

NOTICE

SHORTER NOTICE is hereby given that the 3rd (2021-22) Extra-Ordinary General Meeting of the Members of Northern Arc Capital Limited (the "Company") will be held on **Friday, the 8th day of October 2021 at 4.30 PM** at the registered office of the Company at 10th Floor-Phase1, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai – 600 113 to transact the following business:

SPECIAL BUSINESS

1. Approval for the amendments to Employees Stock Option Plan of the Company and various Schemes framed thereunder.

To consider and if thought fit to pass the following with or without modification as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of section 62 and all other applicable provisions, if any, of the Companies Act, 2013 read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions under of Companies Act 2013 and other applicable laws/ regulations (including any statutory amendment, modification or re-enactment to the Act or the Regulations for the time being in force) and subject to all required approvals, permissions, sanctions and in accordance with the Memorandum and Articles of Association of the Company, such conditions and modifications as may be prescribed or imposed while granting the approvals referred to above, the approval of the Company be and is hereby accorded for the amendments and adoption of the following ESOP Plan and Scheme(s) of the Company:

- a) Northern Arc Employee Stock Option Plan, 2016
- b) Northern Arc Employee Stock Option Scheme I, 2016
- c) Northern Arc Employee Stock Option Scheme II, 2016
- d) Northern Arc Employee Stock Option Scheme III, 2018

"RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing Equity Shares of the Company; unless otherwise decided by the Board;

FURTHER RESOLVED THAT each of the directors of the Company or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.

2. Increase of authorised share capital and making consequential amendments to the Memorandum of Association of the company:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment to or re-enactment thereof), the rules and regulations made there under, and the articles of association and other consents, permissions, approvals and sanctions from any authority, if any, as may be necessary and subject to such conditions, if any, as may be laid down by any such authority, regulatory or otherwise consent be and

is hereby accorded to the Company to increase of the authorised share capital of the Company from INR 265,00,00,000 (Rupees Two Hundred and Sixty Five Crores Only) comprising of 125,000,000 equity shares of Rs.10/- each, 60,100,000 compulsorily convertible preference shares of Rs.20/- each and 19,800,000 cumulative non-convertible compulsorily redeemable preference shares of INR 10/- each to INR 277,00,00,000 (Rupees Two Hundred and Seventy Seven Crores Only) comprising of 137,000,000 equity shares of Rs.10/- each; 60,100,000 compulsorily convertible preference shares of Rs.20/- each and 19,800,000 cumulative non-convertible compulsorily redeemable preference shares of INR 10/- each by creation of 12,000,000 equity shares of INR 10/- each.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded for amending the Memorandum of Association by substitution of the existing Clause V of the Memorandum of Association of the Company with the following Clause V:

“The Authorised Share Capital of the Company is INR 277,00,00,000 (Two Hundred and Seventy Seven Crore Only) divided into 137,000,000 equity shares of Rs.10/- each; 60,100,000 compulsorily convertible preference shares of Rs.20/- each and 19,800,000 cumulative non-convertible compulsorily redeemable preference shares of INR 10/- each with power to increase or reduce the said Capital and to issue any part of its Capital, original or increased with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restriction, so that unless the conditions of issue shall otherwise be subject to the power herein contained. The right and privilege attached to any shares having preferential, qualified or special rights, privileges or conditions attached thereto may be altered or dealt with in accordance with the accompanying Articles of Association but not otherwise.”

On behalf of the Board,

For Northern Arc Capital Limited

Kshama Fernandes

Managing Director & Chief Executive Officer

DIN: 02539429

Place: Chennai

Date: September 29, 2021

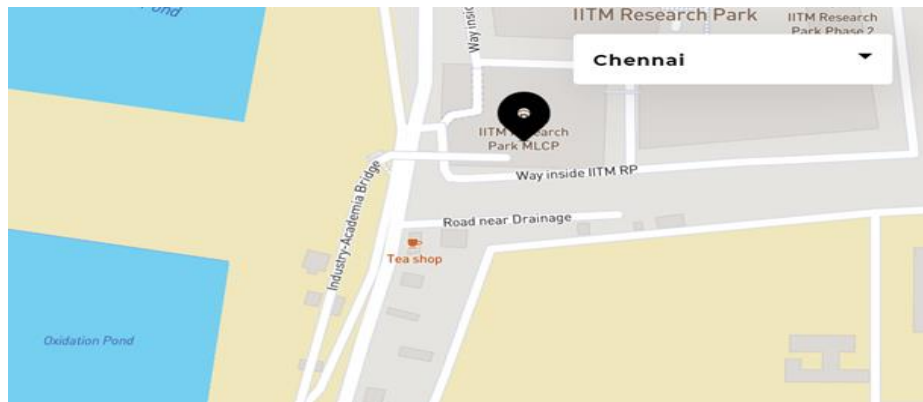
NOTES:

1. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.*

A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

2. Attendance slips and proxy form are annexed hereto
3. *Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such representative to attend and vote on their behalf at the meeting.*
4. *All the relevant documents referred in this Notice shall remain open for inspection by the Members of the Company at the Registered Office from 10:00 AM to 4:00 PM on all working days (except Saturday) upto the date of this Extra-Ordinary General Meeting.*
5. *The relevant Explanatory Statement pursuant to Section 102 of the Companies Act 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.*

Route map to the venue of Extra-Ordinary General Meeting



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item 1: Approval for the amendments to Employees Stock Option Plan of the Company and various Schemes framed thereunder:

The Securities and Exchange Board of India (SEBI) has notified the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("Revised SEBI Regulations") on 13th August 2021. The Revised SEBI Regulations have merged and Securities and Exchange Board of India (Issue of Sweat Equity) Regulations, 2002 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 into a single regulation. This has necessitated certain amendments to the Northern Arc Employee Stock Option Plan, 2016 and Scheme(s) made thereunder.

Accordingly, the below mentioned plan and schemes are proposed to be amended:

- a) Northern Arc Employee Stock Option Plan, 2016
- b) Northern Arc Employee Stock Option Scheme I, 2016
- c) Northern Arc Employee Stock Option Scheme II, 2016
- d) Northern Arc Employee Stock Option Scheme III, 2018

Amendment to Employees Stock Option Plan, 2016 and Schemes thereunder requires the approval of shareholders by way of special resolution.

The Board of Directors recommends the resolution set out in Item No. 1 of the notice for approval of the members.

Except for the amendments as a result of the change in regulation as stated above, no other modification is proposed to be incorporated in Northern Arc Employee Stock Option Plan, 2016 or Schemes made thereunder with regard to any of the aspects specified in Rule 12(2) of Companies (Share Capital and Debentures) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution, except to the extent of ESOPs granted to them.

Item No. 2: Increase of Authorised Share Capital of the Company:

The company proposes to convert its compulsorily convertible preference shares into equity shares and also raise capital through fresh issue of shares. The company now proposes to increase the existing authorised share capital from INR 265,00,00,000 (Rupees Two Hundred and Sixty Five Crores Only) comprising of 125,000,000 equity shares of Rs.10/- each, 60,100,000 compulsorily convertible preference shares of Rs.20/- each and 19,800,000 (One Crore Ninety Eight Lakh) cumulative non-convertible compulsorily redeemable preference shares of INR 10/- each to INR 277,00,00,000 (Two Hundred and Seventy Seven Crores Only) comprising of 137,000,000 equity shares of Rs.10/- each; 60,100,000 compulsorily convertible preference shares of Rs.20/- each and 19,800,000 cumulative non-convertible compulsorily redeemable preference shares of INR 10/- each by creation of 12,000,000 equity shares of INR 10/- each.

The company also proposes to make consequential amendments to the Memorandum of Association.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 4 to this Notice

The Board of Directors recommends the resolution set out in Item No. 2 of the notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in this resolution.

On behalf of the Board,

For Northern Arc Capital Limited

Kshama Fernandes

Managing Director & Chief Executive Officer

DIN: 02539429

Place: Chennai

Date: September 29, 2021