

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

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 and the Poll taken at the 34th Annual General Meeting (AGM) of the Equity Shareholders of ARC Finance Limited held on Wednesday, 28th day of September, 2016 at 9.30 A.M. at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.3, Kolkata-700001.**

1. I, Akhil Agarwal, Practising Company Secretary, at 506/1 Grand Trunk Road, Howrah (South)-711101, was appointed as Scrutinizer by the Board of Directors of **ARC Finance Limited (the Company)** for the purpose of scrutinizing e-voting process (remote e-voting) and voting through physical paper 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 34th Annual General Meeting of the Equity Shareholders of the Company held on **Wednesday, 28th day of September, 2016 at 9.30 A.M. at 18, Rabindra Sarani, Poddar Court, Gate No.4, 4th Floor, Room No.3, Kolkata-700001** Submit my report as under:
2. 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) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the 34th Annual General meeting of the Company is the responsibility of the management. My responsibility as Scrutinizer is to ensure that the voting process both through electronic means and by use of physical paper at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour in against if any, to the chairman on the resolution, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and the report generated electronically for voting by use of physical paper at the meeting.



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3. In accordance with the Notice of the 34th Annual General Meeting sent to the shareholders and 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on September 22, 2016 and remote e-voting opened at 9:00 AM. On September 25th, 2016 and remained open up to 5:00 PM On September 27, 2016.
4. The Equity Share holders holding shares as on September 21, 2016. "cut off date", were entitled to vote on the resolutions stated in the Notice of the Annual General Meeting of the Company
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes were locked and kept for voting duly marked by identification mark place on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by me. The ballots were reconciled with the records maintained by the Company \ Registrar and Transfer Agent s (R & TA) of the Company and the authorizations \ proxies lodged with the company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting through **Central Depository Services Limited (CDSL)** facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballots, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
7. After the conclusion of voting at the 34th AGM, I first counted the votes cast at the meeting and thereafter unblocked the electronic votes 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 **Central Depository Services Limited (CDSL)** (<https://www.cdslindia.com>) and the same are being handed over to the chairman.



8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under :

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

To adopt the **Audited Balance Sheet as at March 31, 2016**, 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.

(i) **Voted in favour 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	99	2,58,03,150	92.62
Voting by poll	7	20,55,450	7.38
Total	106	2,78,58,600	100.00

(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	NIL	NIL	NIL
Voting by poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(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

Appointment of a director in place of **Mr. Pradip Kumar Agarwal [DIN: 01286415]** who retires by rotation and being eligible, offers himself for re-appointment.

Voted in favour 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	99	2,58,03,150	92.62
Voting by poll	7	20,55,450	7.38
Total	106	2,78,58,600	100.00

(i) Voted against the resolution :

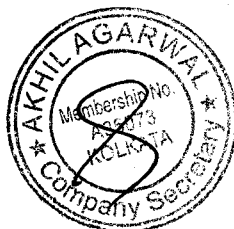
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
Voting by poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(ii) 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 **M/s. SHAH RAVI & CO. Chartered Accountants (FRN - 328384E)**, as Statutory Auditor of the Company for the F.Y 2016-17 to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and authorized Board of Directors to fix the remuneration payable to them.



(i) Voted in favour 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	99	2,58,03,150	92.62
Voting by poll	7	20,55,450	7.38
Total	106	2,78,58,600	100.00

(ii) Voted against the resolution :

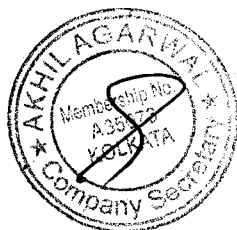
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
Voting by poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes :

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

9. RESULTS:

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



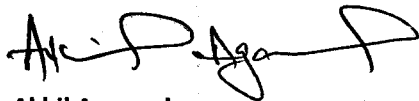
10. All relevant records of voting will remain in my custody until the Chairman Considers, approves and signs the minutes of the 34th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

11. 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
Practising Company Secretary
Membership No.ACS35073
CP NO.16313

Place : Kolkata

DATE- 29/09/2016

