. Audit Committee		1. Mr. Asis Banerjee 2. Mr. Gopal Kumar Singh 3. Mrs. Aparna Sharma 4. Mr. Ramawtar Gupta		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. Ramawtar Gupta		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. Ramawtar Gupta		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)	
24 <sup>th</sup> May, 2018		11 <sup>th</sup> August, 2018		78 days	
		04 <sup>th</sup> September, 2018		23 <sup>rd</sup> 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	
11 <sup>th</sup> August, 2018		Yes, All members were present		24 <sup>th</sup> May, 2018	
04 <sup>th</sup> September, 2018				78 days	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
V. Related Party Transactions					



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

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

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For ARC Finance Limited



*Pawan Dalmia*  
Pawan Dalmia  
Company Secretary  
M. No. 30079

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

**ANNEXURE-II**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b>	
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	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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
<b>III Affirmations:</b>		
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

COMPANY SECRETARY & COMPLIANCE OFFICER

M.E.M NO:30079

