

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U65910TN1989PLC017021

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCI0979B

(ii) (a) Name of the company

NORTHERN ARC CAPITAL LIMIT

(b) Registered office address

No. 1, Kanagam Village, 10th Floor IITM Research Park, Tar
amani NA
Chennai
Tamil Nadu
600113

(c) *e-mail ID of the company

monika.gurung@northernarc.c

(d) *Telephone number with STD code

0446687000

(e) Website

(iii) Date of Incorporation

09/03/1989

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 29/12/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ☒ Yes ☐ No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension F64913593

Pre-fill

(e) Extended due date of AGM after grant of extension 30/12/2023

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NORTHERN ARC INVESTMENT I	U74120TN2014PTC095064	Subsidiary	100
2	NORTHERN ARC FOUNDATION	U80904TN2019NPL127426	Subsidiary	100
3	NORTHERN ARC INVESTMENT ,	U74900TN2012PTC087839	Subsidiary	100
4	PRAGATI FINSERV PRIVATE LIM	U65990TG2021PTC148992	Subsidiary	90.1
5	NORTHERN ARC SECURITIES PF	U66120TN2023PTC158583	Subsidiary	100
6	Finreach Solutions Private Lim	U74999TN2020PTC140106	Associate	27.18

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	137,000,000	89,031,293	89,031,293	89,031,293
Total amount of equity shares (in Rupees)	1,370,000,000	890,312,930	890,312,930	890,312,930

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	137,000,000	89,031,293	89,031,293	89,031,293
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,370,000,000	890,312,930	890,312,930	890,312,930

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	79,900,000	41,323,204	41,323,204	41,323,204
Total amount of preference shares (in rupees)	1,400,000,000	826,464,080	826,464,080	826,464,080

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
0.0001% compulsorily convertible preference Shares				
Number of preference shares	60,100,000	41,323,204	41,323,204	41,323,204
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees)	1,202,000,000	826,464,080	826,464,080	826,464,080
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
9.85% cumulative non convertible compulsorily rede				
Number of preference shares	19,800,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	198,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	88,907,543	88907543	889,075,430	889,075,430	
Increase during the year	0	123,750	123750	1,237,500	1,237,500	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	123,750	123750	1,237,500	1,237,500	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	89,031,293	89031293	890,312,930	890,312,930	
Preference shares						

At the beginning of the year	0	41,323,204	41323204	826,464,080	826,464,080	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	41,323,204	41323204	826,464,080	826,464,080	

ISIN of the equity shares of the company

INE850M01015

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	259,430	10, 100000,1000000	11,798,559,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			11,798,559,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	11,149,478,000	5,291,000,000	4,641,919,000	11,798,559,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

11,225,524,000

(ii) Net worth of the Company

17,338,301,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	647,253	0.73	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	62,263,048	69.93	14,887,004	36.03
10.	Others Trust and Alternative Invest	26,120,992	29.34	26,436,200	63.97
	Total	89,031,293	100	41,323,204	100

Total number of shareholders (other than promoters)

32

**Total number of shareholders (Promoters+Public/
Other than promoters)**

32

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	0	0
Members (other than promoters)	16	32
Debenture holders	241	129

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	3	4	2	5	0	0
(i) Non-Independent	3	0	2	1	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	4	0	3	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	4	0	3	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	8	2	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KSHAMA FERNANDES	*****29	Director	1	
MICHAEL JUDE FERNANDES	*****88	Nominee director	0	
ASHISH MEHROTRA	*****18	Managing Director	0	
VIJAY CHAKRAVARTHY	*****48	Nominee director	0	
ASHUTOSH ARVIND FERNANDES	*****49	Director	0	
PALAMADAI SUNDARARAJAN	*****36	Director	0	
ANURADHA RAO	*****95	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ARUNKUMAR NERUR	*****22	Director	0	
TRIKKUR ANANTHAR	*****36	Nominee director	0	
Bama Balakrishnan	*****88	Whole-time director	1	13/11/2023
ATUL TIBREWAL	AC*****7M	CFO	0	
Srividhya R	BD*****9G	Company Secretary	0	20/11/2023

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
TRIKKUR ANANTHAR	*****36	Nominee director	09/02/2023	Appointment
ANURADHA RAO	*****95	Director	30/09/2022	reappointment
AMIT MEHTA	*****27	Nominee director	02/05/2022	cessation
Samir Amrit Shah	*****93	Nominee director	28/12/2022	cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-ordinary General Meeting	27/06/2022	16	15	98.32
Extra-ordinary General Meeting	19/01/2023	16	15	98.2
Annual General Meeting	30/09/2022	16	15	98.2

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2022	10	10	100
2	27/06/2022	10	9	90
3	28/07/2022	10	10	100
4	04/11/2022	10	10	100
5	09/02/2023	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	09/05/2022	4	4	100
2	Audit Committee	28/07/2022	4	4	100
3	Audit Committee	04/11/2022	5	4	80
4	Audit Committee	09/02/2023	5	5	100
5	Nomination and Remuneration	09/05/2022	4	4	100
6	Nomination and Remuneration	28/07/2022	4	4	100
7	Nomination and Remuneration	03/11/2022	3	3	100
8	Nomination and Remuneration	09/02/2023	3	2	66.67
9	Corporate Social Responsibility	09/05/2022	5	5	100
10	Corporate Social Responsibility	08/02/2023	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/12/2023
								(Y/N/NA)
1	KSHAMA FERRELL	5	5	100	4	4	100	No

2	MICHAEL JUD	5	5	100	10	10	100	No
3	ASHISH MEH	5	4	80	4	4	100	Yes
4	VIJAY CHAKR	5	5	100	8	8	100	No
5	ASHUTOSH A	5	5	100	6	6	100	Yes
6	PALAMADAI S	5	5	100	11	10	90.91	No
7	ANURADHA F	5	5	100	12	9	75	Yes
8	ARUNKUMAR	5	5	100	1	1	100	No
9	TRIKKUR ANA	0	0	0	0	0	0	No
10	Bama Balakris	5	5	100	0	0	0	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ASHISH MEHROTRA	Managing Director	40,000,000	0	8,820,000	0	48,820,000
2	Bama Balakrishnan	Executive Director	25,132,000	0	248,000	0	25,380,000
	Total		65,132,000	0	9,068,000	0	74,200,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ATUL TIBREWAL	CFO	17,327,000	0	3,940,000	0	21,267,000
2	Srividhya R	Company Secretary	5,244,000	0	202,000	0	5,446,000
	Total		22,571,000	0	4,142,000	0	26,713,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KSHAMA FERNANDES	Non Executive Director	0	7,085,000	285,000	872,000	8,242,000
2	PALAMADAI SUNDAR	Independent Director	0	8,447,000	0	1,145,000	9,592,000
3	ASHUTOSH ARVIND	Independent Director	0	0	0	872,000	872,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	ANURADHA RAO	Independent Dir	0	0	0	1,308,000	1,308,000
5	ARUNKUMAR NER	Independent Dir	0	0	0	818,000	818,000
	Total		0	15,532,000	285,000	5,015,000	20,832,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

As provided in the MR-3

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name JOTHI

Whether associate or fellow ☐ Associate ☒ Fellow

Certificate of practice number 11674

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated
(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ASHISH
MEHROTRA
Digitally signed by
ASHISH MEHROTRA
Date: 2024.02.29
12:53:11 +05'30'

DIN of the director

To be digitally signed by

MONIKA
GURUNG
Digitally signed by
MONIKA GURUNG
Date: 2024.02.29
12:53:39 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number Certificate of practice number **Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

MGT-8NAC_rfinal.pdf
List of Debenture holder.pdf
List of Committee meeting_2023.pdf
Approval for extension of AGM.pdf
List of Shareholders_FY 2022-2023.pdf
List of transfer of shares FY 2022-23.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

