

**NOTICE**

NOTICE is hereby given that subject to the consent of the shareholders, an 02<sup>nd</sup> (2019-20) Extraordinary General Meeting of the members of Northern Arc Capital Limited ("**Company**") be held at shorter notice, on Wednesday, the 04<sup>th</sup> day of December 2019 at 10:30 a.m. at the registered office of the Company to consider and transact the following special business:

**1. ISSUANCE OF SHARES TO SUMITOMO MITSUI BANKING CORPORATION BY WAY OF PREFERENTIAL ALLOTMENT**

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to provisions of Section 42, and Section 62 and other applicable provisions of the Companies Act, 2013 (including any amendment to or re-enactment thereof), the rules and regulations made there under, including but not limited to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the articles of association of the Company, amended and restated Shareholders' Agreement entered into between the Company, Leapfrog Financial Inclusion India (II) Ltd., Eight Roads Investments (Mauritius) II Limited, Standard Chartered Bank (Singapore Branch), Dvara Trust, Accion-Africa Asia Investment Company, Augusta Investments II Pte. Ltd., IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6, IIFL Special Opportunities Fund – Series 7 and Sumitomo Mitsui Banking Corporation (together with its schedules, attachments and appendices), dated 6 September 2019 ("**SHA**"), and the share subscription agreement entered into between the Company and Sumitomo Mitsui Banking Corporation, (together with its schedules, attachments and appendices), dated [6 September 2019] ("**SMBC SSA**"), and other consents, permissions, approvals and sanctions from any authority, if any, as may be necessary and subject to such conditions, if any, as may be laid down by any such authority, regulatory or otherwise consent be and is hereby accorded to the Company, for the issuance of up to 31,97,644 (Thirty One Lakhs Ninety Seven thousand six hundred and forty four only) equity shares of INR 10 (Indian Rupees Ten) each, at INR 197.02 (Indian Rupees One hundred and ninety seven point zero two) each ("**Equity Shares**") to Sumitomo Mitsui Banking Corporation by way of preferential issue, on a private placement basis, and subject to the receipt by the Company of a total consideration of up to INR 62,99,99,821 (Indian Rupees Sixty two crore ninety nine lakh ninety-nine thousand eight hundred and twenty-one only), as per the terms and conditions contained in the SHA and the SMBC SSA.



**2. ISSUANCE OF SHARES TO IIFL SPECIAL OPPORTUNITIES FUND; IIFL SPECIAL OPPORTUNITIES FUND – SERIES 2; IIFL SPECIAL OPPORTUNITIES FUND – SERIES 3; IIFL SPECIAL OPPORTUNITIES FUND – SERIES 4; IIFL SPECIAL OPPORTUNITIES FUND – SERIES 5; IIFL SPECIAL OPPORTUNITIES FUND – SERIES 6; IIFL SPECIAL OPPORTUNITIES FUND – SERIES 7 BY WAY OF PREFERENTIAL ALLOTMENT**

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to provisions of Section 42, Section 55 and Section 62 and other applicable provisions of the Companies Act, 2013 (including any amendment to or re-enactment thereof), the rules and regulations made there under, including but not limited to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the articles of association of the Company, amended and restated Shareholders’ Agreement with Leapfrog Financial Inclusion India (II) Ltd., Eight Roads Investments (Mauritius) II Limited, Standard Chartered Bank (Singapore Branch), Dvara Trust, Accion-Africa Asia Investment Company, Augusta Investments II Pte. Ltd.; IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6, IIFL Special Opportunities Fund – Series 7 and Sumitomo Mitsui Banking Corporation (together with its schedules, attachments and appendices) (**“SHA”**), and other consents, permissions, approvals and sanctions from any authority, if any, as may be necessary and subject to such conditions, if any, as may be laid down by any such authority, regulatory or otherwise consent be and is hereby accorded to the Company, for the issuance of Series B CCPS of INR 20 (Indian Rupees Twenty) each, as follows: (a) 1,54,329 (One Lakh Fifty Four Thousand three hundred and twenty nine only) to IIFL Special Opportunities Fund; (b) 13,99,247 (Thirteen Lakhs Ninety Nine Thousand Two Hundred and Forty Seven only) to IIFL Special Opportunities Fund – Series 2; (c) 6,15,501 (Six Lakh Fifteen Thousand Five Hundred and One) to IIFL Special Opportunities Fund – Series 3; (d) 21,15,416 (Twenty One Lakh Fifteen Thousand Four Hundred and Sixteen) to IIFL Special Opportunities Fund – Series 4; (e) 17,35,744 (Seventeen Lakh Thirty Five Thousand Seven Hundred and Forty Four) to IIFL Special Opportunities Fund – Series 5; (f) 71,210 (Seventy one thousand Two Hundred and Ten) to IIFL Special Opportunities Fund – Series 6; (g) 42,346 (Forty Two Thousand Three Hundred and Forty Six) to IIFL Special Opportunities Fund – Series 7 each at INR 197.02 each (**“IIFL CCPS”**) by way of preferential allotment, on a private placement basis, and subject to the receipt by the Company of a total consideration of up to INR 1,20,84,79,897 (Indian Rupees One hundred twenty crores eighty four lakhs seventy nine thousand eight hundred and ninety seven only), as per the terms and conditions contained in the SHA and the IIFL SSA, and following terms and conditions:

- (i) priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares: priority over equity shares;
- (ii) participation in surplus funds: in accordance with the terms of the SHA;
- (iii) the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid: in accordance with the terms of the SHA;
- (iv) payment of dividend on cumulative or non-cumulative basis: cumulative basis;
- (v) conversion of preference shares into equity shares: in accordance with the terms of the SHA;



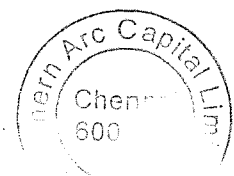
- (vi) voting rights: in accordance with the terms of the SHA;
- (vii) redemption of preference shares: Not applicable.

### 3. ISSUANCE OF SHARES TO AUGUSTA INVESTMENTS II PTE. LTD. BY WAY OF PREFERENTIAL ALLOTMENT

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to provisions of Section 42 Section 55 and Section 62 and other applicable provisions of the Companies Act, 2013 (including any amendment to or re-enactment thereof), the rules and regulations made there under, including but not limited to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the articles of association of the Company, amended and restated Shareholders’ Agreement entered into between the Company, Leapfrog Financial Inclusion India (II) Ltd., Eight Roads Investments (Mauritius) II Limited, Standard Chartered Bank (Singapore Branch), Dvara Trust, Accion-Africa Asia Investment Company, Augusta Investments II Pte. Ltd., IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6, IIFL Special Opportunities Fund – Series 7 and Sumitomo Mitsui Banking Corporation (together with its schedules, attachments and appendices), dated 06 September 2019 (“SHA”), and the share subscription agreement entered into between the Company and Standard Chartered Bank (Singapore Branch), (together with its schedules, attachments and appendices), dated 22 March 2019 (“SCPE SSA”), and other consents, permissions, approvals and sanctions from any authority, if any, as may be necessary and subject to such conditions, if any, as may be laid down by any such authority, regulatory or otherwise consent be and is hereby accorded to the Company, for the issuance of up to [10,25,318 (Ten Lakhs Twenty Five Thousand three Hundred and Eighteen only)] Series B CCPS of INR 20 (Indian Rupees Twenty) each, at INR 197.02 (Indian Rupees One hundred and ninety seven point zero two) each (“Augusta CCPS”) to Augusta Investments II Pte. Ltd. by way of preferential allotment, on a private placement basis, and subject to the receipt by the Company of a total consideration of up to INR 20,20,08,152 (Indian Rupees Twenty crores Twenty Lakhs Eight Thousand One hundred and Fifty Two only), as per the terms and conditions contained in the SHA and the SCPE SSA and following terms and conditions:

- (i) priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares: priority over equity shares;
- (ii) participation in surplus funds: in accordance with the terms of the SHA;
- (iii) the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid: in accordance with the terms of the SHA;
- (iv) payment of dividend on cumulative or non-cumulative basis: cumulative basis;
- (v) conversion of preference shares into equity shares: in accordance with the terms of the SHA;
- (vi) voting rights: in accordance with the terms of the SHA;
- (vii) redemption of preference shares: Not applicable.



4. To consider and if thought fit, pass the following resolution, with or without modifications as a Special Resolution:

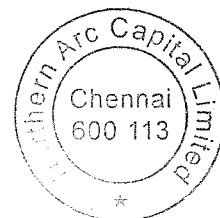
**Appointment of Ms. Anuradha Rao (DIN : 07597195) as an Independent Director**

“RESOLVED THAT pursuant to the provisions of Sections 149 and all other applicable provisions of the Companies Act, 2013 Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Ms. Anuradha Rao (DIN: 07597195) who was appointed as an Additional Director (Non-executive and Independent Director) of the Company, by the Board of Directors with effect from October 31, 2019 and who holds the said office in terms of Section 161 of the Companies Act, 2013 up to the date of the next Annual General Meeting and who has submitted a declaration that she meets the criteria prescribed for Independent director under Section 149 (6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the company has received a notice in writing proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company from October 31 2019 upto October 30, 2022, not liable to retire by rotation”.

**RESOLVED FURTHER THAT** the Board of the Directors be and is hereby authorised to do all the acts, and take all such steps as may be necessary to give effect to the above resolution”

Date: 02<sup>nd</sup> December 2019

Place: Chennai



**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing a proxy should however be deposited at the registered office of the company duly completed, not less than 48 (forty eight) hours before the commencement of this meeting.
2. Statement of material facts pursuant to section 102 of the Companies Act, 2013, in respect of special business set out above, is annexed hereto.
3. All documents referred to in the notice and the explanatory statement (including the SHA) are open for inspection at the registered office of the Company on all working days during business hours till the date of the meeting.
4. Route map for the venue of the EGM is attached as Annexure.

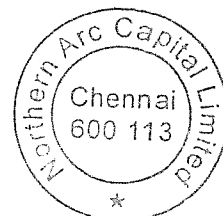
**STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING**

The following statement set out all material facts relating to the business mentioned under the accompanying notice dated:

1. Item No. 1:

Pursuant to the Amended and Restated Shareholders' Agreement entered into between the Company, Leapfrog Financial Inclusion India (II) Ltd., Eight Roads Investments (Mauritius) II Limited, Standard Chartered Bank (Singapore Branch), Dvara Trust, Accion-Africa Asia Investment Company, Augusta Investments II Pte. Ltd., IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6, IIFL Special Opportunities Fund – Series 7 and Sumitomo Mitsui Banking Corporation (together with its schedules, attachments and appendices), dated 6 September 2019 (“SHA”), and the share subscription agreement entered into between the Company and Sumitomo Mitsui Banking Corporation, (together with its schedules, attachments and appendices), dated 6 September 2019 (“SMBC SSA”), the Company proposes to issue 31,97,644 (Thirty One Lakhs Ninety Seven thousand six hundred and forty four only ) equity shares of INR 10 (Indian Rupees Ten) each, at INR 197.02 (Indian Rupees One hundred and ninety seven point zero two) each (“Equity Shares”) to Sumitomo Mitsui Banking Corporation by way of a preferential allotment on a private placement basis, and subject to the receipt by the Company of a total consideration of up to INR 62,99,99,821 (Indian Rupees Sixty two crore ninety nine lakh ninety-nine thousand eight hundred and twenty-one only), as per the terms and conditions contained in the SHA and the SMBC SSA.

The Board of Directors of the Company accordingly recommend the special resolution for approval of the members. None of the directors of the Company or key managerial personnel (“KMP”) are, in any way, concerned or interested in the said resolution. None of the relatives of the directors and KMP are interested in the resolution.



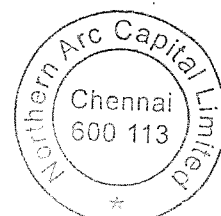
2. Item No. 2:

Pursuant to the Amended and Restated Shareholders' Agreement entered into between the Company, Leapfrog Financial Inclusion India (II) Ltd., Eight Roads Investments (Mauritius) II Limited, Standard Chartered Bank (Singapore Branch), Dvara Trust, Accion-Africa Asia Investment Company, Augusta Investments II Pte. Ltd., IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6, IIFL Special Opportunities Fund – Series 7 and Sumitomo Mitsui Banking Corporation (together with its schedules, attachments and appendices), dated 6 September 2019 (“SHA”), and the share subscription agreement entered into between the Company and IIFL Special Opportunities Fund; IIFL Special Opportunities Fund – Series 2; IIFL Special Opportunities Fund – Series 3; IIFL Special Opportunities Fund – Series 4; IIFL Special Opportunities Fund – Series 5; IIFL Special Opportunities Fund – Series 6; IIFL Special Opportunities Fund – Series 7, (together with its schedules, attachments and appendices), dated 22 March 2019 (“IIFL SSA”), the Company proposes the issuance of Series B CCPS of INR 20 (Indian Rupees Twenty) each, as follows: [(a) 1,54,329 (One Lakh Fifty Four Thousand three hundred and twenty nine only) to IIFL Special Opportunities Fund; (b) 13,99,247 (Thirteen Lakhs Ninety Nine Thousand Two Hundred and Forty Seven only) to IIFL Special Opportunities Fund – Series 2; (c) 6,15,501 (Six Lakh Fifteen Thousand Five Hundred and One) to IIFL Special Opportunities Fund – Series 3; (d) 21,15,416 (Twenty One Lakh Fifteen Thousand Four Hundred and Sixteen) to IIFL Special Opportunities Fund – Series 4; (e) 17,35,744 (Seventeen Lakh Thirty Five Thousand Seven Hundred and Forty Four) to IIFL Special Opportunities Fund – Series 5; (f) 71,210 (Seventy one thousand Two Hundred and Ten) IIFL Special Opportunities Fund – Series 6; (g) 42,346] (Forty Two Thousand Three Hundred and Forty Six) to IIFL Special Opportunities Fund – Series 7 each at INR 197.02 (Indian Rupees One hundred and ninety seven point zero two) by way of a preferential allotment on a private placement basis, and subject to the receipt by the Company of a total consideration of up to INR 1,20,84,79,897 (Indian Rupees One hundred twenty crores eighty four lakhs seventy nine thousand eight hundred and ninety seven only), as per the terms and conditions contained in the SHA and the IIFL SSA.

The Board of Directors of the Company accordingly recommend the special resolution for approval of the members. None of the directors of the Company or key managerial personnel (“KMP”) are, in any way, concerned or interested in the said resolution. None of the relatives of the directors and KMP are interested in the resolution.

3. Item No. 3:

Pursuant to the Amended and Restated Shareholders' Agreement entered into between the Company, Leapfrog Financial Inclusion India (II) Ltd., Eight Roads Investments (Mauritius) II Limited, Standard Chartered Bank (Singapore Branch), Dvara Trust, Accion-Africa Asia Investment Company, Augusta Investments II Pte. Ltd., IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6, IIFL Special Opportunities Fund – Series 7 and Sumitomo Mitsui Banking Corporation (together with its schedules, attachments and appendices), dated 6 September 2019 (“SHA”), and the share subscription agreement entered into between the Company and Standard Chartered Bank (Singapore Branch), (together with its schedules, attachments and appendices), dated 22 March 2019 (“SCPE SSA”), the Company proposes to issue [10,25,318 (Ten lakhs twenty five thousand three hundred and eighteen)] Series B CCPS of INR 20 (Indian Rupees Twenty) each, at INR 197.02 (Indian Rupees One hundred and ninety seven point zero two) to Augusta Investments II Pte. Ltd., by way of preferential allotment, on a private placement basis,



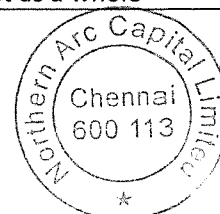
and subject to the receipt by the Company of a total consideration of up to INR 20,20,08,152 (Indian Rupees Twenty crore Twenty lakh Eight thousand one hundred and fifty two only), as per the terms and conditions contained in the SHA and the SCPE SSA.

Pursuant to provisions of Section 62(1)(c) of the Companies Act, 2013 read with the rules framed thereunder, issue of shares by a Company on a preferential basis is required to be approved by members by passing special resolution.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution as set out in the notice of the meeting by way of special resolution:

**I. Statement of Disclosure as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014.**

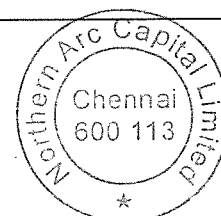
NO	PARTICULARS	DETAILS
(a)	the size of the issue and number of preference shares to be issued and nominal value of each share	IIFL Special Opportunities Fund; IIFL Special Opportunities Fund – Series 2 to 7 – Number of CCPS to be issued is 6,133,793 for a total consideration of INR 120 crores  Augusta Investments II Pte. Ltd. – No. of CCPS to be issued is 10,25,318 for a total consideration of INR 20 crores  Nominal Value of each share is INR 20/-
(b)	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	Cumulative, Participating and Convertible
(c)	the objectives of the issue;	To augment the capital and resources for the growth of the business of the Company and to contribute to the Company's present operations and its future working capital requirements.
(d)	the manner of issue of shares;	The shares will be issued through private placement by way of preferential allotment.
(e)	the price at which such shares are proposed to be issued	INR 197.02/- per share
(f)	the basis on which the price has been arrived at	The issue price has been arrived at keeping in view the present as well as projected growth in the business of the company and in the market as a whole



(g)	the terms of issue, including terms and rate of dividend on each share, etc.	As per the terms of the Shareholders' Agreement entered between the Shareholders and the Company
(h)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	As per the terms of the Shareholders' Agreement entered between the Shareholders and the Company
(i)	the manner and modes of redemption	As per the terms of the Shareholders' Agreement entered between the Shareholders and the Company
(j)	the current shareholding pattern of the company	Enclosed as an Annexure to the Notice
(k)	the expected dilution in equity share capital upon conversion of preference shares.	CCPS are convertible in the ratio of 1:1

**II. Statement of Disclosure as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.**

NO	PARTICULARS	DETAILS
1.	The objects of the issue	To fund business and growth of the Company
2.	The total number of shares to be issued and nominal value of each share	(a) 31,97,644 equity shares of INR 10 each, at INR 197.02 each ("SMBC Shares") (b) Series B CCPS of INR 20 each, as follows: [(i) 1,54,329 (One Lakh Fifty Four Thousand three hundred and twenty nine only) to IIFL Special Opportunities Fund; (ii) 13,99,247 (Thirteen Lakhs Ninety Nine Thousand Two Hundred and Forty Seven only) to IIFL Special Opportunities Fund – Series 2; (iii) 6,15,501 (Six Lakh Fifteen Thousand Five Hundred and One) to IIFL Special Opportunities Fund – Series 3; (iv) 21,15,416 (Twenty One Lakh Fifteen Thousand Four Hundred and Sixteen) to IIFL Special Opportunities Fund – Series 4; (v) 17,35,744 (Seventeen Lakh Thirty Five Thousand Seven Hundred and Forty Four) to IIFL Special Opportunities Fund – Series 5; (vi) 71,210 (Seventy one thousand Two Hundred and Ten) to IIFL Special Opportunities Fund – Series 6; (vii) 42,346 (Forty Two Thousand Three Hundred and Forty Six)] to IIFL Special Opportunities Fund – Series 7, at INR 197.02 ("IIFL Shares")





NO	PARTICULARS	DETAILS
		(c) 10,25,318 Series B CCPS of INR 20 each, at INR 197.02 ("Augusta Shares")
3.	The price or price band at/within which the allotment is proposed	INR 197.02 per share
4.	Basis on which the price has been arrived at along with report of the registered valuer	<ul style="list-style-type: none"> <li>▪ The issue price has been arrived at keeping in view the present as well as projected growth in the business of the company and in the market as a whole.</li> <li>▪ A valuation certificate based has also been obtained from an expert.</li> </ul>
5.	Relevant date with reference to which the price has been arrived at	30 <sup>th</sup> June 2019
6.	The class or classes of persons to whom the allotment is proposed to be made	<p>(a) <u>SMBC Shares</u>: Sumitomo Mitsui Banking Corporation – Foreign Bank</p> <p>(b) <u>IIFL Shares</u>: IIFL Special Opportunities Fund; IIFL Special Opportunities Fund – Series 2 to 7 – Indian AIF</p> <p>(c) <u>Augusta Shares</u>: Augusta Investments II Pte. Ltd. – Foreign Company</p>
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The promoters, directors, key managerial personnel shall not participate in this offer
8.	The proposed time within which the allotment shall be completed	30 days from the date of the offer
9.	The percentage of post preferential offer capital that may be held by the allottee	<p><b>* on a fully diluted basis:</b></p> <p>(a) Sumitomo Mitsui Banking Corporation: 5.4%</p> <p>(b) IIFL Special Opportunities Fund; IIFL Special Opportunities Fund – Series 2; IIFL Special Opportunities Fund – Series 3; IIFL Special Opportunities Fund – Series 4; IIFL Special Opportunities Fund – Series 5; IIFL Special Opportunities Fund – Series 6; and IIFL Special Opportunities Fund – Series 7: 25.1% (total)</p> <p>(c) Augusta Investments II Pte. Ltd.: 8.00%</p>
10.	The change in control, if any, in the company that would occur consequent to the preferential offer	None
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	1 During the Financial Year 2019-20, 22,30,797 Series B CCPS of INR 20 each were issued to Standard Chartered Bank (Singapore Branch) on 4 <sup>th</sup> April 2019, at a price of INR 197.02 per share.
12.	The justification for the allotment proposed to be made for consideration other than	Not Applicable

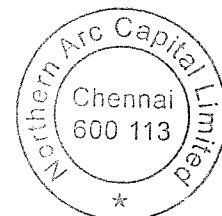


NO	PARTICULARS	DETAILS
	cash together with valuation report of the registered valuer	

\* Percentages as enumerated in the table takes into account all the committed primary transactions and committed secondary transactions as stated in SHA, on a fully diluted basis and does not include Standard Chartered Bank (Singapore Branch) transfer of stake to Augusta Investments II Pte. Ltd.

**PRE-ISSUANCE AND POST-ISSUANCE SHAREHOLDING PATTERN:**

NO	CATEGORY	PRE ISSUE AND TRANSFER		POST ISSUE AND TRANSFER	
		<i>No and Type of Shares</i>	<i>% Fully Diluted Shareholding</i>	<i>No and Type of Shares</i>	<i>% Fully Diluted Shareholding</i>
A.	<b>Promoters' holding:</b>				
1	Indian:				
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	<b>Sub Total</b>	-	-	-	-
2.	Foreign Promoters	-	-	-	-
	<b>Sub Total (A)</b>	-	-	-	-
B.	Non-Promoter Shareholding				
1.	Institutional Investors	11,83,80,866	94.53%	12,87,37,621	94.95%
2.	Non-Institutional Investors	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	42,486	0.03%	42,486	0.03%
	Others (ESOP unvested Pool)	68,09,275	5.44%	68,09,275	5.02%
	<b>Sub Total (B)</b>	<b>12,52,32,627</b>	<b>100%</b>	<b>13,55,89,382</b>	<b>100%</b>



Item No. 4 :-

Ms. Anuradha Rao was appointed as Additional Director, (Non-Executive Independent) of the Company with effect from October 31, 2019. Pursuant to the provisions of Section 161 and Section 149 of the Companies Act, 2013 approval of the members of the company is required for of the appointment of Ms. Anuradha Rao as Independent Director of the Company. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 signifying their intention to propose the appointment of Ms. Anuradha Rao. Ms. Anuradha Rao has also provided a declaration confirming that she meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013.

**Brief Profile of Ms. Anuradha Rao is given below for reference of members :-**

Over 36 years of extensive banking and finance experience in State Bank of India in leadership positions in India and overseas. Experience in multiple roles including: DMD, Strategy & Digital Banking, SBI Corporate Office, Mumbai; MD & CEO of SBI Mutual Funds; CGM, Personal Banking, SBI, Corporate Office, Mumbai; GM (Network Kolkata), SBI; GM, Cross Selling, SBI Corporate Office, Mumbai; DGM (Home Loans), SBI Corporate office, Mumbai. In SBI, Over the years and in various roles, drove strategies to establish SBI in leadership position in:

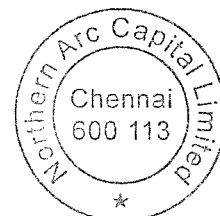
- Mobile banking, IMPS,UPI & Bharat QR.
- NETC and Metro/Transit solutions
- NCMC technology adoption
- Drove unique 3-pronged Yono Project which provides: Omnichannel banking services, Financial Superstore, Online Marketplace.
- Established SBI as largest Home Loan lender.
- Established SBI as largest Auto Loan lender.
- Established SBI as leading player in the Private Employer Corporate Salary space.
- Led revamped Current Account strategies on the backbone of digital solutions for customers.
- Led segmentation of Savings Account customers ending in creation of wealth vertical.

**In SBIMF**

- Established Digital Delivery platform for SBIMF in SBI.
- Creation and evolution of Distributor Portal as the primary mode of distributor engagement.
- Establishment of SBIMF as a full-fledged advisor for Amundi helmed, UCITS funds composed of Indian debt and equity.
- Drove steady increase in market share on the back of ongoing regulatory compliance and strong risk management practices.

In the opinion of the Board, Ms. Anuradha Rao fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

The terms and conditions of appointment of Ms. Anuradha Rao is open for inspection at the registered office of the company by any member during normal business hours and the same has been posted on Company website [www.northernarc.com](http://www.northernarc.com)



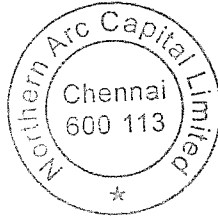
The Board of Directors of the Company accordingly recommend the special resolution for approval of the members. None of the directors of the Company or key managerial personnel ("KMP") are, in any way, concerned or interested in the said resolution. None of the relatives of the directors and KMP are interested in the resolution.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**



Signature  
Company Secretary

Date: 02<sup>nd</sup> December 2019  
Place: Chennai



**Corporate Identification Number (CIN) - U65910TN1989PLC017021**  
**Registered Office - No. 1, Kanagam Village, 10<sup>th</sup> Floor, IITM Research Park, Taramani, Chennai – 600 113**  
**Tel. No – 044 – 6667 0000 ; E-mail address :- [secretarial@northernarc.com](mailto:secretarial@northernarc.com)**  
**Website :- [www.northernarc.com](http://www.northernarc.com)**

**ATTENDANCE SLIP**

02<sup>nd</sup> (2019-20) EXTRAORDINARY GENERAL MEETING ON \_\_\_\_\_ DECEMBER 2019 AT \_\_\_\_\_ AT  
THE REGISTERED OFFICE OF THE COMPANY

Folio No.	DP ID No.	Client ID No.

I/ We hereby record my/ our presence at the 02<sup>nd</sup> (2019-20) Extraordinary General Meeting of the Company at registered office of the Company at \_\_\_\_\_ on \_\_\_\_\_, \_\_\_ December 2019.

Name of the Member :	Signature :-
Name of the Proxyholder :	Signature :-

Note :- 1. Only Member/ Proxyholder can attend the meeting

.....



**Form No. MGT-11  
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN of Company :- U65910TN1989PLC017021

Name of the Company :- Northern Arc Capital Limited

Registered Office of the Company :- No. 1, Kanagam Village, 10<sup>th</sup> Floor, IITM Research Park, Taramani, Chennai – 600 113.

Name of the member(s) :-

Registered Address :-

Email ID :-

Folio No. / Client ID :-

DP ID :-

I/ We, being the member(s) of \_\_\_\_\_ shares of the above-named company, hereby appoint

1. Name :-

Address :-

Email ID :-

Signature: \_\_\_\_\_, or failing him

2. Name :-

Address :-

Email ID :-

Signature: \_\_\_\_\_, or failing him

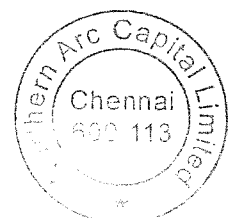
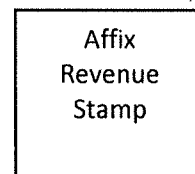
as my proxy to attend and vote (on a poll) for me and on my behalf at the 02<sup>nd</sup> (2019-20) Extraordinary General Meeting of the company, to be held on \_\_\_\_\_ the \_\_\_\_\_ day of December 2019 at \_\_\_\_\_ at the registered office of the company in respect of such resolutions as indicated below :-

- a) Issuance of shares to Sumitomo Mitsui Banking Corporation by way of Preferential Allotment
- b) Issuance shares to IIFL Special Opportunities Fund; IIFL Special Opportunities Fund – Series 2; IIFL Special Opportunities Fund – Series 3; IIFL Special Opportunities Fund – Series 4; IIFL Special Opportunities Fund – Series 5; IIFL Special Opportunities Fund – Series 6; and IIFL Special Opportunities Fund – Series 7, by way of Preferential Allotment
- c) Issuance of shares to Augusta Investments II Pte. Ltd. by way of Preferential Allotment
- d) Appointment of Ms. Anuradha Rao (DIN: 07597195) as an Independent Director of the Company

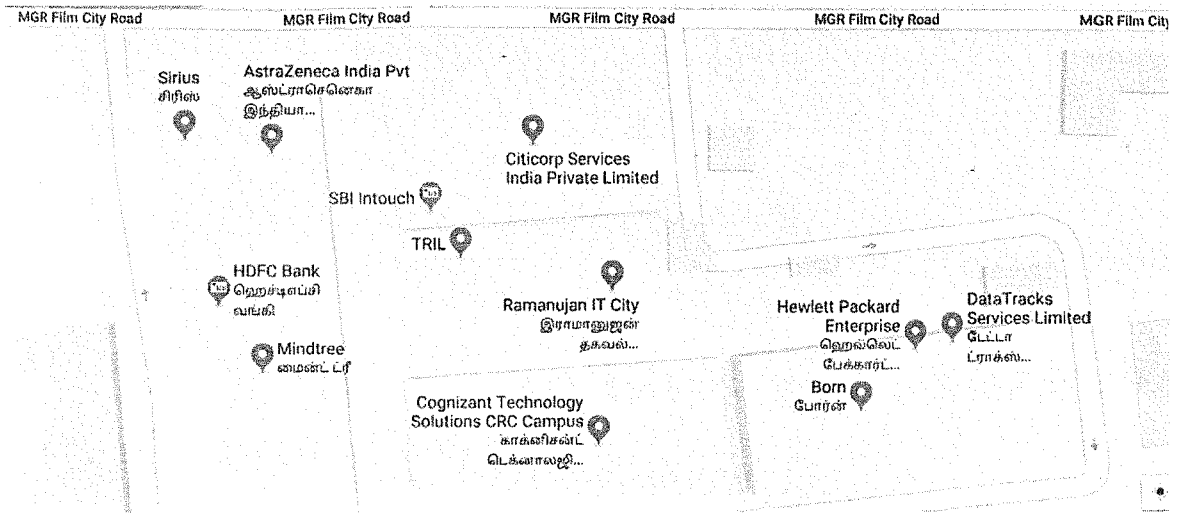
Signed this \_\_\_\_\_ day \_\_\_\_\_ 20

Signature of Shareholder

Signature of Proxy holder(s)



Route map for the venue of EGM



Annexure to the Notice of EGM :-

Shareholding Pattern (on a fully diluted basis) of the Company as on date :-

NAME OF SHAREHOLDER	NO. OF SHARES	% OF HOLDING
Leapfrog Financial Inclusion India (II) Limited	3,54,85,098	28.34%
Dvara Trust	1,66,85,402	13.32%
Accion Africa Asia Investment Company	1,24,70,618	9.96%
FIL Capital Investments Mauritius (II) Limited	1,36,10,748	10.87%
Standard Chartered Bank (Singapore Branch)	1,17,19,705	9.36%
IIFL Special Opportunities Fund	48,35,784	3.86%
IIFL Special Opportunities Fund – Series 2	35,87,433	2.86%
IIFL Special Opportunities Fund – Series 3	15,78,040	1.26%
IIFL Special Opportunities Fund – Series 4	54,23,564	4.33%
IIFL Special Opportunities Fund – Series 5	44,50,157	3.55%
IIFL Special Opportunities Fund – Series 6	1,82,571	0.15%
IIFL Special Opportunities Fund – Series 7	44,06,972	3.52%
Kshama Fernandes	1	0.00%
Bama Balakrishnan	1	0.00%
C Kalyanasundaram	1	0.00%
ESOP Unvested Pool	68,09,275	5.44%
Northern Arc Employee Welfare Trust	42,483	0.03%
Augusta Investments Pte II Ltd.	39,44,774	3.15%
<b>Total</b>	<b>12,52,32,627</b>	<b>100.00%</b>

