

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

L65910TN1989PLC017021

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 LIM

(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

secretarial@northernarc.com

(d) *Telephone number with STD code

04466687000

(e) Website

https://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

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name | Code |
|--------|---------------------------------|-------|
| 1 | BSE Limited | 1 |
| 2 | National Stock Exchange Limited | 1,024 |

(b) CIN of the Registrar and Transfer Agent

L72400MH2017PLC444072

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road,
Nav Pada, Kurla (West) Kurla

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

(c) Whether any extension for AGM granted

☐ Yes ☒ No

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 Mana + | U74120TN2014PTC095064 | Subsidiary | 100 |
| 2 | Northern Arc Securities Private + | U66120TN2023PTC158583 | Subsidiary | 100 |

| | | | | |
|---|--|-----------------------|------------|-------|
| 3 | Northern Arc Investment Advisers Private Limited | U74900TN2012PTC087839 | Subsidiary | 100 |
| 4 | Northern Arc Foundation | U80904TN2019NPL127426 | Subsidiary | 100 |
| 5 | Pragati Finserv Private Limited | U65990TG2021PTC148992 | Subsidiary | 90.1 |
| 6 | Finreach Solutions Private Limited | U74999TN2020PTC140106 | Associate | 24.55 |

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 | 165,000,000 | 161,379,336 | 161,379,336 | 161,379,336 |
| Total amount of equity shares (in Rupees) | 1,650,000,000 | 1,613,793,360 | 1,613,793,360 | 1,613,793,360 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity shares of Rs. 10/- each | | | | |
| Number of equity shares | 165,000,000 | 161,379,336 | 161,379,336 | 161,379,336 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 1,650,000,000 | 1,613,793,360 | 1,613,793,360 | 1,613,793,360 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 58,500,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 1,170,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Compulsorily convertible preference Shares of Rs. 20/- each | | | | |
| Number of preference shares | 58,500,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 20 | 20 | 20 | 20 |
| Total amount of preference shares (in rupees) | 1,170,000,000 | 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 | 89,385,420 | 89385420 | 893,854,200 | 893,854,200 | |
| Increase during the year | 0 | 71,993,916 | 71993916 | 719,939,160 | 719,939,160 | 5,232,586,940 |
| i. Public Issues | 0 | 19,065,326 | 19065326 | 190,653,260 | 190,653,260 | 4,673,248,800 |
| ii. Rights issue | 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 | 311,966 | 311966 | 3,119,660 | 3,119,660 | 63,643,868 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | |
| vii. Conversion of Preference share | 0 | 52,616,624 | 52616624 | 526,166,240 | 526,166,240 | 495,694,210 |
| 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 | 161,379,336 | 161379336 | 1,613,793,336 | 1,613,793,336 | |
| Preference shares | | | | | | |

| | | | | | | |
|---------------------------------------|---|------------|----------|---------------|---------------|---------------|
| At the beginning of the year | 0 | 41,323,204 | 41323204 | 826,464,080 | 826,464,080 | |
| | | | | + | + | |
| Increase during the year | 0 | 9,769,820 | 9769820 | 195,396,400 | 195,396,400 | 3,624,603,200 |
| i. Issues of shares | 0 | 9,769,820 | 9769820 | 195,396,400 | 195,396,400 | 3,624,603,200 |
| | | | | + | + | + |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | | | 0 |
| iii. Others, specify | | | | | | |
| | | | | | | |
| Decrease during the year | 0 | 51,093,024 | 51093024 | 1,021,860,400 | 1,021,860,400 | 495,694,210 |
| 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 | | | | | | |
| Conversion of CCPS into equity shares | | 51,093,024 | 51093024 | 1,021,860,400 | 1,021,860,400 | 495,694,210 |
| | | | | + | + | + |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

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"/> |
|---|----------------------|

| | |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

| | | |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

| | | | |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input 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 |
|--|---------|-------------|------------|

| | |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

| | | |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

| | | | |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|---|----------------------|---|----------------------|

| | | | |
|--|---|---|---|
| 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 | 93,199 | 100000;10000000 | 9,844,884,602 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 9,844,884,602 |

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 | 9,844,884,602 | 6,700,000,000 | 4,148,465,000 | 12,396,419,602 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

1

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| Commercial paper | 3,500 | 500000 | 1,750,000,000 | 500000 | 1,750,000,000 |
| | | | | | |
| Total | 3,500 | | 1,750,000,000 | | 1,750,000,000 |

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

(i) Turnover

22,841,142,000

(ii) Net worth of the Company

34,091,546,000

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 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | |
| 10. | Others | 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 | 24,004,138 | 14.87 | 0 | |
| | (ii) Non-resident Indian (NRI) | 319,231 | 0.2 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 6,081,154 | 3.77 | 0 | |
| 5. | Financial institutions | 37,723 | 0.02 | 0 | |
| 6. | Foreign institutional investors | 2,365,223 | 1.47 | 0 | |
| 7. | Mutual funds | 1,944,678 | 1.21 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 126,537,189 | 78.41 | 0 | |
| 10. | Others Trusts | 90,000 | 0.06 | 0 | |
| | Total | 161,379,336 | 100.01 | 0 | 0 |

Total number of shareholders (other than promoters)

110,098

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

110,098

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

15

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|--------------------------------|--|--------------------------|-----------------------------|--------------------------|------------------|
| ELLIPSIS PARTNERS LLP + | DBS BANK INDIA LTD FIRST FLOOR + | | | 1,600,000 | 0.99 |
| ARISTON CAPITAL LIMITED + | ORBIS FINANCIAL CORPORATION LIMITED + | | | 155,000 | 0.1 |
| SOCIETE GENERALE - CREDIT + | SBI-SG GLOBAL SECURITIES SERVICES + | | | 118,860 | 0.07 |
| QUADRATURE CAPITAL + | JP Morgan Chase Bank N.A, India S + | | | 114,340 | 0.07 |

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|----------------------|-----------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| MORGAN STANLEY AS | CITIBANK N.A. CUSTODY SERVICES | | | 110,646 | 0.07 |
| DOVETAIL INDIA FUND | DBS BANK INDIA LTD FIRST FLOOR | | | 110,000 | 0.07 |
| AIDOS INDIA FUND LTD | ICICI BANK LTD SMS DEPT 1ST FLO | | | 61,364 | 0.04 |
| ACADIAN EMERGING I | STANDARD CHARTERED BANK SEC | | | 48,443 | 0.03 |
| GSA QMS MASTER FUND | STANDARD CHARTERED BANK SEC | | | 32,446 | 0.02 |
| RED BAY LTD | DEUTSCHE BANK AG DB HOUSE, H | | | 8,234 | 0.01 |
| MINERVA EMERGING C | ORBIS FINANCIAL CORPORATION I | | | 2,722 | 0 |
| ARROW EMERGING OF | ORBIS FINANCIAL CORPORATION I | | | 1,666 | 0 |
| CITADEL SECURITIES S | JP Morgan Chase Bank N.A, India S | | | 977 | 0 |
| NOVA GLOBAL OPPOF | ORBIS FINANCIAL CORPORATION I | | | 401 | 0 |
| COPTHALL MAURITIUS | JP Morgan Chase Bank N.A, INDIA | | | 124 | 0 |

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) | 32 | 110,098 |
| Debenture holders | 190 | 79 |

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 | 1 | 5 | 1 | 4 | 0 | 0.41 |
| (i) Non-Independent | 1 | 1 | 1 | 1 | 0 | 0.32 |
| (ii) Independent | 0 | 4 | 0 | 3 | 0 | 0.09 |

| | | | | | | |
|--|---|---|---|---|---|------|
| C. Nominee Directors representing | 0 | 3 | 0 | 3 | 0 | 0 |
| (i) Banks & FIs | 0 | 3 | 0 | 3 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 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 | 1 | 7 | 0 | 0.41 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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) |
|---------------------------|------------|-------------------|--------------------------------|---|
| P S Jayakumar | 01173236 | Director | 142,585 | |
| Ashish Mehrotra | 07277318 | Managing Director | 141,913 | |
| Kshama Fernandes | 02539429 | Director | 374,346 | |
| Michael Jude Fernandez | 00064088 | Nominee director | 0 | |
| Vijay Nallan Chakravarthy | 08020248 | Nominee director | 0 | |
| Trikkur Seetharaman A | 00480136 | Nominee director | 0 | |
| Anuradha Rao | 07597195 | Director | 0 | |
| Ashutosh Arvind Pednekar | 00026049 | Director | 0 | |
| Atul Tibrewal | ACLPT7087M | CFO | 2,974 | |
| Prakash Chandra Pandey | AQXPP3171E | Company Secretary | 0 | |

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

3





| 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) |
|------------------------|------------|--|---|---|
| Arunkumar N.T. | 02407722 | Director | 13/02/2025 | Cessation |
| Monika Gurung | BPQPG1756M | Company Secretary | 18/01/2024 | Resignation |
| Prakash Chandra Pandey | AQXPP3171E | Company Secretary | 22/04/2024 | Appointment |

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

5

| 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 Mee  | 15/04/2024 | 32 | 8 | 97.07 |
| Extra-ordinary General Mee  | 21/06/2024 | 32 | 7 | 94.78 |
| Extra-ordinary General Mee  | 02/07/2024 | 32 | 8 | 97.02 |
| Extra-ordinary General Mee  | 16/09/2024 | 1 | 1 | 94.78 |
| Annual General Meeting | 19/12/2024 | 115,876 | 52 | 0.49 |

B. BOARD MEETINGS

*Number of meetings held

18

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 02/04/2024 | 9 | 8 | 88.89 |
| 2 | 04/04/2024 | 9 | 8 | 88.89 |
| 3 | 22/04/2024 | 9 | 7 | 77.78 |
| 4 | 15/05/2024 | 9 | 9 | 100 |
| 5 | 29/05/2024 | 9 | 9 | 100 |
| 6 | 06/08/2024 | 9 | 8 | 88.89 |
| 7 | 09/08/2024 | 9 | 9 | 100 |
| 8 | 27/08/2024 | 9 | 9 | 100 |
| 9 | 30/08/2024 | 9 | 9 | 100 |
| 10 | 03/09/2024 | 9 | 9 | 100 |
| 11 | 09/09/2024 | 9 | 9 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 12 | 10/09/2024 | 9 | 9 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

35

| 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 | 15/05/2024 | 6 | 6 | 100 |
| 2 | Audit Committee | 29/05/2024 | 6 | 6 | 100 |
| 3 | Audit Committee | 05/08/2024 | 6 | 4 | 66.67 |
| 4 | Audit Committee | 09/09/2024 | 6 | 6 | 100 |
| 5 | Audit Committee | 30/09/2024 | 6 | 6 | 100 |
| 6 | Audit Committee | 28/10/2024 | 6 | 6 | 100 |
| 7 | Audit Committee | 13/11/2024 | 6 | 5 | 83.33 |
| 8 | Audit Committee | 14/02/2024 | 4 | 4 | 100 |
| 9 | Audit Committee | 13/03/2024 | 4 | 4 | 100 |
| 10 | Nomination and Remuneration Committee | 22/04/2024 | 3 | 3 | 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 | |
| | | | | | | | | (Y/N/NA) |
| 1 | P S Jayakumar | 18 | 18 | 100 | 22 | 20 | 90.91 | |
| 2 | Ashish Mehrotra | 18 | 18 | 100 | 19 | 18 | 94.74 | |
| 3 | Kshama Fernandes | 18 | 17 | 94.44 | 10 | 10 | 100 | |
| 4 | Michael Jude I | 18 | 18 | 100 | 17 | 17 | 100 | |
| 5 | Vijay Nallan C | 18 | 15 | 83.33 | 13 | 13 | 100 | |

| | | | | | | | | |
|---|-----------------|----|----|-------|----|----|-------|--|
| 6 | Trikkur Seetha | 18 | 17 | 94.44 | 15 | 14 | 93.33 | |
| 7 | Anuradha Rao | 18 | 17 | 94.44 | 32 | 30 | 93.75 | |
| 8 | Ashutosh Arvind | 18 | 18 | 100 | 22 | 22 | 100 | |

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

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|-------------------|--------------|------------|-------------------------------|------------|-----------------|
| 1 | Ashish Mehrotra | Managing Director | 50,000,004 | 0 | 0 | 37,150,301 | 87,150,305 |
| | Total | | 50,000,004 | 0 | 0 | 37,150,301 | 87,150,305 |

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 | 29,394,486 | 0 | 0 | 0 | 29,394,486 |
| 2 | Prakash Chandra Pillai | Company Secretary | 3,331,051 | 0 | 0 | 0 | 3,331,051 |
| | Total | | 32,725,537 | 0 | 0 | 0 | 32,725,537 |

Number of other directors whose remuneration details to be entered

8

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|------------------------|------------------------|--------------|------------|-------------------------------|------------|-----------------|
| 1 | PS Jayakumar | Independent Director | 0 | 15,400,000 | 0 | 2,950,000 | 18,350,000 |
| 2 | Kshama Fernandes | Non-executive Director | 0 | 0 | 0 | 2,200,000 | 2,200,000 |
| 3 | NT Arunkumar | Independent Director | 0 | 0 | 0 | 2,450,000 | 2,450,000 |
| 4 | Ashutosh Arvind Pillai | Independent Director | 0 | 0 | 0 | 2,700,000 | 2,700,000 |
| 5 | Anuradha Rao | Independent Director | 0 | 0 | 0 | 3,200,000 | 3,200,000 |
| 6 | Michael Jude Fernandez | Nominee Director | 0 | 0 | 0 | 450,000 | 450,000 |
| 7 | Vijay Chakravarthi | Nominee Director | 0 | 0 | 0 | 250,000 | 250,000 |
| 8 | T S Anantharaman | Nominee Director | 0 | 0 | 0 | 350,000 | 350,000 |
| | Total | | 0 | 15,400,000 | 0 | 14,550,000 | 29,950,000 |

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

M ALAGAR

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

8196

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

DIN of the director

07277318

To be digitally signed by

☐ 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

Attach

Attach

Attach

Attach

List of attachments

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