



“Northern Arc Capital Limited
Extra-ordinary General Meeting”

August 07, 2025



BOARD OF DIRECTORS/KMP PRESENT:

MR. P.S. JAYAKUMAR – CHAIRMAN AND INDEPENDENT DIRECTOR – NORTHERN ARC CAPITAL LIMITED

MR. ASHISH MEHROTRA – MD AND CEO – NORTHERN ARC CAPITAL LIMITED

MR. KSHAMA FERNANDES – NON-EXECUTIVE DIRECTOR AND NON-INDEPENDENT DIRECTOR – NORTHERN ARC CAPITAL LIMITED

MR. ASHUTOSH PEDNEKAR – INDEPENDENT DIRECTOR – NORTHERN ARC CAPITAL LIMITED

MS. ANURADHA RAO – INDEPENDENT DIRECTOR – NORTHERN ARC CAPITAL LIMITED

MR. MICHAEL JUDE FERNANDES – NON-EXECUTIVE NOMINEE DIRECTOR – NORTHERN ARC CAPITAL LIMITED

MR. VIJAY NALLAN CHAKRAVARTHI - NON-EXECUTIVE NOMINEE DIRECTOR – NORTHERN ARC CAPITAL LIMITED

MR. ATUL TIBREWAL – CHIEF FINANCIAL OFFICER – NORTHERN ARC CAPITAL LIMITED

MR. PRAKASH CHANDRA PANDA – COMPANY SECRETARY – NORTHERN ARC CAPITAL LIMITED

MR. WALKER CHANDIOK – STATUTORY AUDITOR – M/S. WALKER CHANDIOK & Co LLP

MR. M. DAMODARAN – SCRUTINISER – M/S. M. DAMODARAN & ASSOCIATES LLP

P.S. Jayakumar: Good morning to all, I, P.S. Jayakumar – Independent Director and Chairman of this meeting, extend a warm welcome to the shareholders attending the Extraordinary General Meeting of the Northern Arc Capital Limited.

In compliance with the directions of the MCA and the guidelines of SEBI, this EGM is arranged through video conference and or other audiovisual means. Pursuant to the circular issued by the MCA and Section 103 of the Companies Act 2013, the Company Secretary has confirmed that the requisite quorum is present to video conferencing or other audiovisual means. Now I call the meeting to the order.

Before I start the proceedings, let me introduce my colleagues who are attending this meeting through video call. Mr. Ashish Mehrotra – MD and CEO, also Chairman of the Willful Defaulter Committee, and member of the Stakeholder Relationship Committee, the Risk Management Committee, the Corporate Social Responsibility Committee, IT Strategy Committee and the ESG Committee. Mr. Kshama Fernandes – Non-Executive Director Non-Independent Director of the Company and member of the Stakeholder Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee and ESG Committee. Mr. Ashutosh Arvind Pednekar – Independent Director of the Company and also the Chairman of the Audit Committee, the Corporate Social Responsibility Committee, ESG Committee and a member of the Risk Management Committee and Willful Defaulters Committee. Ms. Anuradha Rao – Independent Director of the Company and also the Chairperson of the Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee and member of Audit Committee, IT Strategy Committee and Willful Defaulter Committee. Mr. Vijayan Nallan Chakravarthi – Non- Executive Nominee Director of the Company and also member of the Audit Committee, Stakeholder Relationship Committee and Risk Management. Finally, Mr. Michael Jude Fernandes – Nominee Director of the Company and also member of the Nomination and Remuneration Committee, Stakeholder Relationship Committee, Risk Management Committee, Corporate Responsibility Committee and ESG Committee.

Mr. Sandeep Dhar – Additional Independent Director of the Company is not attending the meeting due to conflict of interest in the sole agenda item to be passed in this general meeting. The Statutory Auditors of the company, Mr. Walker Chandiok and Company LLP Chartered Accountants, have also joined the meeting through video conferencing. Mr. M. Damodaran, Partner of M. Damodaran, Associates LLP, Practicing Company Secretary, Chennai, has been appointed as a scrutinizer to oversee the conduct of remote e-voting and e-voting at the EGM in a fair and transparent manner. He has joined the meeting through video conference. The company has taken all feasible efforts to enable members to participate in extraordinary general meeting through video conferencing or other audio-visual means.

I greatly appreciate for taking your time to attend this EGM virtually. Now I call upon Mr. Prakash Chandra Panda, Company Secretary, to make a few general announcements.

Prakash Chanrda Panda: Thank you, Chairman. In compliance with the circular issued by the Minister of Corporate Affairs, SEBI, provisions of the Companies Act 2013 and the SEBI Listing Regulations, the Extraordinary General Meeting of the company is being held through video conferencing and other audio-visual means. Hence the facility for appointing proxy is not applicable for the meeting. Pursuant to the recent circular of SEBI, the notice of extraordinary general meeting was sent to the registered email ID of all the shareholders on the cut-off date.

In accordance with the provision of the Companies Act and the SEBI Listing Regulation, the members have been provided with the facility to exercise their right to vote through remote e-voting during and after the extraordinary general meeting on the NSDL e-voting platform. The company has offered remote e-voting facility to the member through NSDL e-voting platform from August 4, 2025 to August 6, 2025. The said remote e-voting was closed at 5 p.m. on August 6, 2025. Members who have not voted through remote e-voting may cast their vote until the fifteen minutes from the conclusion of this meeting. Mr. M. Damodaran – Managing Partner of Damodaran & Associates LLP, Practicing Company Secretary at Chennai, has been appointed as a scrutinizer for the e-voting process.

In terms of SEBI Listing Regulations, the voting result will be announced within two working days, and the result will be displayed on the websites of the Stock Exchanges and company. All the relevant documents referred to on this agenda requiring the approval of shareholders at the meeting and other registered documents are available for inspection on the NSDL e-voting platform. If any shareholder face any technical issue, please contact the helpline number mentioned in the notice of Extraordinary General Meeting and the FAQ available in the NSDL website. Over to Chairman for welcome address to the shareholder.

P.S. Jayakumar: Again, welcoming all the shareholders. Thank you very much for attending the meeting. It is my privilege to welcome you all to this EGM of Northern Arc Capital Limited. I sincerely thank each of you taking time to join us today virtually.

The primary purpose of today's meeting is to seek your approval for the regularization of the appointment of Mr. Sandeep Dhar as an Independent Director of the Company. Mr. Dhar was initially appointed as an Additional Director on the Board held on 7th May 2025 in accordance with the Companies Act and the SEBI Listing Regulation. It is necessary for the shareholders to regularize this appointment. With over 35 years of experience in the BFSI and IT service sector, Mr. Dhar has held leadership positions across reputed organizations in India and abroad such as the Goldman Sachs, the Exabyte Technology, Capgemini, Sapien Corporation, Memphis's BPM, etc., His extensive experience will greatly benefit our company's governance and strategy

initiatives. For the benefit of shareholders, I now request the Company Secretary to read out the agenda item in the AGM notice.

Prakash Chandra Panda: Thank you, sir. This extraordinary general meeting has one agenda item for shareholder consideration, a special resolution for the appointment of Mr. Sandeep Dhar as an Independent Director of the Company. Detailed text of the resolution and the explanatory statement are already furnished in the EGM notice. Since the remote e-voting has already taken place, the requirement of proposing and seconding of the resolution is not applicable. Thank you. Over to Chairman.

P.S. Jayakumar: Again, thank you to the shareholders for their participation. As already mentioned, I request the shareholders who have not voted already through e-voting, may cast their vote in the NSDL platform. E-voting facility at the EGM will be available up to 15 from the conclusion of this meeting. I declare that the extraordinary general meeting of the company has now concluded.