



NORTHERN ARC CAPITAL LIMITED
CIN: L65910TN1989PLC017021
Regd. Office: IITM Research Park, 10th Floor, Kanagam Village, Taramani, Chennai - 600 113
Phone no.: 044 6668 7000
E-mail: secretarial@northernarc.com Website: www.northernarc.com

**Disclosure specified under SEBI (Share Based Employee Benefits) Regulations, 2014 and
 Section 62(1)(b) of the act read with rule 12(9) of the companies (share capital & debentures) rules, 2014**

(This disclosure forms part of Annual Report - 2024-25)

A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

Please refer the paragraph on Share-based payments disclosed in note no. 41 forming part of the audited financial statements of the Company for the year ended March 31, 2025.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.

Diluted EPS for the Financial Statements for the Financial Year ended March 31, 2025, is Rs. 22.53.

C. Details of ESOP		Company's Stock Option Plan				
(i) Description of each ESOP that existed at any time during the year:						
Particulars	Scheme I	Scheme II	Scheme IIB	Scheme III	Scheme IV	Scheme IVB
Date of shareholders' approval						
Total number of options approved under ESOP	7,21,371	66,62,500	5,40,000	21,35,024	9,83,000	27,35,000
Vesting requirements						
Exercise price or pricing formula (Rs.)	10	110 121 181 188 210	275	10 181 188 275	324	275

Maximum term of options granted (years)	4 Years	5 Years	5 Years	3 Years	4 Years	4 Years
Source of shares (Primary, Secondary or combination)	Primary	Primary	Primary	Primary	Primary	Primary
Variation in terms of options	-	-	-	-	-	-
(ii) Method used to account for ESOP: Fair Value Methodology						
(iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed: Not applicable						
(iv) Option Movement during the year:						
1.Number of options outstanding at the beginning of the year	Nil	16,03,000	3,19,500	9,21,648	1,50,000	21,60,000
2.Number of options granted during the Year	Nil	Nil	Nil	Nil	8,33,000	5,75,000
3.Number of options forfeited/lapsed during the year	Nil	43,750	61,500	61,537	15000	1,95,000
4.Number of options vested during the year*	Nil	123,000	43,600	42,400	1,12,500	4,16,250
5.Number of options exercised during the year	Nil	1,42,750	Nil	1,47,216	Nil	Nil
6. Number of shares arising as a result of exercise of options	3,82,371	16,31,800	Nil	3,21,295	Nil	Nil
7. Money realized by exercise of options (INR), if the scheme is implemented directly by the company						
8. Loan repaid by the Trust during the year from exercise price received						
9.Number of options outstanding at the end of the year	3,82,371	13,16,500	2,18,000	6,23,501	9,68,000	25,40,000
10.Number of options exercisable at the end of the year	Nil	11,45,500	43,600	5,32,501	1,12,500	7,41,250
Details of ESOP	Employee Stock Option Plan 2016 (ESOP)					
(v) Weighted average exercise price of options granted during the year whose: NA						
i. Exercise price equals market price						
ii. Exercise price is greater than market price						

iii. Exercise price is less than market price							
Weighted average fair value of options granted during the year whose: NA							
i. Exercise price equals market price							
ii. Exercise price is greater than market price							
iii. Exercise price is less than market price							
(vi) Employee-wise details of options granted during the financial year 2024-25 to:							
(a) Senior Managerial personnel	Name	Scheme I	Scheme II	Scheme IIB	Scheme III	Scheme IV	Scheme IVB
	Amit Mandhanya	NIL	NIL	NIL	NIL	50,000	NIL
	C. Kalyanasundaram	NIL	NIL	NIL	NIL	NIL	NIL
	Gaurav Mehrotra	NIL	NIL	NIL	NIL	35000	NIL
	Pardhasaradhi Rallabandi	NIL	NIL	NIL	NIL	50000	NIL
	Saurabh Jaywant	NIL	NIL	NIL	NIL	20000	NIL
	Umasree Parvathy	NIL	NIL	NIL	NIL	20000	NIL
	Gaurav Ajit Shukla	NIL	NIL	NIL	NIL	NIL	140000
	Atul Tibrewal	NIL	NIL	NIL	NIL	50000	NIL
	Prakash Chandra Panda	NIL	NIL	NIL	NIL	16000	NIL
	Ashish Mehrotra	NIL	NIL	NIL	NIL	NIL	3,30,000
(b) Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the Year	Nil						
(c) Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil						

(vii) A description of method and assumptions used to estimate the fair value of options granted during the year:

The fair value has been calculated using the Black Scholes Option Pricing model

Particulars	Details
(a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	<p>Weighted Average share price of options exercised during the FY 2024 -25: INR 140.94</p> <p>Exercise price and weighted average remaining contractual life of outstanding options: Exercise Price – INR 10 to INR 324 Weighted average remaining contractual life of outstanding options – 0.20 to 5</p> <p>Other information: Risk-Free Interest Rate - 6.96% to 7.11% Expected Life -1.07 to 3 Expected volatility - 34.41% to 45.13% Dividend Yield – 0.00% Price of the underlying share in market at the time of the option grant (Rs.) - NA</p>
(b) The method used and the assumptions made to incorporate the effects of expected early exercise;	Please refer to the paragraph on Share-based payments disclosed in note no. 41 forming part of the audited financial statements of the Company for the year ended March 31, 2024.
(c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Please refer to the paragraph on Share-based payments disclosed in note no. 41 forming part of the audited financial statements of the Company for the year ended March 31, 2024.
(d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	NA

Disclosures in respect of grants made in three years prior to IPO under each ESOS until all options granted in the three years prior to the IPO have been exercised or have lapsed, disclosures of the information specified above in respect of such options shall also be made.

Particulars	FY2024-25						FY2023-24						FY2022-23					
	I	II	IIB	III	IV	IVB	I	II	IIB	III	IV	IVB	I	II	IIB	III	IV	IVB
Grants Made	Nil	Nil	Nil	Nil	8,33,000	5,75,000	Nil	Nil	Nil	13,00,00	14,30,000	Nil	Nil	Nil	Nil	Nil	Nil	4,30,000
Grants Exercised	Nil	1,42,750	Nil	1,47,216	Nil	Nil	8,000	4,03,500	4,727	Nil	Nil	Nil	Nil	1,22,000	14,150	Nil	Nil	Nil
Grants Lapsed	Nil	43,750	61,500	61,537	15000	1,95,000	Nil	12,000	40,000	1,02,209	Nil	Nil	15,000	5,89,450	1,57,500	1,57,500	Nil	Nil
D. Details related to ESPS: Not Applicable																		
E. Details related to SAR: Not Applicable																		
F. Details related to GEBS / RBS: Not Applicable																		
