

# 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]



# 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, Taramani  
Chennai  
Tamil Nadu  
600113

(c) \*e-mail ID of the company

srividhya.r@northernarc.com

(d) \*Telephone number with STD code

0446687000

(e) Website

www.northernarc.com

(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

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium,Tower B,Plot No-31&32,Financial District,Nanakramguda,Serilingampally

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NORTHERN ARC INVESTMENT	U74120TN2014PTC095064	Subsidiary	100
2	NORTHERN ARC INVESTMENT	U74900TN2012PTC087839	Subsidiary	100
3	NORTHERN ARC FOUNDATION	U80904TN2019NPL127426	Subsidiary	100
4	PRAGATI FINSERV PRIVATE LIM	U65990TG2021PTC148992	Subsidiary	90.1

## 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	88,907,543	88,907,543	88,907,543
Total amount of equity shares (in Rupees)	1,370,000,000	889,075,430	889,075,430	889,075,430

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	137,000,000	88,907,543	88,907,543	88,907,543
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,370,000,000	889,075,430	889,075,430	889,075,430

(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
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
Redeemable Preference Shares				
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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	87,921,550	87921550	879,215,500	879,215,500	
<b>Increase during the year</b>	0	985,993	985993	9,859,930	9,859,930	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	985,993	985993	9,859,930	9,859,930	
vi. Sweat equity shares allotted	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	88,907,543	88907543	889,075,430	889,075,430	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	41,323,204	41323204	826,464,080	826,464,080	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	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 style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
--	--	--	--

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	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	300,707	10, 10000, 100000,500000	11,149,478,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			11,149,478,000

**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
<b>Non-convertible debentures</b>	14,921,522,000	1,114,000,000	4,886,044,000	11,149,478,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

8,671,140,000

(ii) Net worth of the Company

16,499,578,000

**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
	<b>Total</b>	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	3	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)	66,965,237	75.32	14,887,004	36.03
10.	Others Trust and Alternative Invest	21,942,303	24.68	26,436,200	63.97
	<b>Total</b>	88,907,543	100	41,323,204	100

**Total number of shareholders (other than promoters)**

16

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

16

**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	16
Debenture holders	26	241

## 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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	3	3	4	0	0
(i) Non-Independent	1	0	3	0	0	0
(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors representing</b>	0	5	0	4	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	5	0	4	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	1	8	3	8	0	0

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

13

### (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)
Ashish Mehrotra	07277318	Whole-time director	0	
Kshama Fernandes	02539429	Managing Director	1	
Samir Shah	00912693	Nominee director	0	
Michael Jude Fernandes	00064088	Nominee director	0	
Anuradha Rao	07597195	Director	0	
Vijay Chakravarthi	08020248	Nominee director	0	
Ashutosh Arvind Pednekar	00026049	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Palamadai Sundararaja	01173236	Director	0	
Arunkumar Nerur Thiaga	02407722	Director	0	
Bama Balakrishnan	06531188	Whole-time director	1	
Amit Mehta	07089427	Nominee director	0	02/05/2022
Atul Tibrewal	ACLPT7087M	CFO	0	
Srividhya R	BDEPS0359G	Company Secretary	0	

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

6

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)
Ashish Mehrotra	07277318	Whole-time director	14/02/2022	Appointment
Arunkumar Nerur Thiaga	02407722	Director	14/02/2022	Appointment
Arunkumar Nerur Thiaga	02407722	Director	26/03/2022	Change in designation
Bama Balakrishnan	06531188	Whole-time director	14/02/2022	Appointment
Atul Tibrewal	ACLPT7087M	CFO	06/05/2021	Appointment
Rajesh Dugar	00040516	Nominee director	03/06/2021	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

6

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/11/2021	16	15	93.75
Extraordinary General Meet	25/05/2021	16	15	93.75
Extraordinary General Meet	12/07/2021	16	15	93.75
Extraordinary General Meet	08/10/2021	16	15	93.75
Extraordinary General Meet	05/01/2022	16	15	93.75
Extraordinary General Meet	26/03/2022	16	15	93.75

## B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/05/2021	9	9	100
2	07/07/2021	8	7	87.5
3	10/07/2021	8	8	100
4	30/07/2021	8	8	100
5	01/10/2021	8	8	100
6	09/11/2021	8	7	87.5
7	18/12/2021	8	6	75
8	14/02/2022	8	8	100

## C. COMMITTEE MEETINGS

Number of meetings held

16

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	06/05/2021	5	5	100
2	Audit Committee	30/07/2021	4	4	100

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
3	Audit Committee	01/10/2021	4	4	100
4	Audit Committee	09/11/2021	4	3	75
5	Audit Committee	18/12/2021	4	3	75
6	Audit Committee	07/02/2022	4	3	75
7	Audit Committee	14/02/2022	4	4	100
8	Risk Management	03/05/2021	8	8	100
9	Risk Management	30/07/2021	7	7	100
10	Risk Management	09/11/2021	7	5	71.43

**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	30/09/2022
								(Y/N/NA)
1	Ashish Mehrotra	0	0	0	0	0	0	No
2	Kshama Fernandes	8	7	87.5	6	5	83.33	Yes
3	Samir Shah	8	8	100	9	9	100	No
4	Michael Jude Joseph	8	7	87.5	8	6	75	No
5	Anuradha Ramesh	8	7	87.5	16	16	100	Yes
6	Vijay Chakravarti	8	7	87.5	13	10	76.92	No
7	Ashutosh Arvind	8	8	100	7	7	100	No
8	Palamadai Suresh	8	8	100	10	10	100	No
9	Arunkumar Neelam	0	0	0	0	0	0	No
10	Bama Balakrishnan	0	0	0	0	0	0	Yes
11	Amit Mehta	8	8	100	7	7	100	No

**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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kshama Fernandes	Managing Director	22,782,822	0	9,830,903	0	32,613,725
2	Bama Balakrishnan	Executive Director	17,445,458	0	8,697,650	0	26,143,108
3	Ashish Mehrotra	Executive Director	14,100,003	0	195,191	0	14,295,194
	Total		54,328,283	0	18,723,744	0	73,052,027

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	Chief Financial Officer	9,968,034	0	10,530	0	9,978,564
2	Srividhya R	Company Secretary	3,898,956	0	24,593	0	3,923,549
	Total		13,866,990	0	35,123	0	13,902,113

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anuradha Rao	Independent Director	0	0		1,750,000	1,750,000
2	Ashutosh Pednekar	Independent Director	0	0		1,300,000	1,300,000
3	Palamadai Sundara	Independent Director	0	1,550,000		3,000,000	4,550,000
	Total		0	1,550,000	0	6,050,000	7,600,000

#### 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

#### 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

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**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:

- 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.
- 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

BAMA  
BALAKRISHNAN  
NAN  
Digitally signed by  
BAMA  
BALAKRISHNAN  
Date: 2022.11.30  
15:22:24 +05'30'

DIN of the director

06531188

To be digitally signed by

RAMASAM  
Y  
SRIVIDHYA  
Digitally signed by  
RAMASAM  
SRIVIDHYA  
Date: 2022.11.30  
15:21:27 +05'30'

Company Secretary

Company secretary in practice

Membership number

22261

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 Attachement(s), if any

Attach

Attach

Attach

Attach

### List of attachments

MGT-8 Certificate.pdf  
Undiluted Shareholding Pattern as on 31st  
list of transfer of debentures.pdf  
List of committee meeting.pdf  
List of Debenture holder.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**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**