

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the members of Northern Arc Capital Limited (the “Company”) will be held on **Monday, 18th December 2023 at 4:30 pm** at the registered office of the Company at 10th Floor-Phase 1, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai – 600 113 to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited standalone and consolidated financial statements of the company for the financial year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.**

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

“**RESOLVED THAT** the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted.”

- 2. To appoint director in place of Mr. Michael Fernandes who retires by rotation and being eligible offers himself for reappointment.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Michael Fernandes, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

- 3. To appoint director in place of Dr. Kshama Fernandes who retires by rotation and being eligible offers herself for reappointment.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Dr. Kshama Fernandes, who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**On behalf of the Board,
For Northern Arc Capital Limited**

**Ashish Mehrotra
Managing Director & CEO
DIN No: 07277318
Place: Chennai
Date: 07.12.2023**

Northern Arc Capital Limited

10th Floor, Phase-I, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai 600 113, India
+91 44 6668 7000 | contact@northernarc.com | northernarc.com

CIN.: U65910TN1989PLC017021

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 Annual 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 Annual General Meeting



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ANNEXURE TO THE NOTICE

Details of Directors seeking reappointment at the Annual General Meeting pursuant to Secretarial Standard 2 (SS-2), issued by the Institute of Company Secretaries of India (ICSI):

Name of the Director	Mr. Michael Fernandes	Dr. Kshama Fernandes
DIN	00064088	02539429
Age	54 years	54 years
Qualifications	Bachelor's degree in science and Post Graduate Diploma from IIM Calcutta.	MBA, Ph.D. in Finance
Experience	Michael Jude Fernandes is a Non-Executive Nominee Director of our Company .He co-leads the LeapFrog group's investments in South and Southeast Asia, with approximately 20 years of experience in consulting and investing. He was formerly an executive director at Khazanah India Advisors Private Limited, an entity under the Khazanah Nasional group, the sovereign fund of Malaysia and served on the boards of IDFC Limited and Apollo Hospitals Enterprise Limited in India. He has been an executive director at Piramal Enterprises Limited. Previously, Mr. Fernandes was a partner with McKinsey & Co, focusing on healthcare and consumer sectors across South and Southeast Asia.	Dr. Kshama Fernandes is the Non-Executive Director of our Company. She was appointed to the Board with effect from August 1, 2012, and was re-appointed as a Non-Executive Director for a period of three years with effect from April 1, 2022. She holds a bachelor's degree in science from Goa University, and a master's degree as a well as a PhD in management studies from Goa University. Dr. Fernandes is a financial risk manager certified by the Global Association of Risk Professionals (GARP). Prior to joining us, she was a professor at the Goa Institute of Management. She has also served as our founding chief risk officer.
Date of first appointment on the Board	March 28, 2014	April 01,2015
Relationship with other directors and key managerial personnel of the Company	NIL	NIL

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Directorship held in other Companies (excluding foreign companies)	1. NeoGrowth Credit Private Limited	<ol style="list-style-type: none"> 1. NSE Investments Limited 2. Northern Arc Investment Managers Private Limited 3. Northern Arc Investment Adviser Services Private Limited 4. Northern Arc Foundation 5. Sundaram Finance Limited 6. Sahyadri Farms Post Harvest Care Limited
Membership/Chairmanship of Committees of other Companies	<p>Details of Membership of Committees of Northern Arc Capital Limited:</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Risk Management Committee • Stakeholders Relationship Committee • Corporate Social Responsibility Committee 	<p>Details of Membership of Committees of Northern Arc Capital Limited:</p> <ul style="list-style-type: none"> • Risk Management Committee • Corporate Social Responsibility Committee
Number of Shares held in the Company	Nil	1
No. of Board Meeting attended during the financial year 2023-24	6 out of 6	6 out of 6

**On behalf of the Company
For Northern Arc Capital Limited**

**Ashish Mehrotra
Managing Director & Chief Executive Officer
DIN No: 07277318**

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