



ARC FINANCE LIMITED



33rd ANNUAL REPORT

2014-2015



ARC FINANCE LIMITED

33 rd ANNUAL GENERAL MEETING	
DAY-	TUESDAY
DATE-	29 TH SEPTEMBER, 2015
TIME-	2.30 PM
VENUE-	18, Rabindra Sarani, Poddar Court, Gate no.4, 4 th Floor, Room No.3, Kolkata-700 001

BOARD OF DIRECTORS:-

- | | |
|---|---|
| 1. PRADIP KUMAR AGARWAL
DIN: 01286415 | NON- INDEPENDENT & EXECUTIVE |
| 2. ASIS BANERJEE
DIN: 05273668 | INDEPENDENT & NON-EXECUTIVE |
| 3. GOPAL KUMAR SINGH
DIN: 06739896 | INDEPENDENT & NON-EXECUTIVE |
| 4. APARNA SHARMA
DIN: 07006877 | ADDITIONAL WOMAN- DIRECTOR
INDEPENDENT & NON-EXECUTIVE |

KEY MANAGERIAL PERSONNEL:-

- | | |
|--------------------|-------------------------|
| Mr. PAWAN DALIMIA | COMPANY SECRETARY |
| Mrs. SAPNA AGARWAL | CHIEF FINANCIAL OFFICER |

BANKERS:-

HDFC BANK LTD.

AUDITORS:-

STATUTORY AUDITOR

Shah Ravi & Co.

Chartered Accountant
33/1, N.S. Road, Marshall House
9th floor, room No.907D,
Kolkata-700 001.

INTERNAL AUDITOR

M/s. E. Gattani & Associates.

REGISTERED OFFICE: -

18, RABINDRA SARANI,
PODDAR COURT, GATE NO.4,
4TH FLOOR, ROOM NO.3,
KOLKATA-700001

REGISTRAR & TRANSFER AGENT:-

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

ARC FINANCE LIMITED

Regd. Off. : 18, Rabindra Sarani. Poddar Court, Gate no.4, 4th Floor, Room No.3, Kolkata-700001 (West Bengal)
Phone: (91-033) 32589854, E-mail: arcfinancelimited@gmail.com, CIN: L51909WB1982PLC035283

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Third Annual General Meeting of the Members of the **ARC Finance Limited** will be held at the Registered office of the Company at "Poddar Court" 18, Rabindra Sarani, Gate no.4, 4th Floor, Room No.3, Kolkata-700 001 on Tuesday, 29th September, 2015 at 2:30 P.M. to transact the following business.

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.

Item No. 2: To appoint a Director in place of Pradip Kumar Agarwal (DIN 01286415) who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3: To appoint of auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules. 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. SHAH RAVI & CO. Chartered Accountants, Kolkata (FRN - 328384E), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditor, in terms of provisions of section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2015-16, to hold office from the conclusion's of this Annual General meeting until the conclusion of the next Annual general Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors.

Special Business:-

Item No.4: APPOINTMENT OF Ms APARNA SHARMA (DIN: 07006877) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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, Ms Aparna Sharma, (holding DIN: 07006877), was appointed as the Additional Director of the Company, meeting of the Board of Director held on 25th March, 2015, as Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years Commencing from the date of this Annual General Meeting and shall not be liable to retire by rotation"

By Order of the Board
For ARC Finance Limited

Sd/-

Pradip Kumar Agarwal
Director

Place : Kolkata
Date : 24.08.2015

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT LTD, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, any change in their address.

2. The Register of Members and Equity Share Transfer Registers will remain closed from **23rd Sept, 2015 to 29th Sept, 2015(both days inclusive)**.

3. **Voting through electronic means**

I. 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 clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the **33rd** Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the **33rd** Annual General Meeting (AGM):

The e-voting period begins on 26.09.2015 from 9.00 A.M. and ends on 28.09.2015 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 22.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members also have the option to vote through Ballot Form. However, the duly completed Ballot Form should reach the Scrutinizer at 7A, Bentick Street, old wing 2nd Floor, Kolkata-700 001, not later than 28.09.2015 (5.00P.M.) (i.e. closing date of E-Voting) Ballot form received after this date will be treated as invalid. If member casts votes by both modes, then voting done through E-voting shall prevail and Ballot Form shall be treated as invalid.

The Instructions for E-Voting are as under:

Log on to the e-voting website: www.evotingindia.com during the voting period.

- a. Click on “Shareholders” tab
- b. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith “**ARC FINANCE LIMITED**” from the drop down menu and click on “SUBMIT”.
- c. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.
- i. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN “**ARC FINANCE LIMITED**” for which you choose to vote.
- l. On the voting page, you will see “**Resolution Description**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- r. **For Non – Individual Shareholders and Custodians:**
- s. ● Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
4. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
 5. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
 6. If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.
 7. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of 22.09.2015**.
 8. Mr. Jagannath Kar, a Practicing Company Secretary, C.P. No. 7591, Membership No. A20600 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the 33rd Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to **CDSL** and **The Calcutta Stock Exchange Limited** and **The U.P. Stock Exchange Limited** on or after 29th September 2015.

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

The Company had, pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Revised Clause 49 of the Listing Agreement had appointed Ms. Aparna Sharma as an Addition Director of the Company, in compliance with the requirements of the Section 149 of the Companies Act, 2013 and the Revised Clause 49 of the Listing Agreement which requires that every Listed Company must have at least one woman Director on its Board.

Ms. Aparna Sharma, was appointed as an Addition Director on the Board of Directors of the Company w.e.f 25th March, 2015. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Sharma 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 Ms. Sharma for the office of Director. In view of the background and experience of Ms. Sharma, it will be in the interest of the Company that she continues as a director of the Company.

The Board of Director considered the matter of her appointment and felt that her continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avail her service as Management & Finance. Accordingly, the Board recommends the Resolution relating to her appointment as a Management & Finance, for the approval by the members of The Company.

Ms. Aparna Sharma, 43 Years, was appointed as a Non-Executive Independent Director of the Company on 25th March, 2015. Ms Sharma is a B.Com, she has vast experience in Management & Finance.

Except Ms Aparna Sharma, being a 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.

By Order of the Board
For ARC Finance Limited

Sd/-
Pradip Kumar Agarwal
Director

Place : Kolkata
Date : 24.08.2015

ARC FINANCE LIMITED

Regd. Off. : 18, Rabindra Sarani. Poddar Court, Gate no.4, 4th Floor, Room No.3, Kolkata-700001 (West Bengal)
Phone: (91-033) 32589854, E-mail: arcfinancelimited@gmail.com, CIN: L51909WB1982PLC035283

DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. Financial performance of the Company

Particulars	Amount (Rs.)	
	2014-2015	2013-2014
Total Income	4,74,08,394	7,13,913
Total Expenditure	(4,34,70,205)	(5,31,414)
Profit before exceptional items	39,38,189	1,82,499
Less : Exceptional Items	7,37,854	(30,000)
Profit before Tax	32,00,335	2,12,499
Less : Provision for Current Tax	(12,17,130)	(55,935)
Add/(Less) : Deferred Tax Assets/(Liability)	9,538	(59,898)
Net Profit after tax	19,92,743	96,666
Add: Brought forward from previous year	20,23,294	19,29,728
Less: Expenditure for share capital increase	(37,50,000)	-
Less: Transfer to Statutory Reserve	(3,98,549)	(3,100)
Less: Contingent Provision against Standard Assets	(10,79,030)	-
Balance carried to Balance Sheet	(12,11,542)	20,23,294

2. Dividend

No Dividend was declared for the current financial year due to insufficient profit.

3. Reserves

Your Company has transferred a sum of Rs.3.99 lacs to Statutory Reserve as against the sum of Rs.0.031 lacs transferred to Statutory Reserve last year. Also the company has transferred a sum of Rs.10.79 lacs to Contingent Provision against Standard Assets as against the sum of Rs.NIL transferred to Contingent Provision against Standard Assets last year.

4. Change in the nature of business, if any

There were no changes in the nature of business of the company during the year.

5. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There were no material changes occurred to the Company subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

6. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

During the year there were no such significant and material orders passed by the regulators or any courts or the tribunals.

7. Details in respect of adequacy of internal financial controls with reference to the Financial Statements

The Company has a proper and adequate system of internal controls. This ensures that all the transactions are authorized, recorded and reported correctly, and assets are safeguard and protected against loss from unauthorized use or disposition. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Internal auditor M/s. E. Gatani & Associates, had given no qualification, reservation or adverse remark or disclaimer in the internal audit report.

8. Deposits

The Company has not accepted any deposit during the year under review. No deposit remained unpaid or unclaimed at the end of the year and there has not been any default in repayment of deposit or payment of interest during the year.

9. Statutory Auditors

The Statutory Auditors of the Company – M/s. Shah Ravi & Co., Chartered Accountants, have been appointed as statutory auditors of the company in place of the retiring Auditor M/s. Agarwal & Associates, Chartered Accountants, who shall hold office from the conclusion of the Annual General Meeting held on 30.09.2014 until the conclusion of 35th Annual General Meeting (AGM) of the company to be held in the year 2017. Your Company has received a certificate confirming their eligibility to be re-appointed as Auditor of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and Rules framed thereunder.

10. Auditors' Report

The company had defaulted in the payment of Tax Deducted at Source of Rs.28,391/- on or before the due date. The Company had paid the above said amount of TDS till the date of the report.

11. Share Capital

During the year the authorised share capital of the Company increased from the existing Rs. 1,00,00,000 (Rupees One Crore only) divided into 10,00,000(Ten Lacs) equity shares of Rs. 10/- each to 51,00,00,000 (Rupees Fifty one Crore only) divided into 5,10,00,000(Five Crores and Ten Lacs) equity shares of Rs. 10/- each, by addition/creation of 5,00,00,000 (Five Crores) equity shares of Rs.10/- each, ranking pari-passu with the existing equity shares.

With the consent of the Board your company had allotted 5,00,00,000 Equity Shares of face value of Rs. 10/- each at par, ranking pari-passu with the existing equity shares, to Promoters and a group of Strategic Investors, not forming part of the Promoter/ Promoter Group of the Company, on preferential allotment basis in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulation.

12. Extract of the annual return

The extract of Annual Return in Form No. MGT – 9 as per section 134(3)(a) of the Companies Act,2013 read with Rule 8 of Companies Act(Accounts) Rules 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 as on the financial year ended on 31.03.2015, is annexed herewith the annual report.