

**Date:** 18/10/2024

To,

The Bombay Stock Exchange Limited, PJ Towers, Dalal Street P. J. Towers, Dalal Street, Mumbai - 400001. Scrip Code: 540135	The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata- 700 001 Scrip Code: 011278
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**Subject: Rights issue of ARC Finance Limited (the “Company”) - Newspaper advertisement of extract of notice of opening of Rights Issue**

Dear Sir/Mam,

Pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 84 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company has given Newspaper Advertisement on 18<sup>th</sup> October, 2024 of notice of opening of Rights Issue of Equity shares.

1. Financial Express – (English) – All Editions
2. Jansatta– (Hindi) – All Editions
3. Arthik Lipi – (Bengali)

You are requested to take the above on record.

**For, ARC Finance Limited**

**Virendra Kumar Soni**  
**Managing Director**  
**DIN: 08554333**



# ARC FINANCE LIMITED

Registered Office: 18, Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.3, Kolkata, West Bengal-700001, India

Contact Number: +91 8910637014; Contact Person: Somnath Chitrakar, Director and Chief Financial Officer; E-mail Address: arcrightissue24.25@gmail.com ; Website: www.arcfinance.in; Corporate Identity Number: L51909WB1982PLC035283

## OUR PROMOTERS

### S K GROWTH FUND PRIVATE LIMITED

## FOR CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF ARC FINANCE LIMITED

### ISSUE DETAILS, LISTING AND PROCEDURE

**RIGHTS ISSUE OF UPTO 40,39,60,000 EQUITY SHARES OF FACE VALUE OF ₹ 1.00/- (RUPEES ONE ONLY) EACH OF OUR COMPANY (THE 'RIGHTS EQUITY SHARES') FOR CASH AT A PRICE OF ₹ 1.20/- (RUPEES ONE AND TWENTY PAISA ONLY) PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 0.20 (TWENTY PAISA) ONLY) PER RIGHTS EQUITY SHARE) AGGREGATING TO ₹ 4847.52/- LAKHS' ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 4 RIGHT EQUITY SHARE FOR EVERY 5 FULLY PAID UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON 10th OCTOBER, 2024 (THE 'ISSUE'). FOR FURTHER DETAILS, SEE 'TERMS OF THE ISSUE' BEGINNING ON PAGE 142. THE RIGHTS ISSUE PRICE IS 1.20 TIMES THE FACE VALUE OF THE EQUITY SHARES.**

\*assuming full subscription.

**ISSUE OPENS ON  
MONDAY, OCTOBER 21, 2024**

**LAST DATE FOR ON MARKET RENUCIATIONS\*:  
TUESDAY, NOVEMBER 12, 2024**

**ISSUE CLOSED ON\*\*:  
MONDAY, NOVEMBER 18, 2024**

*\*Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounees on or prior to the Issue Closing Date.*

*\*\*Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing date.*

#### Process for Making an Application in the issue

In accordance with Regulation 76 of the SEBI ICDR Regulations and the SEBI Right issue Circulars, all investors desiring to make an application in this issue basis the Right Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details the Right Entitlement and demat Suspense escrow account, please see "Terms of the Issue- Credit of Right Entitlement in demat accounts of eligibility Equity Shareholders" On page 145 Of this Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective Our Company, the Lead Manager and portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying Accounts on or before the Issue Close in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account. Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBS (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

**Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB. Investors should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see "Terms of the Issue- Grounds for Technical Rejection" on page 163 of the Letter of Offer. Our Company, the Lead Manager, the Registrar to the Issue and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Investors.**

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBS shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, please see "Terms of the Issue-Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" on page 157 of the Letter of Offer.

#### Options available to the Eligible Equity Shareholders.

**The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.**

If the Eligible Equity Shareholder applies in the Issue, then such Eligible Equity Shareholder can: 1) Apply for its Rights Equity Shares to the full extent of its Rights Entitlements, or 2) Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or 3) Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or 4) Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or 5) Renounce its Rights Entitlements in full.

#### Making of an Application through the ASBA process

An Investor is required to have an ASBA enabled bank account with SCSBS, prior to making the Application. Investors desiring to make an Application in this Issue, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBS for the ASBA process, please refer to

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>.

Please note that subject to SCSBS complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBS on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its Directors, its employees, affiliates, associates and their respective directors and officers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. For details see "Terms of the Issue - Making of an Application through the ASBA process" on page 157 of the Letter of Offer."

#### APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:

An Eligible Equity Shareholder in India who is eligible to apply may make an Application to subscribe to this Issue on plain paper in terms of Regulation 78 of SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchange or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being ARC Finance Ltd;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
- Number of Equity Shares held as on Record Date;
- Allotment option-only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of Rs. 1.20 per Rights Equity Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

16) An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at:

**Skyline Financial Services Pvt. Ltd**  
D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi 110020.  
Contact Number: +011- 26812682/83, +91 9953022028  
Investor grievance e-mail: info@skylinerta.com  
Website: www.skylinerta.com  
Contact Person: Anuj Rana;  
SEBI Registration Number: INR000003241;

#### 17. All such Eligible Equity Shareholders are deemed to have accepted the following:

"We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. We understand the Rights Equity Shares and the Rights Entitlements referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation under the U.S. Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares and/ or Rights Entitlements are permitted under laws of such jurisdictions. We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy or transfer any of the said Rights Equity Shares or Rights Entitlements in the United States. We confirm that I am/we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. We satisfy, and each account for which I/we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of my/our jurisdiction of residence.

We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Other Regulatory and Statutory disclosures-Selling Restrictions" On Page 137 Of the Letter Of Offer.

I/We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements".

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar to the Issue not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar to the Issue at <https://rights.kfintech.com>. Our Company, the Lead Manager and the Registrar to the Issue shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

#### NOTICE TO INVESTORS

The distribution of the Letter of Offer, this Abridged Letter of Offer, Application Form, the Rights Entitlement Letter, any other issue material (collectively 'Issue Documents'), and issue of Rights Entitlement Letter and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by the legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, this Abridged Letter of Offer, the Application Form, or the Rights Entitlement Letter may come are required to inform themselves about, and observe, such restrictions. For details, see 'Selling Restrictions' on page 139 of the Letter of Offer.

This issue on right basis to the eligible equity shareholders and the issue materials will be signed dispatched only to the eligible equity shareholders who have registered address in India or who have provided an Indian address to our company in case such eligible equity shareholders have provided their valid email address the issue materials will be signed only to their valid email address and in case search eligible equity shareholders have not provided their email address then the issue materials will be dispatched under reasonable effort basis to the Indian addresses provided by them those overseas shareholders who do not update our records with their Internet address or the address of their duly authorized representative in India prior to the date on which we propose to dispatch the issue materials shall not be signed the issue materials.

Investor can also access their letter of offer and other issue materials from the websites of our company the registrar to the issues the lead manager and the stock exchange.

No action has been or will be taken to permit the issue in any jurisdiction where action would be required for that purpose except that this letter of offer is being filed with the stock exchange accordingly the right entitlements and the right equity shares may not be offered or sold directly or indirectly and the issue materials or advertisements in connection with the issue may not be distributed whole or in a part or in into any jurisdiction except in accordance with the legal requirements applicable in such jurisdiction receipt of the issue materials including by way of electronic means will not constitute an offer invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer invitation or solicitation is unlawful or not authorized all to any person to whom it is unlawful to make such an offer invitation or solicitation in those circumstances the issue materials must be treated as sand for information only and should not be acted upon for subscription to right equity shares and should not be copied or redistributed accordingly person receiving a copy of the issue material should not in connection with the issue of the right equity shares or right entitlements distribute or sign the issue materials in or into any jurisdiction where to do so would or might contravene local securities laws or regulation or would subject our company or its affairs or the lead manager or their respective affiliates to any firing or registration requirement other than in India if the issue material are received by any person in any such jurisdiction or by their agent or nominee they must not seek to subscribe to the right equity shares or the right and entitlement referred to in such issue materials.

**Any person who makes an application to acquire right entitlements and the right security shares offered in the issue will be deemed to have declared represented warranted and agreed that such person is authorized to acquire the rights entitlements and the right equity shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India without requirement for our company or our affiliates or the lead manager or its affiliates to make any filing or registration other than in India in addition each purchaser of rights entitlements and the rights equity shares will be tempt to make the representations warranties acknowledgements and agreements set for thin other regulatory and statutory disclosures selling restrictions on page 141 of the letter of offer.**

**Our company in consultation with the lead manager reserves the right to treat as invalid any application form which : (i) appears to our company or its agents to have been executed in electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the rights equity shares is not permitted under law of such jurisdiction (ii) does not include the relevant certification set out in the application form including to the effect that the person submitting and/or renouncing the application form is outside the United States and such person is eligible to subscribe for the right equity shares under applicable securities law and is complying with the laws of jurisdiction applicable to such person in connection with this issue or (iii) where either a register in your address is not provided or where our company believes acceptance of such application form may infringe applicable legal or regulatory requirements and our company shall not be bound to issue a lot any rights equity shares in respect of any such application form.**

The distribution of the issue materials and the issue of right equity shares on a right basis to person in certain jurisdiction outside India is restricted by legal requirements prevailing in those jurisdiction no action has been or will be taken to permit this issue in any jurisdiction where action would be required for that person except that this letter of offer is being filled with SEBI and BSE accordingly the right entitlement and right equity share may not be offered or sold directly or indirectly and this letter of offer or any issue materials or advertisements in connection with this issue may not be distributed in any jurisdiction except in accordance with as permitted under the legal requirements applicable in jurisdiction reset of issue materials including by way of electronic mince will not constitute an offer invitation to or salutation by anyone in any jurisdiction or any circumstances in which such an offer invitation or solicitation in unlawful or not authorized or to any person to whom it is unlawful to make such an offer invitation or solicitation in those circumstances the issue material must be treated as sent for information only and should not be acted upon for making an application and should not be copied or risk distributed.

Accordingly person receiving a copy of the issue material should not in connection with the issue of right equity shares or the right entitlements distribute or send the issue materials in or into any jurisdiction where to do so would or might contravene local securities law or regulation or would subject our company or its affiliates or the lead manager or the respective affiliates to any filing or registration requirements other than in India if the issue materials are received by any person in such jurisdiction or by their agent or nominee they must not seek to make an application or

acquire the right identity refer to the issue materials any person who makes an application to acquire right at entitlements and the right equity share offered in the issue will be dimmed to have a declare represented and warranted that such person is authorized to acquire right entitlements and the right equity shares offered in the issue will be dimmed to have represented and warranted that such person is authorized to acquire the right entitlement and the right equity sharing compliance with all applicable laws and regulations prevailing such person's jurisdiction and India without requirement for our company or affiliates or the lead manager or their respective affiliates to make any filing or registration other than in India.

#### LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is Monday, November 18, 2024 i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the issue opening Date (inclusive of the issue Opening Date)

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section Terms of Issue on page number 142 of the LOF.

#### ALLOTMENT ONLY IN DEMATERIALIZED FORM

The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period subject to certain conditions. Such resident Eligible Equity Shareholders must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in Terms of the Issue - Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Terms of the Issue - Allotment Advice or Refund/Unlocking of ASBA accounts" beginning on pages 169, respectively of the Letter of Offer.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**Listing Details:** The Equity Shares of our Company are listed on BSE (Stock Exchange). Our Company has received in-principle approval dated 27<sup>th</sup> September, 2024 from the BSE, where the Equity Shares of our Company are listed, for listing of the Rights Equity Shares offered in this Issue. Our Company will also make application to BSE to obtain the trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the designated stock exchange is BSE Limited.

**DISCLAIMER CLAUSE OF SEBI :** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" beginning on page 138 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange) :** It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" beginning on page 139 of the LOF.

**Escrow Collection Bank : Axis Bank Limited**  
**Allotment Account Bank : Axis Bank Limited**  
**Refund Banker : Axis Bank Limited**

#### DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI (ICDR) Regulations, ASBA Circular, SEBI Rights Issue Circulars, our Company will send/dispatch at least 3 (Three) days before the Issue Opening Date, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other applicable Issue Materials only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them. Further, the Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard. In case such Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

Access of Documents on the website of	URL of websites
Company	<a href="http://www.arcfinance.in/">http://www.arcfinance.in/</a>
Registrar to the Issue	<a href="http://www.skylinerta.com">www.skylinerta.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>

Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at [www.skylinerta.com](http://www.skylinerta.com) by entering their DP-ID, Client-ID, or Folio Number (for Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date) and PAN. The link for the same shall also be available on the website of our Company at [www.arcfinance.in](http://www.arcfinance.in).

**Please note that, our Company and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.**

The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). The material contracts documents for inspection is available for inspection on the website of the company at [www.arcfinance.in](http://www.arcfinance.in) from the date of letter of offer until the Issue Closing Date and may also be inspected at the Registered Office between 11:00 AM and 6:00 PM on all working days from the date of the Letter of Offer until the Issue Closing Date.

COMPANY DETAILS	REGISTRAR TO THE ISSUE
<p><b>Somnath Chitrakar</b> Director &amp; Chief Financial Officer Address: 18, Rabindra Sarani, Poddar Court Gate No.4, 4<sup>th</sup> Floor, Room No. 3, Kolkata, West Bengal-700001, India, Contact Number: 8910637014 Email: arcrightissue24.25@gmail.com</p>	<p><b>Skyline Financial Services Private Limited</b> Address: D 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi - 110 020, India Tel.: +011- 26812682/83 Fax: +91 011-26812682 Web: www.skylinerta.com Email: info@skylinerta.com SEBI Registration No: INR000003241 Contact Person: Mr. Anuj Rana, 9953022028</p>

Investors may contact the Registrar to the Issue, or our Company for any Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole / first holder, folio number or demat account number, serial number of the Application Form, number of the Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see 'Terms of the Issue' on page 142 of the Letter of Offer.

**On behalf of Board of Directors,  
For, ARC Finance Limited**  
Sd/-  
**Somnath Chitrakar**  
Director and CFO

ARC Finance Limited is proposing, subject to market conditions and other considerations, a right issue of its Equity Shares and has in this regard filed a Letter of Offer dated October 10, 2024 with Company at [www.arcfinance.in](http://www.arcfinance.in), the Registrar at [www.skylinerta.com](http://www.skylinerta.com) the Stock Exchange.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the U.S. Securities Act. Accordingly, the Rights Entitlements and Rights Equity Shares are being offered and sold in 'offshore transactions' outside the United States in compliance with Regulation under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. There will be no public offering in the United States.

This is only an advertisement for information purpose and not for publication, distribution or release directly or indirectly outside India. This is not an announcement for the offer document. All capitalized term used and not defined herein shall have the meaning assigned to them in the Letter of offer dated 10th October 2024 (the "Letter of Offer" or "LOF") filled with the Stock Exchange and namely BSE Limited ("BSE") ("Stock Exchange") and the securities and Exchange Board of India ("SEBI")



# ARC FINANCE LIMITED

Registered Office: 18, Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.3, Kolkata, West Bengal-700001, India

Contact Number: +91 8910637014; Contact Person: Somnath Chitrakar, Director and Chief Financial Officer; E-mail Address: arcrightissue24.25@gmail.com ; Website: www.arcfinance.in; Corporate Identity Number: L51909WB1982PLC035283

## OUR PROMOTERS

### S K GROWTH FUND PRIVATE LIMITED

## FOR CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF ARC FINANCE LIMITED

### ISSUE DETAILS, LISTING AND PROCEDURE

**RIGHTS ISSUE OF UPTO 40,39,60,000 EQUITY SHARES OF FACE VALUE OF ₹ 1.00/- (RUPEES ONE ONLY) EACH OF OUR COMPANY (THE 'RIGHTS EQUITY SHARES') FOR CASH AT A PRICE OF ₹ 1.20/- (RUPEES ONE AND TWENTY PAISA ONLY) PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 0.20 (TWENTY PAISA) ONLY) PER RIGHTS EQUITY SHARE) AGGREGATING TO ₹ 4847.52/- LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 4 RIGHT EQUITY SHARE FOR EVERY 5 FULLY PAID UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON 10th OCTOBER, 2024 (THE 'ISSUE'). FOR FURTHER DETAILS, SEE 'TERMS OF THE ISSUE' BEGINNING ON PAGE 142. THE RIGHTS ISSUE PRICE IS 1.20 TIMES THE FACE VALUE OF THE EQUITY SHARES.**

\*assuming full subscription.

**ISSUE OPENS ON  
MONDAY, OCTOBER 21, 2024**

**LAST DATE FOR ON MARKET RENUNCIATIONS\*:  
TUESDAY, NOVEMBER 12, 2024**

**ISSUE CLOSED ON\*\*:  
MONDAY, NOVEMBER 18, 2024**

*\*Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounees on or prior to the Issue Closing Date.*

*\*\*Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing date.*

#### Process for Making an Application in the issue

In accordance with Regulation 76 of the SEBI ICDR Regulations and the SEBI Right issue Circulars, all investors desiring to make an application in this issue basis the Right Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details the Right Entitlement and demat Suspense escrow account, please see "Terms of the Issue- Credit of Right Entitlement in demat accounts of eligibility Equity Shareholders" On page 145 Of this Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective Our Company, the Lead Manager and portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying Accounts on or before the Issue Close in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account. Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB. Investors should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see "Terms of the Issue- Grounds for Technical Rejection" on page 163 of the Letter of Offer. Our Company, the Lead Manager, the Registrar to the Issue and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Investors.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, please see "Terms of the Issue-Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" on page 157 of the Letter of Offer.

**Options available to the Eligible Equity Shareholders.**  
The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.  
If the Eligible Equity Shareholder applies in the Issue, then such Eligible Equity Shareholder can: 1) Apply for its Rights Equity Shares to the full extent of its Rights Entitlements, or 2) Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or 3) Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or 4) Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or 5) Renounce its Rights Entitlements in full.

**Making of an Application through the ASBA process**  
An Investor is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.  
For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to  
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.  
Our Company, its Directors, its employees, affiliates, associates and their respective directors and officers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. For details see "Terms of the Issue - Making of an Application through the ASBA process" on page 157 of the Letter of Offer."

**APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS:**  
An Eligible Equity Shareholder in India who is eligible to apply may make an Application to subscribe to this Issue on plain paper in terms of Regulation 78 of SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchange or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.  
The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being ARC Finance Ltd;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
- Number of Equity Shares held as on Record Date;
- Allotment option-only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements;
- Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of Rs. 1.20 per Rights Equity Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

16) An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at:

**Skyline Financial Services Pvt. Ltd**  
D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi 110020.  
Contact Number: +011- 26812682/83, +91 9953022028  
Investor grievance e-mail: info@skylinerta.com  
Website: www.skylinerta.com  
Contact Person: Anuj Rana;  
SEBI Registration Number: INR00003241;

**17. All such Eligible Equity Shareholders are deemed to have accepted the following:**  
We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. We understand the Rights Equity Shares and the Rights Entitlements referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation under the U.S. Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares and/or Rights Entitlements are permitted under laws of such jurisdictions. We understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy or transfer any of the said Rights Equity Shares or Rights Entitlements in the United States. We confirm that I am/we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this issue under the securities laws of their jurisdiction.  
I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. We satisfy, and each account for which I/we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of my/our jurisdiction of residence.

We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Other Regulatory and Statutory disclosures-Selling Restrictions" On Page 137 Of the Letter Of Offer.  
I/We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements".  
In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar to the Issue not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar to the Issue at <https://rights.kintech.com>. Our Company, the Lead Manager and the Registrar to the Issue shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**NOTICE TO INVESTORS**  
The distribution of the Letter of Offer, this Abridged Letter of Offer, Application Form, the Rights Entitlement Letter, any other issue material (collectively "Issue Documents"), and issue of Rights Entitlement Letter and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by the legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, this Abridged Letter of Offer, the Application Form, or the Rights Entitlement Letter may come are required to inform themselves about, and observe, such restrictions. For details, see "Selling Restrictions" on page 139 of the Letter of Offer.

This issue on right basis to the eligible equity shareholders and the issue materials will be signed and dispatched only to the eligible equity shareholders who have registered address in India or who have provided an Indian address to our company in case such eligible equity shareholders have provided their valid email address the issue materials will be signed only to their valid email address and in case search eligible equity shareholders have not provided their email address then the issue materials will be dispatched under reasonable effort basis to the Indian addresses provided by them those overseas shareholders who do not update our records with their Internet address or the address of their duly authorized representative in India prior to the date on which we propose to dispatch the issue materials shall not be signed the issue materials.  
Investor can also access their letter of offer and other issue materials from the websites of our company the registrar to the issues the lead manager and the stock exchange.

No action has been or will be taken to permit the issue in any jurisdiction where action would be required for that purpose except that this letter of offer is being filed with the stock exchange accordingly the right entitlements and the right equity shares may not be offered or sold directly or indirectly and the issue materials or advertisements in connection with the issue may not be distributed whole or in a part or in into any jurisdiction except in accordance with the legal requirements applicable in such jurisdiction receipt of the issue materials including by way of electronic means will not constitute an offer invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer invitation or solicitation is unlawful or not authorized all to any person to whom it is unlawful to make such an offer invitation or solicitation in those circumstances the issue materials must be treated as sand for information only and should not be acted upon for subscription to right equity shares and should not be copied or redistributed accordingly person receiving a copy of the issue material should not in connection with the issue of the right equity shares or right entitlements distribute or sign the issue materials in or into any jurisdiction where to do so would or might contravene local securities laws or regulation or would subject our company or its affairs or the lead manager or their respective affiliates to any firing or registration requirement other than in India if the issue material are received by any person in any such jurisdiction or by their agent or nominee they must not seek to subscribe to the right equity shares or the right and entitlement referred to in such issue materials.

**Any person who makes an application to acquire right entitlements and the right security shares offered in the issue will be deemed to have declared represented warranted and agreed that such person is authorized to acquire the rights entitlements and the right equity shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India without requirement for our company or our affiliates or the lead manager or its affiliates to make any filing or registration other than in India in addition each purchaser of rights entitlements and the rights equity shares will be deemed to make the representations warranties acknowledgments and agreements set for thin other regulatory and statutory disclosures selling restrictions on page 141 of the letter of offer.**  
**Our company in consultation with the lead manager reserves the right to treat as invalid any application form which : (i) appears to our company or its agents to have been executed in electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the rights equity shares is not permitted under law of such jurisdiction (ii) does not include the relevant certification set out in the application form including to the effect that the person submitting and/or renouncing the application form is outside the United States and such person is eligible to subscribe for the right equity shares under applicable securities law and is complying with the laws of jurisdiction applicable to such person in connection with this issue or (iii) where either a register in your address is not provided or where our company believes acceptance of such application form may infringe applicable legal or regulatory requirements and our company shall not be bound to issue a lot any rights equity shares in respect of any such application form.**

The distribution of the issue materials and the issue of right equity shares on a right basis to person in certain jurisdiction outside India is restricted by legal requirements prevailing in those jurisdiction no action has been or will be taken to permit this issue in any jurisdiction where action would be required for that person except that this letter of offer is being filed with SEBI and BSE accordingly the right entitlement and right equity share may not be offered or sold directly or indirectly and this letter of offer or any issue materials or advertisements in connection with this issue may not be distributed in any jurisdiction except in accordance with as permitted under the legal requirements applicable in jurisdiction reset of issue materials including by way of electronic mince will not constitute an offer invitation to or salutation by anyone in any jurisdiction or any circumstances in which such an offer invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer invitation or solicitation in those circumstances the issue material must be treated as sent for information only and should not be acted upon for making an application and should not be copied or risk distributed.  
Accordingly person receiving a copy of the issue material should not in connection with the issue of right equity shares or the right entitlements distribute or send the issue materials in or into any jurisdiction where to do so would or might contravene local securities law or regulation or would subject our company or its affiliates or the lead manager or the respective affiliates to any filing or registration requirements other than in India if the issue materials are received by any person in such jurisdiction or by their agent or nominee they must not seek to make an application or

acquire the right identity refer to the issue materials any person who makes an application to acquire right at entitlements and the right equity share offered in the issue will be deemed to have a declare represented and warranted that such person is authorized to acquire right entitlements and the right equity shares offered in the issue will be deemed to have represented and warranted that such person is authorized to acquire the right entitlement and the right equity sharing compliance with all applicable laws and regulations prevailing such person's jurisdiction and India without requirement for our company or affiliates or the lead manager or their respective affiliates to make any filing or registration other than in India.

#### LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is Monday, November 18, 2024 i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the issue opening Date (inclusive of the issue Opening Date)

**If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section Terms of Issue on page number 142 of the LOF.**

#### ALLOTMENT ONLY IN DEMATERIALISED FORM

The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date, or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period subject to certain conditions. Such resident Eligible Equity Shareholders must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in Terms of the Issue - Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Terms of the Issue - Allotment Advice or Refund/Unblocking of ASBA accounts" beginning on pages 169, respectively of the Letter of Offer.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.**

**Listing Details:** The Equity Shares of our Company are listed on BSE (Stock Exchange). Our Company has received in-principle approval dated 27<sup>th</sup> September, 2024 from the BSE, where the Equity Shares of our Company are listed, for listing of the Rights Equity Shares offered in this Issue. Our Company will also make application to BSE to obtain the trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the designated stock exchange is BSE Limited.

**DISCLAIMER CLAUSE OF SEBI :** Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" beginning on page 138 of the LOF.

**DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange) :** It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" beginning on page 139 of the LOF.

**Escrow Collection Bank : Axis Bank Limited**

**Allotment Account Bank : Axis Bank Limited**

**Refund Banker : Axis Bank Limited**

#### DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI (ICDR) Regulations, ASBA Circular, SEBI Rights Issue Circulars, our Company will send/dispatch at least 3 (Three) days before the Issue Opening Date, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other applicable Issue Materials only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them. Further, the Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard. In case such Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.  
Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

Access of Documents on the website of	URL of websites
Company	<a href="http://www.arcfinance.in/">http://www.arcfinance.in/</a>
Registrar to the Issue	<a href="http://www.skylinerta.com">www.skylinerta.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>

Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at [www.skylinerta.com](http://www.skylinerta.com) by entering their DP-ID, Client-ID, or Folio Number (for Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date) and PAN. The link for the same shall also be available on the website of our Company at [www.arcfinance.in](http://www.arcfinance.in).

**Please note that, our Company and the Registrar to the Issue will not be liable for non-dispatch of physical copies of issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, and the Application Form or delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.**

The LOF is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). The material contracts documents for inspection is available for inspection on the website of the company at [www.arcfinance.in](http://www.arcfinance.in) from the date of letter of offer until the Issue Closing Date and may also be inspected at the Registered Office between 11:00 AM and 6:00 PM on all working days from the date of the Letter of Offer until the Issue Closing Date.

COMPANY DETAILS	REGISTRAR TO THE ISSUE
 <b>Somnath Chitrakar</b> Director & Chief Financial Officer Address: 18, Rabindra Sarani, Poddar Court Gate No.4, 4 <sup>th</sup> Floor, Room No. 3, Kolkata, West Bengal-700001, India, Contact Number: 8910637014 Email: arcrightissue24.25@gmail.com	 <b>Skyline Financial Services Private Limited</b> Address: D 153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020, India Tel.: +011- 26812682/83 Fax: +91 011-26812692 Web: www.skylinerta.com Email: info@skylinerta.com SEBI Registration No: INR000003241 Contact Person: Mr. Anuj Rana, 9953022028

Investors may contact the Registrar to the Issue, or our Company for any Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e-mail ID of the sole / first holder, folio number or demat account number, serial number of the Application Form, number of the Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see "Terms of the Issue" on page 142 of the Letter of Offer.

**On behalf of Board of Directors,  
For, ARC Finance Limited**  
**Sd/-  
Somnath Chitrakar  
Director and CFO**

ARC Finance Limited is proposing, subject to market conditions and other considerations, a right issue of its Equity Shares and has in this regard filed a Letter of Offer dated October 10, 2024 with Company at [www.arcfinance.in](http://www.arcfinance.in), the Registrar at [www.skylinerta.com](http://www.skylinerta.com) the Stock Exchange.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the U.S. Securities Act. Accordingly, the Rights Entitlements and Rights Equity Shares are being offered and sold in "offshore transactions" outside the United States in compliance with Regulation under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. There will be no public offering in the United States.

