

**Secretarial Compliance Report of Northern Arc Capital Limited for the  
Financial Year ended March 31, 2026**

[Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015  
as amended from time to time]

We, **Alagar & Associates, LLP** have examined:

- a) all the documents and records made available to us and explanation provided by Northern Arc Capital Limited ("the listed entity")
- b) the filings/ submissions made by the listed entity to the stock exchanges
- c) website of the listed entity
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **March 31, 2026** ("**Review Period**") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- g) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder were not applicable to the Company, since there were no events that required specific compliance during the audit period:

- a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

And based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S.No	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by Practicing Company Secretary
1.	<p><b><u>Secretarial Standards</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 are mandatorily applicable.</p>	Yes	None
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li> </ul>	Yes	None
	<ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	None
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> </ul>	Yes	None
	<ul style="list-style-type: none"> <li>Timely dissemination of the documents/ information under a separate section on the website</li> </ul>	Yes	None
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	None
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of</p>	Yes	None

	Companies Act, 2013 as confirmed by the listed entity.		
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Not Applicable	The Listed Entity does not have any material subsidiary Company
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.</p>	Yes	None
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified / rejected by the Audit committee, in case no prior approval has been obtained.</p>	Yes	None
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p>	Yes	No action was taken/required to be taken



	<p>No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p><del>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</del></p>		against the listed entity /directors either by SEBI or by Stock Exchanges
12.	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI (LODR) Regulations by listed entities.</p>	Not Applicable	No such instance occurred during the audit period.
13.	<p><b><u>Additional non-compliances, if any:</u></b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	None



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amt	Observations/ Remarks of the PCS	Management Response	Remarks
					Advisory/ Clarification /Fine /SCN/ Warning, etc.					

Not applicable - The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued.



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Observations /Remarks of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the action taken by the listed entity
1.	<p>The listed entity has not submitted prior intimation about holding the board meeting on May 29, 2024 to the stock exchange of at least two working days in advance as required u/r. 50(1)(d) to approve the fund raising by way of issuance Non-convertible securities.</p> <p>Date of intimation: May 27, 2024</p> <p>BSE vide its e-mail communication September 30, 2024, had levied a fine of Rs. 5,900(including GST) for violation of Regulation</p>	For the financial year ended March 31, 2025	As per regulation 50(1)(d) of SEBI LODR, the listed entity shall give prior intimation to the stock exchanges of at least two working days in advance about the Board Meeting in which the proposal for fund raising by way of issuance of non-convertible securities to be considered.	<p>The listed entity has not submitted prior intimation about the board meeting on May 29, 2024, to the stock exchange of at least two working days in advance as required u/r. 50(1)(d) approve the fund raising by way of issuance of non-convertible securities.</p> <p>Due Date for intimation: May 24, 2024</p> <p>Actual Date of intimation: May 27, 2024</p> <p>BSE vide its e-mail communication September 30, 2024, had levied a fine of Rs. 5,900(including</p>	Intimation was made by the company on May 27, 2024, and the applicable fine has been duly paid on September 30, 2024.	Based on our review, the Company has duly complied with the applicable requirements by submitting all necessary intimations to the stock exchange within the prescribed timelines during the period under review.



	50(1)(d) of SEBI LODR.			GST) for violation of Regulation 50(1)(d) of SEBI LODR		
2.	<p>Delay in furnishing Intimation about the board meeting to the stock exchange as required u/r. 50(1)(c) to consider the proposal for financial results for the quarter ended June 30, 2024.</p> <p>BSE vide its e-mail communication dated September 30, 2024, had levied a fine of Rs. 5,900 (including GST) for violation of Regulation 50(1)(c) of SEBI LODR.</p>	For the financial year ended March 31, 2025	As per regulation 50(1)(c) of SEBI LODR, the listed shall give prior intimation to the stock exchange of at least two working days advance about the Board meeting in which the proposal for financial results for the quarter ended June 30, 2024, to be considered.	<p>Delay in furnishing intimation about the board meeting to the stock exchange as required u/r. 50(1)(c) to Consider the proposal for Financial Results for the quarter ended June 30, 2024.</p> <p>BSE vide its e-mail communication dated September 30, 2024, had levied a fine of Rs. 5,900 (including GST) for violation of Regulation 50(1)(c) of SEBI LODR.</p>	The listed entity has duly paid the applicable fine on September 30, 2024.	Based on our review, the Company has duly complied with the applicable requirements by submitting all necessary intimations to the stock exchange within the prescribed timelines during the period under review.
3.	The listed entity has not submitted to the recognised stock exchange(s) the unaudited financial results for the quarter ended June 30, 2024 within the prescribed time u/r. 52(1) & (2A).	For the financial year ended March 31, 2025	As per regulation 52(1) & (2A) of SEBI LODR, the listed entity shall prepare and submit un-audited or audited quarterly and year to date standalone financial results on a quarterly basis in the	The listed entity has not submitted to the exchange(s) the unaudited Financial Results for the quarter ended June 30, 2024 within the prescribed time u/r. 52(1) & A). Date of Submission: September 30,	The listed entity submitted the financial results on September 30, 2024, and the applicable fine has been duly paid by the listed entity on September 30, 2024.	Based on our review, the Company has duly complied with the applicable requirements by submitting all necessary intimations to the stock exchange within the prescribed timelines



	<p>Date of Submission: September 30, 2024.</p> <p>BSE vide its e-mail communication dated September 30, 2024, had levied a fine of Rs.2,71,400 (including GST) for violation of Regulation 52(1) &amp; (2A) of SEBI LODR.</p>		<p>format as specified by the Board within forty-five days from the end of the quarter, other than last quarter, to the recognised exchange(s) along with the statement of assets and liabilities and statement of cash flows as at the end of every half year.</p>	<p>2024. BSE vide its e-mail communication dated September 30, 2024, had levied a fine of Rs.2,71,400 (including GST) for violation of Regulation 52(1) &amp; (2A) of SEBI LODR.</p>		<p>during the period under review.</p>
4.	<p>The listed entity has not submitted to the recognised exchange(s) the line items along with the financial results for the quarter ended June 30, 2024 within the prescribed time u/r. 52(1) &amp; (2A).</p> <p>Date of Submission: September 30, 2024</p> <p>BSE vide its e-mail communication dated September 30, 2024, had levied a fine of Rs. 54,280 (including GST) for violation of Regulation 52(4) of SEBI</p>	<p>For the financial year ended March 31, 2025</p>	<p>As per regulation 52(4) of SEBI LODR, the listed entity while submitting quarterly and annual financial results, shall disclose the line items along with the financial results.</p>	<p>The listed entity has not submitted to the recognised stock exchange(s) the line items along with the financial results for the quarter ended June 30, 2024 within the prescribed time u/r.52(4)</p> <p>Date of Submission: September 30, 2024</p> <p>BSE vide its e-mail communication dated September 30, 2024, had levied a fine of Rs. 54,280 (including GST) for violation of Regulation 52(4) of SEBI LODR.</p>	<p>The listed entity submitted the line items along with the financial results on September 30, 2024, and the applicable fine has been duly paid by the listed entity on September 30, 2024.</p>	<p>Based on our review, the Company has duly complied with the applicable requirements by submitting all necessary intimations to the stock exchange within the prescribed timelines during the period under review.</p>

	LODR					
5.	<p>The listed entity has not Submitted to the stock recognised exchange(s), a statement indicating the utilization of issue proceeds/Material deviation in the use of proceeds of non-convertible securities, as per the format prescribed by SEBI along with the financial results for the quarter ended June 30, 2024 within the prescribed time u/r. 52(1) &amp; (2A).</p> <p>Date of Submission: September 30, 2024</p> <p>BSE vide its e-mail communication dated September 30, 2024, had levied a fine of Rs. 54,280 (including GST) for violation of Regulation 52(7)/(7A) of SEBI LODR.</p>	<p>For the financial year ended March 31, 2025</p>	<p>As per regulation 52(7)/(7A) of SEBI LODR, the listed entity shall submit to the stock exchange(s), along with the quarterly financial results, a statement indicating the utilization of issue proceeds/Material deviation in the use of proceeds of non-convertible securities, as per the format prescribed by SEBI.</p>	<p>The listed entity has not Submitted to the stock recognised exchange(s), a statement indicating the utilization of issue proceeds/Material deviation in the use of proceeds of non-convertible securities, as per the format prescribed by SEBI along with the financial results for the quarter ended June 30, 2024 within the prescribed time u/r. 52(1) &amp; (2A).</p> <p>Date of Submission: September 30, 2024</p> <p>BSE vide its e-mail communication dated September 30, 2024, had levied a fine of Rs. 54,280 (including GST) for violation of Regulation 52(7)/(7A) of SEBI LODR.</p>	<p>The listed entity submitted the statement indicating the utilization of issue proceeds/Material deviation in the use of proceeds of non-convertible securities along with the financial results on September 30, 2024, and the applicable fine has been duly paid by the listed entity on September 30, 2024.</p>	<p>Based on our review, the Company has duly complied with the applicable requirements by submitting all necessary intimations to the stock exchange within the prescribed timelines during the period under review.</p>



<p>6.</p>	<p>The listed entity has not disclosed to the stock exchange, along with the financial results for the quarter ended June 30, 2024, the extent and nature of security created and maintained with respect to its secured listed non-convertible debt securities, within the prescribed time u/r. 52(1) &amp; (2A).</p> <p>Date of Submission: September 30, 2024</p> <p>BSE vide its e-mail communication dated September 30, 2024, had levied a fine of Rs. 54,280 (including GST) for violation of Regulation 54(2) of SEBI LODR.</p>	<p>For the financial year ended March 31, 2025</p>	<p>As per regulation 54(2) of SEBI LODR, the listed entity shall disclose to the stock exchange in quarterly, half-yearly, year-to-date and annual financial statements, as applicable, the extent and nature of security created and maintained with respect to its secured listed non-convertible debt securities.</p>	<p>The listed entity has not disclosed to the stock exchange, along with the financial results for the quarter ended June 30, 2024, the extent and nature of security created and maintained with respect to its secured listed non-convertible debt securities, within the prescribed time u/r. 52(1) &amp; (2A).</p> <p>Date of Submission: September 30, 2024</p> <p>BSE vide its e-mail communication dated September 30, 2024, had levied a fine of Rs. 54,280 (including GST) for violation of Regulation 54(2) of SEBI LODR.</p>	<p>The listed entity has disclosed to the stock exchange, along with the financial results for the quarter ended June 30, 2024, the extent and nature of security created and maintained with respect to its secured listed non-convertible debt securities and the applicable fine has been duly paid by the listed entity on September 30, 2024.</p>	<p>Based on our review, the Company has duly complied with the applicable requirements by submitting all necessary intimations to the stock exchange within the prescribed timelines during the period under review.</p>
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**ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Alagar & Associates LLP  
(Formerly known as M. Alagar & Associates)  
Company Secretaries  
Firm Registration No: L2025TN019200  
Peer Review Certificate No: 6814/2025**



**M. Alagar  
Managing Partner  
FCS No: 7488 / COP No: 8196  
UDIN: F007488H000295303**



Place: Chennai  
Date: May 06, 2026