



# ARC FINANCE LIMITED

Date: 03.10.2023

To,  
The Calcutta Stock Exchange Limited,  
7, Lyons Range,  
Kolkata- 700 001  
Scrip Code: 011278

To,  
The Bombay Stock Exchange Limited,  
PJ Towers, Dalal Street  
Mumbai- 400 001  
Scrip Code: 540135

**Sub: Declaration of Voting Result under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of 41<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2023.**

Dear Sir,

In compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we now attach herewith in the prescribed format, the details regarding the voting results of the business transacted at 41<sup>st</sup> Annual General Meeting of the Members of **M/s. ARC Finance Limited** held on Saturday, 30<sup>th</sup> September, 2023 at 12.30 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

We also enclosed herewith: -

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.
2. Scrutinizer Report on E-Voting and voting at the Meeting through electronic voting system as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014.

Please take the same on your record and acknowledge the receipt of the same.

Thanking You.

Yours Faithfully,  
For **ARC FINANCE LIMITED**

*Asis Banerjee*  
**ASIS BANERJEE**  
DIRECTOR  
DIN NO: 05273668



**ARC FINANCE LIMITED**

**Disclosures in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

|   |            |
|---|------------|
| Date of the AGM   | 30.09.2023 |
| Total Number of shareholders on record date                                   | 125999     |
| No. of shareholders present in the meeting either in person or through proxy: |            |
| Promoter and promoter Group:  | NIL        |
| Public:   | NIL        |
| No. of shareholders attended the meeting through video conferencing:          |            |
| Promoter and promoter Group:  | 2          |
| Public:   | 118        |

| Resolution No.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. | Resolution Required:   | Ordinary                |   |                         |                       |   |  |
|-----------------------------|---|--|-------------------------|---|-------------------------|-----------------------|---|--|
|                             |   | (Ordinary / Special)   | No                      |   |                         |                       |   |  |
|                             |   | Whether promoter/ promoter group are interested in the agenda/ resolution? |                         |   |                         |                       |   |  |
| Category                    | Mode of Voting  | No. of Shares held (1)   | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes- in favour | No. of votes- against | % of votes in favour on votes polled(6)=[(4)/(2)]*100 | % of votes in against on votes polled(7)=[(5)/(2)]*100 |
| Promoter and promoter group | E-voting  | 60718750   | 60718750                | 100.00  | 60718750                | 0                     | 100   | 0  |
|                             | Poll  |  | 0                       | 0   | 0                       | 0                     | 0   | 0  |
| Public Institutions         | Postal Ballot(if applicable)  | 0  | N.A.                    | N.A.  | N.A.                    | N.A.                  | N.A.  | N.A.   |
|                             | E-voting  |  | 0                       | 0   | 0                       | 0                     | 0   | 0  |
| Public- Non Institutions    | Postal Ballot(if applicable)  | 444231250  | 41834316                | 9.42  | 41822916                | 11400                 | 99.97   | 0.03   |
|                             | Poll  |  | 0                       | 0.00  | 0                       | 0                     | 0.00  | 0  |
| Total                       | Postal Ballot(if applicable)  | 504950000  | N.A.                    | N.A.  | N.A.                    | N.A.                  | N.A.  | N.A.   |
|                             | Total   |  | 41834316                | 9.42  | 41822916                | 11400                 | 99.97   | 0.03   |
|                             |   |  | 102553066               | 20.31   | 102541666               | 11400                 | 99.99   | 0.01   |



Resolution No.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

Resolution Required: (Ordinary / Special) Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution? No

| Category                    | Mode of Voting               | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No of votes- in favour | No of votes- against | % of votes in favour on votes polled(6)=[(4)/(2)]*100 | % of votes in against on votes polled(7)=[(5)/(2)]*100 |
|-----------------------------|------------------------------|------------------------|-------------------------|---|------------------------|----------------------|---|--|
|                             |                              |                        |                         |   |                        |                      |   |  |
| Promoter and promoter group | E-voting                     | 60718750               | 60718750                | 100.00  | 60718750               | 0                    | 100   | 0  |
|                             | Poll                         |                        | 0                       | 0   | 0                      | 0                    | 0   | 0  |
| Public Institutions         | Postal Ballot(if applicable) | 0                      | N.A.                    | N.A.  | N.A.                   | N.A.                 | N.A.  | N.A.   |
|                             | Total                        |                        | 60718750                | 100.00  | 60718750               | 0                    | 100   | 0  |
| Public- Non Institutions    | E-voting                     | 444231250              | 0                       | 0   | 0                      | 0                    | 0   | 0  |
|                             | Poll                         |                        | 0                       | 0   | 0                      | 0                    | 0   | 0  |
| Public- Non Institutions    | Postal Ballot(if applicable) | 444231250              | N.A.                    | N.A.  | N.A.                   | N.A.                 | N.A.  | N.A.   |
|                             | Total                        |                        | 41838416                | 9.42  | 41821216               | 17200                | 99.96   | 0.04   |
| Total                       | E-voting                     | 504950000              | 0                       | 0   | 0                      | 0                    | 0   | 0  |
|                             | Poll                         |                        | 0                       | 0.00  | 0                      | 0                    | 0.00  | 0  |
| Total                       | Postal Ballot(if applicable) | 504950000              | N.A.                    | N.A.  | N.A.                   | N.A.                 | N.A.  | N.A.   |
|                             | Total                        |                        | 41838416                | 9.42  | 41821216               | 17200                | 99.96   | 0.04   |
| Total                       |                              | 504950000              | 102557166               | 20.31   | 102539966              | 17200                | 99.987  | 0.02   |



Resolution No.3 To appoint Surojit Sarkar ( DIN NO: 09672539) as an Executive Director of the Company.

(Ordinary / Special)

Resolution Required: Whether promoter/ promoter group are interested in the agenda/ resolution?

Ordinary

No

| Category                    | Mode of Voting               | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes- in favour | No. of votes- against | % of votes in favour on votes polled(6)=[(4)/(2)]*100 | % of votes in against on votes polled(7)=[(5)/(2)]*100 |
|-----------------------------|------------------------------|------------------------|-------------------------|---|-------------------------|-----------------------|---|--|
| Promoter and promoter group | E-voting                     | 60718750               | 60718750                | 100.00  | 60718750                | 0                     | 100   | 0  |
|                             | Poll                         |                        | 0                       | 0   | 0                       | 0                     | 0   |  |
|                             | Postal Ballot(if applicable) |                        | N.A.                    | N.A.  | N.A.                    | N.A.                  | N.A.  |  |
|                             | Total                        |                        | 60718750                | 100.00  | 60718750                | 0                     | 100   | 0  |
| Public Institutions         | E-voting                     | 0                      | 0                       | 0   | 0                       | 0                     | 0   | 0  |
|                             | Poll                         |                        | 0                       | 0   | 0                       | 0                     | 0   |  |
|                             | Postal Ballot(if applicable) |                        | N.A.                    | N.A.  | N.A.                    | N.A.                  | N.A.  |  |
|                             | Total                        |                        | 0                       | 0   | 0                       | 0                     | 0   |  |
| Public- Non Institutions    | E-voting                     | 444231250              | 41838416                | 9.42  | 41821716                | 16700                 | 99.96   | 0.04   |
|                             | Poll                         |                        | 0                       | 0.00  | 0                       | 0                     | 0.00  | 0  |
|                             | Postal Ballot(if applicable) |                        | N.A.                    | N.A.  | N.A.                    | N.A.                  | N.A.  |  |
|                             | Total                        |                        | 41838416                | 9.42  | 41821716                | 16700                 | 99.96   | 0.04   |
| <b>Total</b>                |                              | <b>504950000</b>       | <b>102557166</b>        | <b>20.31</b>  | <b>102540466</b>        | <b>16700</b>          | <b>99.988</b>   | <b>0.02</b>  |



Resolution No.4 To appoint Mr. Virendra Kumar Soni ( DIN NO: 08554333) as Whole-time Director of the Company.

Resolution Required: (Ordinary / Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution?

No

| Category                    | Mode of Voting               | No. of Shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes- in favour | No. of votes- against | % of votes in favour on votes polled(6)=[(4)/(2)]*100 | % of votes in against on votes polled(7)=[(5)/(2)]*100 |
|-----------------------------|------------------------------|------------------------|-------------------------|---|-------------------------|-----------------------|---|--|
| Promoter and promoter group | E-voting                     | 60718750               | 60718750                | 100.00  | 60718750                | 0                     | 100   | 0  |
|                             | Poll                         |                        | 0                       | 0   | 0                       | 0                     | 0   |  |
|                             | Postal Ballot(if applicable) |                        | N.A.                    | N.A.  | N.A.                    | N.A.                  | N.A.  |  |
| Public Institutions         | Total                        | 60718750               | 60718750                | 100.00  | 60718750                | 0                     | 100   | 0  |
|                             | E-voting                     | 0                      | 0                       | 0   | 0                       | 0                     | 0   | 0  |
|                             | Poll                         | 0                      | 0                       | 0   | 0                       | 0                     | 0   | 0  |
| Public- Non Institutions    | Postal Ballot(if applicable) | 0                      | N.A.                    | 0   | N.A.                    | N.A.                  | 0   | N.A.   |
|                             | Total                        |                        | 0                       | 0   | 0                       | 0                     | 0   |  |
|                             | E-voting                     |                        | 41838416                | 41821716  | 9.42                    | 41821716              | 16700   | 99.96  |
| Public- Non Institutions    | Poll                         | 444231250              | 0                       | 0.00  | 0                       | 0                     | 0.00  | 0  |
|                             | Postal Ballot(if applicable) |                        | N.A.                    | N.A.  | N.A.                    | N.A.                  | N.A.  |  |
|                             | Total                        |                        | 41838416                | 41821716  | 9.42                    | 41821716              | 16700   | 99.96  |
| Total                       | Total                        | 504950000              | 102557166               | 20.31   | 102540466               | 16700                 | 99.988  | 0.02   |



**Akhil Agarwal, B.Com, ACS**

506/1, Grand Trunk Road, 2nd Floor  
Howrah (South) - 711 101, INDIA

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

Dear Sir,

**Sub: Scrutinizer's report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by companies (Management and Administration) Amendment Rules,2015 at the Annual General Meeting of the Equity Shareholders of ARC Finance Limited held on Saturday, the 30<sup>th</sup> day of September, 2023 at 12.30 P.M. through Video Conferencing or other audio- visual means.**

1. The Board of Directors of **ARC Finance Limited (the Company)** for the purpose of scrutinizing e-voting process (remote e- voting) at the meeting pursuant to Section 108 of the Companies Act , 2013 read with Rule 20 & 21 of the ( Companies Management and administration ) Rules, 2014 (Amendment Rules ,2015 ) In respect of the below mentioned resolutions proposed at the Annual General Meeting of the Equity Shareholders of the Company held on Saturday, the 30<sup>th</sup> day of September, 2023 at 12.30 P.M. through Video Conferencing or other audio- visual means, India, for determining the result of voting on resolutions.
2. I, Akhil Agarwal Company Secretary in Practice, having Membership No. PCS 16313, has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 5<sup>th</sup> September, 2023, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 (ix) of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of scrutinizing the aforesaid voting process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 41<sup>st</sup> Annual General Meeting of the Company held on **30<sup>th</sup> day of September, 2023**



3. The Compliance with the Provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) by the shareholders on the resolutions proposed in the Notice of the Annual General meeting of the Company is the responsibility of the management. My responsibility as Scrutinizer is to ensure that the voting process through electronic means at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor in against if any, to the chairman on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) at the meeting.
4. The notice dated September 5<sup>th</sup> 2023 along with statement setting out material facts under section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the company and e-voting opened at 09.00 a.m. on Wednesday 27<sup>th</sup> day of September, 2023 and will end at 5.00 p.m. on Friday 29<sup>th</sup> day of September, 2023.
5. The Equity Shareholders holding shares as on September 23, 2023, "cutoff date ", were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting of the Company
6. After the conclusion of voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
7. The electronic votes cast at the meeting were thereafter unblocked in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e-voting website of National Securities Depository Limited (NSDL) (<https://www.nsdlindia.com>) and the same are being handed over to the chairman.
8. The Management of the company is responsible to ensure compliance with the requirements of the Act and rules relating to e-voting at the meeting on the resolutions contained in the notice of the AGM.
9. My responsibility as scrutinizer for the e-voting at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolutions.
10. I now submit my consolidated Report as under on the result of the e-voting at the AGM in respect of the said resolutions



**a) Resolution -1 : Ordinary Resolution**

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Directors' and Auditors' thereon.

(i) Voted **in favor** of the resolution:

| Mode of Voting  | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 190  | 102541666                    | 99.99                                 |
| Voting by poll  | NA   | NA                           | NA                                    |
| Total           | 199  | 102541666                    | 99.99                                 |

(ii) Voted **against** the resolution :

| Mode of Voting  | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 3  | 11400                        | 0.01                                  |
| Voting by poll  | NA   | NA                           | NA                                    |
| Total           | 3  | 11400                        | 0.01                                  |

(iii) **Invalid** votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |



**b) Resolution-2: Ordinary Resolution**

To appoint a director in place of Mr. Virendra Kumar Soni (08554333) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted **in favor** of the resolution:

| Mode of Voting  | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 187  | 102539966                    | 99.98                                 |
| Voting by poll  | NA   | NA                           | NA                                    |
| Total           | 187  | 102539966                    | 99.98                                 |

(ii) Voted **against** the resolution :

| Mode of Voting  | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 7  | 17200                        | 0.02                                  |
| Voting by poll  | NA   | NA                           | NA                                    |
| Total           | 7  | 17200                        | 0.02                                  |

(iii) **Invalid** Votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |



c) **Resolution-3: Ordinary Resolution**

To appoint Mr. Surojit Sarkar (DIN NO: 09672539) as an Executive Director of the company.

(i) Voted **in favor** of the resolution:

| Mode of Voting  | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 188  | 102540466                    | 99.98                                 |
| Voting by poll  | NA   | NA                           | NA                                    |
| Total           | 188  | 102540466                    | 99.98                                 |

(ii) Voted **against** the resolution :

| Mode of Voting  | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 6  | 16700                        | 0.02                                  |
| Voting by poll  | NA   | NA                           | NA                                    |
| Total           | 6  | 16700                        | 0.02                                  |

(iii) **Invalid** Votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |



**(d) Resolution-4: Ordinary Resolution**

To regularize the Appointment of Virendra Kumar Soni (DIN No: 08554333) as Whole-Time Director.

(iv) Voted **in favor** of the resolution:

| Mode of Voting  | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 188  | 102540466                    | 99.98                                 |
| Voting by poll  | NA   | NA                           | NA                                    |
| Total           | 188  | 102540466                    | 99.98                                 |

(v) Voted **against** the resolution :

| Mode of Voting  | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--|------------------------------|---------------------------------------|
| Remote e-voting | 6  | 16700                        | 0.02                                  |
| Voting by poll  | NA   | NA                           | NA                                    |
| Total           | 6  | 16700                        | 0.02                                  |

(vi) **Invalid** Votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |



11. **RESULTS:**

- My report includes the result of voting cast through e-voting.
- I have scrutinized the votes cast through electronic means for the purpose of this report.
- The particulars of all the electronic votes cast by the members through remote e-voting process have been recorded in a register separately maintained for the purpose.

12. All relevant records of voting will remain in my custody until the Chairman Considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

13. **RECOMMENDATION:**

- All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The chairman may accordingly declare the result of voting.

Thanking You,

Yours Truly.

  


**Akhil Agarwal**  
**Practicing Company Secretary**  
**Membership No.ACS35073**  
**CP NO.16313**  
**UDIN: A035073E001142509**

Place: Kolkata

Date: 30.09.2023