Form No. MGT-7

Form language

(•) English ( ) Hindi

Annual Return (other than OPCs and Small Companies)

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

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN): L65910TN1989PLC017021

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY): 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY): 31/03/2026

(c) *Type of Annual filing: (•) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years:

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	NORTHERN ARC CAPITAL LIMITED	NORTHERN ARC CAPITAL LIMITED
Registered office address	No. 1, Kanagam Village, 10th Floor IITM Research Park, Taramani,NA,Chennai,Tamil Nadu,India,600113	No. 1, Kanagam Village, 10th Floor IITM Research Park, Taramani,NA,Chennai,Tamil Nadu,India,600113
Latitude details	12.9908	12.9908
Longitude details	80.2423	80.2423

(a) *Photograph of the registered office of the Company showing external building and name prominently visible: Registered office pic.jpg

(b) *Permanent Account Number (PAN) of the company: AACI0979B

(c) *e-mail ID of the company: secretarial@northernarc.com

(d) *Telephone number with STD code: 04466687000

(e) Website | https://www.northernarc.com/

iv *Date of Incorporation (DD/MM/YYYY) | 09/03/1989

v (a) *Class of Company (as on the financial year end date) | Public company

(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares

(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company

(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) ● Yes ○ No

vii (a) Whether shares listed on recognized Stock Exchange(s) ● Yes ○ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent | 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West),Mumbai,Mumbai,Maharashtra,India,400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held ○ Yes ● No

(b) If yes, date of AGM (DD/MM/YYYY) | AGM will be held on 18th Aug 2026

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2026

(d) Whether any extension for AGM granted ○ Yes ● No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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 activities	66	Other financial activities	100

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

i *No. of Companies for which information is to be given: 5

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U74120TN2014PTC095064		NORTHERN ARC INVESTMENT MANAGERS PRIVATE LIMITED	Subsidiary	100
2	U62099TN2012PTC087839		NORTHERN ARC CREDITECH SOLUTIONS PRIVATE LIMITED	Subsidiary	100
3	U80904TN2019NPL127426		NORTHERN ARC FOUNDATION	Subsidiary	100
4	U65990TG2021PTC148992		PRAGATI FINSERV PRIVATE LIMITED	Subsidiary	90.1
5	U66120TN2023PTC158583		NORTHERN ARC SECURITIES PRIVATE LIMITED	Subsidiary	100

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	165000000.00	161571875.00	161571875.00	161571875.00
Total amount of equity shares (in rupees)	1650000000.00	1615718750.00	1615718750.00	1615718750.00

Number of classes: 1

Class of shares: Equity Shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	165000000	161571875	161571875	161571875
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1650000000.00	1615718750	1615718750	1615718750

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	58500000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	1170000000.00	0.00	0.00	0.00

Number of classes: 1

Class of shares Compulsorily Convertible Preference Shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	58500000	0	0	0
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees)	1170000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	161379336	161379336.00	1613793360	1613793360	
Increase during the year	0.00	192539	192539.00	1925390.00	1925390.00	22339442
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	192539	192539.00	1925390.00	1925390.00	22339442
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify			0			
At the end of the year	0.00	161571875.00	161571875.00	1615718750.00	1615718750.00	
(ii) Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0.00	0.00	0.00	0.00	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Conversion of CCPS into equity shares	0	0.00	0.00	0.00	0.00	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)
(a) Non-convertible debentures

*Number of classes: 2

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-convertible debentures	102430	100000	10085000083.00
Non-convertible debentures	1580	1000000	1580000000.00
Total	104010.00	1100000.00	11665000083.00

Classes of non-convertible 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	12229171430	4750000000	5314171347	11665000083
Non-convertible debentures	0	0	0	0.00

Total	12229171430	4750000000	5314171347	11665000083

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes: 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	12229171430	4750000000	5314171347	11665000083
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	12229171430	4750000000	5314171347	11665000083

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	4500	500000	2250000000	500000	2250000000
Total	4500		2250000000		2250000000

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

(a) *Turnover 26,43,83,23,000

(b) * Net worth of the Company 38,93,48,27,000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others	0	0.00	0	0.00
	Total	0.00	0	0.00	0

Total number of shareholders (promoters) 0

B Public/Other than promoters

S. No	**Category**	**Equity**		**Preference**	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1	Individual/Hindu Undivided Family				
	(i) Indian	42299704	26.18	0	0.00
	(ii) Non-resident Indian (NRI)	2234203	1.38	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	3336577	2.05	0	0.00
4	Banks	6081154	3.76	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	6059726	3.75	0	0.00
7	Mutual funds	1235583	0.76	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	14044527	8.69	0	0.00
10	Others Trusts, AIF, clearing members, foreign corporate bodies	8,62,80,401	53.40	0	0.00
	Total	161571875.00	100	0.00	0

Total number of shareholders (other than promoters): 96297

Total number of shareholders (Promoters + Public/Other than promoters): 96297.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl. No	**Category**	
1	Individual - Female	24373
2	Individual - Male	44580
3	Individual - Transgender	26856

4	Other than individuals	488
	Total	96297.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company 24

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Ellipsis Partners LLC	C/O The Corporation Trust Company 1209 Orange Street Wilmington New Castle Delaware	01/01/2025	United States	2495556	1.54
BNP Paribas Financial Markets – ODI	1 Rue Laffitte Paris	01/01/2025	France	1482399	0.92
BofA Securities Europe Sa – Odi	51 Rue La Boetie Paris	01/01/2025	France	712948	0.44
American Century ETF Trust-Avantis Emerging Markets Equity ETF	4500 Main Street Kansas City Missouri	01/01/2025	United States	437126	0.27
1729 Capital	C/O Apex Fund And Corporate Services (Mauritius) Ltd. Lot 15 A3 1st Floor Cybercity Ebene	01/01/2025	Mauritius	254500	0.16
Societe Generale – ODI	29 Boulevard Haussmann Paris	07/10/1955	France	229835	0.14
Dovetail India Fund - Class 4 Shares	4th Floor 19 Bank Street Cybercity Ebene	01/01/2025	Mauritius	110000	0.07
Morgan Stanley Asia (Singapore) Pte. – ODI	2 Central Boulevard #22-01 West Tower Ioi Central Boulevard Towers	01/01/2025	Singapore	72675	0.04
Aidos India Fund Ltd	4 The Floor 19 Bank Street Cybercity Ebene - 72201 Mauritius	01/01/2025	Mauritius	61364	0.04
Quadrature Trading VCC - Sub-Fund No. 1	JP Morgan Chase Bank, N.A. India Sub Custody 3rd Flr,Jp Morgan Tower,Off Cst Road Kalina, Santacruz East, Mumbai	01/01/2025	Singapore	34421	0.02
Acadian Emerging Markets Micro-Cap Equity Master Fund	Maples Corporate Services Ugland House Po Box 309	26/03/2021	Cayman Islands	31165	0.02

	Na Grand Cayman				
SPDR S&P Emerging Markets Small Cap ETF	One Lincoln Street Boston Ma	01/01/2025	United States	28002	0.02
Saltoro Alpha, LP	Po Box 309 Ugland House South Church Street George Town Grand Cayman	01/01/2025	**Cayman Islands**	24979	0.02
Citadel Securities Singapore Pte. Limited	#22-01 And #22-02 Asia Square Tower 2 12 Marina View Singapore Singapore	01/01/2025	**Singapore**	15922	0.01
American Century ETF Trust-Avantis Emerging Markets Value ETF	4500 Main Street Kansas City Kansas City Mo Missouri	01/01/2025	**United States**	15218	0.01
American Century ETF Trust - Avantis Emerging Markets Equity Fund	4500 Main Street Kansas City Missouri	01/01/2025	**United States**	14639	0.01
M7 Global Fund PCC - Asas Global Opportunities Fund	C/O Tri-Pro Administrators Ltd Level 5 Maeva Tower Bank Street Cybercity Ebene	01/01/2025	**Mauritius**	11500	0.01
Red Bay Ltd	C/O Venture Corporate Services (Mauritius) Limited Level 3 Tower I Nexteracom Towers Cybercity Ebene	01/01/2025	**Mauritius**	7448	0.00
American Century ETF Trust - Avantis Emerging Markets Ex-China Equity ETF	4500 Main Street Kansas City Missouri	01/01/2025	**United States**	6710	0.00
American Century ETF Trust-Avantis Emerging Markets Small Cap Equity ETF	4500 Main Street Kansas City Missouri	01/01/2025	**United States**	4581	0.00
Doordarshi India Fund LP	251 Little Falls Drive County Of New Castle Wilmington De	01/01/2025	**United States**	3364	0.00

	Delaware				
American Century ICAV - Avantis Emerging Markets EQuity UCITS ETF	7th Floor Block A One Park Place Upper Hatch Street Dublin 2	01/01/2025	**Ireland**	2987	0.00
Arrow Emerging Opportunities Fund Limited	C/O Spearfin Ltd Level 7 Tower B 1 Exchange Square Ebene Ebene	01/01/2025	Mauritius	1666	0.00
Pilgrim Investment VCC-Vihan India Equities Fund	137 Telok Ayer Street #04-07 Singapore	01/01/2025	Singapore	721	0.00

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of 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)	96297	96297
Debenture holders	79	19

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	4	1	6	0.09	0.31
i Non-Independent	1	1	1	2	0.09	0.22
ii Independent	0	3	0	4	0	0.09
C Nominee Directors representing	0	3	0	2	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0

ii Investing institutions	0	3	0	2	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	7	1	8	0.09	0.31

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

11

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ATUL TIBREWAL	ACLPT7087M	CFO	2974	
PRAKASH CHANDRA PANDA	AQXPP3171E	Company Secretary	0	
PALAMADAI SUNDARARAJAN JAYAKUMAR	01173236	Director	142585	
ASHISH MEHROTRA	07277318	Managing Director	148913	
KSHAMA FERNANDES	02539429	Director	354346	31 March 2026
ANURADHA RAO	07597195	Director	0	
ASHUTOSH ARVIND PEDNEKAR	00026049	Director	0	
MICHAEL JUDE FERNANDES	00064088	Nominee Director	0	
VIJAY CHAKRAVARTHI NALLAN	08020248	Nominee Director	0	
SANDEEP DHAR	00182797	Director	0	
VIDYA KRISHNAN	09669166	Director	0	

B (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 (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
T S ANANTARAMAN	00480136	Director	23/06/2025	Cessation

SANDEEP DHAR	00182797	Director	07/05/2025	Appointment
VIDYA KRISHNAN	09669166	Director	31/10/2025	Appointment
ANURADHA RAO	07597195	Director	30/10/2025	Cessation
ANURADHA RAO	07597195	Director	31/10/2025	Appointment
KSHAMA FERNANDES	02539429	Director	31/03/2026	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: 2

Type of meeting	**Date of meeting (DD/MM/YYYY)**	**Total Number of Members entitled to attend meeting**	**Attendance**	
			Number of members attended	**% of total shareholding**
Extra ordinary general meeting	07/08/2025	109296	43	0.039
Annual General Meeting	25/08/2025	109684	58	0.052

B BOARD MEETINGS

*Number of meetings held: 09

S.No	**Date of meeting (DD/MM/YYYY)**	**Total Number of directors as on the date of Meeting**	**Attendance**	
			Number of directors attended	**% of attendance**
1	07-05-2025	8	8	100
2	19-05-2025	9	9	100
3	02-07-2025	8	6	75
4	29-07-2025	8	8	100

5	12-09-2025	8	7	88
6	31-10-2025	9	9	100
7	11-12-2025	9	8	89
8	30-01-2026	9	9	100
9	23-02-2026	9	9	100

C COMMITTEE MEETINGS

Number of meetings held

32

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30-04-2025	4	4	100
2	Audit Committee	19-05-2025	6	6	100
3	Audit Committee	29-07-2025	5	5	100
4	Audit Committee	19-08-2025	5	5	100
5	Audit Committee	31-10-2025	4	4	100
6	Audit Committee	20-11-2025	6	6	100
7	Audit Committee	30-01-2026	6	6	100
8	Audit Committee	16-03-2026	6	6	100
9	Nomination and Remuneration Committee	07-05-2025	3	3	100
10	Nomination and Remuneration Committee	20-05-2025	3	3	100
11	Nomination and Remuneration Committee	02-06-2026	3	3	100
12	Nomination and Remuneration Committee	30-10-2025	3	3	100
13	Nomination and Remuneration Committee	29-01-2026	3	3	100
14	Risk Management Committee	07-05-2025	8	8	100
15	Risk Management	19-05-2025	8	8	100

	Committee				
16	Risk Management Committee	02-07-2025	7	6	86
17	Risk Management Committee	28-07-2025	7	7	100
18	Risk Management Committee	10-09-2025	8	7	88
19	Risk Management Committee	30-10-2025	8	8	100
20	Risk Management Committee	29-01-2026	9	9	100
21	Corporate Social Responsibility Committee	28-07-2025	3	3	100
22	Corporate Social Responsibility Committee	30-10-2025	3	3	100
23	Corporate Social Responsibility Committee	29-01-2026	3	3	100
24	Stakeholder Relationship Committee	27-06-2025	4	4	100
25	Stakeholder Relationship Committee	28-07-2025	4	4	100
26	Stakeholder Relationship Committee	30-10-2025	5	5	100
27	Stakeholder Relationship Committee	29-01-2026	6	6	100
28	Environmental Social and Governance Committee	29-01-2026	4	4	100
29	Information Technology Strategy Committee	26-06-2025	3	3	100
30	Information Technology Strategy Committee	28-07-2025	3	3	100
31	Information Technology Strategy Committee	30-10-2025	3	3	100
32	Information Technology Strategy Committee	29-01-2026	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	18/08/2026 (Y/N/NA)
1	PALAMADAI SUNDARARAJAN JAYAKUMAR	9	8	88.89	20	19	95	
2	ASHISH MEHROTRA	9	9	100	19	19	100	
3	KSHAMA FERNANDES	9	9	100	15	15	100	Not applicable
4	ANURADHA RAO	9	9	100	26	26	100	
5	ASHUTOSH ARVIND PEDNEKAR	9	9	100	19	19	100	
6	MICHAEL JUDE FERNANDES	9	9	100	20	20	100	
7	VIJAY CHAKRAVARTHI NALLAN	9	9	100	16	16	100	
8	TRIKKUR ANANTHARAMAN	2	2	100	4	4	100	Not applicable
9	SANDEEP DHAR	8	5	62.50	14	13	92.8	
10	VIDYA KRISHNAN	3	3	100	7	7	100	

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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	5,50,00,000	0	0	5,15,90,002	10,65,90,002.00
	Total		5,50,00,000	0	0	5,15,90,002	10,65,90,002.00

B *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	1,54,53,863	0	0	1,19,75,000	2,74,28,863
2	Prakash Chandra Panda	Company Secretary	40,33,009	0	0	14,72,000	55,05,009
	Total		1,94,86,872	0.00	0.00	1,34,47,000	3,29,33,872

C *Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	PS Jayakumar	Director	0	15250000	0	17,50,000	1,70,00,000
2	Kshama Fernandes	Director	0	0	0	16,50,000	16,50,000
3	Sandeep Dhar	Director	0	0	0	11,50,000	11,50,000
4	Ashutosh Arvind Pednekar	Director	0	0	0	18,50,000	18,50,000
5	Anuradha Rao	Director	0	0	0	22,00,000	22,00,000
6	Michael Jude Fernandes	Nominee Director	0	0	0	19,00,000	19,00,000
7	Vijay Chakravarthi	Nominee Director	0	0	0	17,00,000	17,00,000
8	T S Anantharaman	Nominee Director	0	0	0	4,00,000	4,00,000
9	Vidya Krishnan	Director	0	0	0	6,50,000	6,50,000
	Total		0.00	15250000	0.00	1,32,50,000	2,85,00,000

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

XIV Attachments

(a) List of share holders, debenture holders

(b) Optional Attachment(s), if any

XV 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.

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 applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of NORTHERN ARC CAPITAL LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

○ Associate ● Fellow

Certificate of practice number

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

*(b) Name of the Designated Person PRAKASH CHANDRA PANDA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 08 dated* (DD/MM/YYYY) to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

*Designation Director

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

***To be digitally signed by**

- [x] Company Secretary
- [ ] Company secretary in practice

*Whether associate or fellow:

- [x] Associate
- [ ] Fellow

Membership number

Certificate of practice number