

# 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]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U65910TN1989PLC017021

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCI0979B

(ii) (a) Name of the company

NORTHERN ARC CAPITAL LIMIT

(b) Registered office address

No. 1, Kanagam Village, 10th Floor  
IITM Research Park, Taramani  
Chennai  
Tamil Nadu  
600113

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

srividhya.r@northernarc.com

(d) \*Telephone number with STD code

0446687000

(e) Website

www.northernarc.com

(iii) Date of Incorporation

09/03/1989

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

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

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

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

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NORTHERN ARC INVESTMENT	U74120TN2014PTC095064	Subsidiary	100
2	NORTHERN ARC INVESTMENT	U74900TN2012PTC087839	Subsidiary	100
3	NORTHERN ARC FOUNDATION	U80904TN2019NPL127426	Subsidiary	100
4	PRAGATI FINSERV PRIVATE LIM	U65990TG2021PTC148992	Subsidiary	99.99

## 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	125,000,000	87,921,550	87,921,550	87,921,550
Total amount of equity shares (in Rupees)	1,250,000,000	879,215,500	879,215,500	879,215,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	125,000,000	87,921,550	87,921,550	87,921,550
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,250,000,000	879,215,500	879,215,500	879,215,500

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	79,900,000	41,323,204	41,323,204	41,323,204
Total amount of preference shares (in rupees)	1,400,000,000	826,464,080	826,464,080	826,464,080

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	60,100,000	41,323,204	41,323,204	41,323,204
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees)	1,202,000,000	826,464,080	826,464,080	826,464,080
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	19,800,000	0	0	0
Nominal value per share (in rupees)	10	0	0	
Total amount of preference shares (in rupees)	198,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	87,477,903	87477903	874,779,030	874,779,030	
<b>Increase during the year</b>	0	443,647	443647	4,436,470	4,436,470	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	443,647	443647	4,436,470	4,436,470	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	87,921,550	87921550	879,215,500	879,215,500	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	41,323,204	41323204	826,464,080	826,464,080	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	41,323,204	41323204	826,464,080	826,464,080	

ISIN of the equity shares of the company

INE850M01015

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	28,070,339	10; 10000; 500000; 10000	14,754,809,523
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			14,754,809,523

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	8,450,000,000	12,451,000,000	6,146,190,477	14,754,809,523
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		0

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

(i) Turnover

6,512,856,000

(ii) Net worth of the Company

15,588,602,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	<b>Total</b>	0	0	0	0

**Total number of shareholders (promoters)**

0

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	3	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	66,965,237	76.16	14,887,004	36.03
10.	Others Trust & Alternative Investm	20,956,310	23.84	26,436,200	63.97
	<b>Total</b>	87,921,550	100	41,323,204	100

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

16

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

16

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	0	0
Members (other than promoters)	16	16
Debenture holders	18	26

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	4	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	3	0	0
<b>C. Nominee Directors representing</b>	0	5	0	5	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	5	0	5	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	9	1	8	0	0

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)
KSHAMA FERNANDES	02539429	Managing Director	1	
SAMIR SHAH	00912693	Nominee director	0	
RAJESH DUGAR	00040516	Nominee director	0	03/06/2021
MICHAEL JUDE FERNANDES	00064088	Nominee director	0	
VIJAY CHAKRAVARTH	08020248	Nominee director	0	
AMIT MEHTA	07089427	Nominee director	0	
ANURADHA RAO	07597195	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ASHUTOSH ARVIND P	00026049	Director	0	
PALAMADAI SUNDARA	01173236	Director	0	
SRIVIDHYA R	BDEPS0359G	Company Secretar	0	

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

4

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)
RAJIV LOCHAN	05309534	Director	31/10/2020	Cessation
SUSAN THOMAS	00472794	Director	10/10/2020	Cessation
LEO PURI	01764813	Director	31/10/2020	Cessation
BAMA BALAKRISHNAN	AFWPB6741C	CFO	06/07/2020	Change in Designation

**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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/08/2020	16	15	99.99
Extraordinary General Meet	18/01/2021	16	15	99.99
Extraordinary General Meet	26/02/2021	16	15	99.99

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2020	10	10	100
2	26/06/2020	10	9	90

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	20/08/2020	10	10	100
4	28/10/2020	11	10	90.91
5	09/11/2020	9	9	100
6	30/12/2020	9	6	66.67
7	05/01/2021	9	8	88.89
8	05/02/2021	9	8	88.89

### C. COMMITTEE MEETINGS

Number of meetings held

17

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	26/06/2020	5	3	60
2	Audit Committee	20/08/2020	6	6	100
3	Audit Committee	28/10/2020	7	5	71.43
4	Audit Committee	09/11/2020	5	5	100
5	Audit Committee	04/02/2021	5	4	80
6	Risk Management	26/06/2020	7	6	85.71
7	Risk Management	20/08/2020	7	7	100
8	Risk Management	28/10/2020	6	5	83.33
9	Risk Management	04/02/2021	6	6	100
10	Corporate Social Responsibility	28/10/2020	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 29/11/2021 (Y/N/NA)
		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	

1	KSHAMA FER	8	8	100	5	5	100	Yes
2	SAMIR SHAH	8	7	87.5	7	7	100	Yes
3	RAJESH DUG	8	8	100	11	11	100	No
4	MICHAEL JUL	8	6	75	5	5	100	No
5	VIJAY CHAKR	8	7	87.5	9	9	100	No
6	AMIT MEHTA	8	8	100	8	8	100	No
7	ANURADHA F	8	6	75	11	6	54.55	Yes
8	ASHUTOSH A	5	5	100	3	3	100	No
9	PALAMADAI S	5	5	100	6	6	100	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kshama Fernandes	Managing Director	14,790,730		15,674,654		30,465,384
	Total		14,790,730	0	15,674,654		30,465,384

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BAMA BALAKRISHN	CFO	11,901,550		13,570,740		25,472,290
2	NANDITA GANAPATI	CFO	12,548,973		7,753,400		20,302,373
3	SRIVIDHYA R	COMPANY SECRETARY	3,411,448				3,411,448
	Total		27,861,971	0	21,324,140		49,186,111

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUSAN THOMAS	Independent Director	0	0	0	550,000	550,000
2	RAJIV LOCHAN	Independent Director	0	0	0	900,000	900,000
3	LEO PURI	Independent Director	0	3,250,000	0	900,000	4,150,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	ANURADHA RAO	Independent Dir	0	0	0	950,000	950,000
5	PALAMADAI SUND	Independent Dir	0	1,375,000	0	800,000	2,175,000
6	ASHUTOSH ARVIN	Independent Dir	0	0	0	650,000	650,000
	Total		0	4,625,000	0	4,750,000	9,375,000

#### 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

3

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)
NORTHERN ARC	REGIONAL DIREC	22/10/2020	SECTION 55(2) OF	TRANSFER OF A	100,000
KSHAMA FERNAN	REGIONAL DIREC	22/10/2020	SECTION 55(2) OF	TRANSFER OF A	50,000
R.SRIVIDHYA, CO	EGIONAL DIRECT	22/10/2020	SECTION 55(2) OF	TRANSFER OF A	50,000

#### 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

J.JOTHI AND ASSOCIATES

Whether associate or fellow

Associate  Fellow

Certificate of practice number

14321

**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

 Digitally signed by KSHAMA FERNANDES S Date: 2022.03.28 12:50:50 +05'30'

DIN of the director

02539429

**To be digitally signed by**

 Digitally signed by RAMASAMY SRIVIDHYA Date: 2022.03.28 12:51:38 +05'30'

Company Secretary

Company secretary in practice

Membership number

22261

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Shareholders_31March 2021.pdf
MGT-8.pdf
List of debentureholder_31st March 2021.p
Order.pdf
List of Committee Meetings-2020-21.pdf

<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**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**

**COMMITTEE MEETINGS OF NORTHERN ARC CAPITAL LIMITED HELD DURING FY 2020-21**

S.No	Date of Meeting	Total number of members as on the date of the meeting	Attendance	
			Number of members attended	% of attendance
<b>I.</b>	<b>AUDIT COMMITTEE</b>			
1.	26.06.2020	5	3	60
2.	20.08.2020	6	6	100
3.	28.10.2020	7	5	71.43
4.	09.11.2020	5	5	100
5.	04.02.2021	5	4	80
<b>II.</b>	<b>NOMINATION &amp; REMUNERATION COMMITTEE</b>			
1	04.05.2020	5	5	100
2	14.05.2020(Adjourned Meeting)	5	5	100
3	22.05.2020(Adjourned Meeting)	5	5	100
4	04.08.2020	5	5	100
5	28.10.2020	5	5	100
6	19.12.2020	4	4	100
7	04.02.2021	4	3	80
<b>III.</b>	<b>CORPORATE SOCIAL RESPONSIBILITY COMMITTEE</b>			
1	28.10.2020	3	3	100
<b>IV.</b>	<b>RISK MANAGEMENT COMMITTEE</b>			
1.	26.06.2020	7	6	85.71
2.	20.08.2020	7	7	100
3.	28.10.2020	6	5	83.33
4.	04.02.2021	6	5	83.33

**LIST OF DEBENTURE HOLDERS AS ON 31<sup>ST</sup> MARCH 2021**

SL No.	NAME OF DEBENTUREHOLDERS	NO. OF UNITS	AMOUNT OUTSTANDING AS ON 31 <sup>ST</sup> MARCH 2021 (IN INR)
1.	BlueOrchard Microfinance Fund	750	750,000,000
2.	Karvy Capital Limited, Excel Portfolio	300,00,000	280,000,000
3.	Nederlandse Financierings- Maatschappij voor Ontwikkelingslanden	1000	1000,000,000
4.	Nederlandse Financierings- Maatschappij voor Ontwikkelingslanden	1000	85,71,42,857
5.	Bank of India	250	25,00,00,000
6.	Union Bank of India	250	25,00,00,000
7.	Bank of Baroda	500	41,66,66,666
8.	Union Bank of India	500	50,00,00,000
9.	Ladderup Wealth Management Private Limited	7500	7,50,00,000
10.	Punjab National Bank	500	50,00,00,000
11.	Indian Bank	1500	1,50,00,00,000
12.	BlueOrchard Microfinance Fund	1000	1,00,00,00,000
13.	Bank of Baroda	1500	1,50,00,00,000
14.	Asian Development Bank	2949	2949000000
15.	UNIFI AIF	12500	12,50,00,000/-
16.	UNIFI AIF	12500	12,50,00,000/-
17.	Arhya Wealth and Investments Pvt Ltd	1500	1,50,00,000
18.	Enhancer Trading Private Limited	500	50,00,000
19.	Nagesh Magan Lal Patel	2000	2,00,00,000
20.	Motilal Oswal Wealth Management Limited	19200	19,20,00,000
21.	NEDERLANDSE FINANCIERINGS- MAATSCHAPPIJ VOOR ONTWIKKELINGSLAN DEN N.V (FMO)	1800	180,00,00,000
22.	Kamal Kishore Sharma	100	5,00,00,000
23.	Motilal Oswal Wealth Management Limited	596	29,80,00,000
24.	Sudhinda Krishan Khanna	254	12,70,00,000
25.	Motilal Oswal Wealth Management Limited	40	2,00,00,000
26.	ACSYS INVESTMENTS PRIVATE LIMITED	150	15,00,00,000

**For Northern Arc Capital Limited**



**R. Srividhya  
Company Secretary**



**Northern Arc Capital Limited**

10th Floor, Phase-I, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai 600 113, India  
+91 44 6668 7000 | contact@northernarc.com | northernarc.com

CIN.: U65910TN1989PLCO17021

**List of Shareholders of Northern Arc Capital Limited as on 31<sup>st</sup> March 2021**

**Equity Shares (face value of INR 10 each) :-**

Name of shareholder	No. Of shares	% of holding
Leapfrog Financial Inclusion India (II) Limited	2,99,52,665	34.07%
Dvara Trust	1,28,78,682	14.65%
Accion Africa Asia Investment Company	76,99,529	8.76%
Eight Roads Investments Mauritius (II) Limited	19,79,859	2.25%
Augusta Investments Pte II Ltd.	2,03,28,820	23.12%
IIFL Special Opportunities Fund	25,60,798	2.91%
IIFL Special Opportunities Fund – Series 2	6,14,899	0.70%
IIFL Special Opportunities Fund – Series 3	2,70,482	0.31%
IIFL Special Opportunities Fund – Series 4	9,29,618	1.06%
IIFL Special Opportunities Fund – Series 5	7,62,773	0.87%
IIFL Special Opportunities Fund – Series 7	24,31,928	2.77%
Kshama Fernandes	1	0.00%
Bama Balakrishnan	1	0.00%
C Kalyanasundaram	1	0.00%
Northern Arc Employee Welfare Trust	5,07,130	0.58%
Sumitomo Mitsui Banking Corporation	70,04,364	7.97%
<b>TOTAL</b>	<b>8,79,21,550</b>	<b>100.00%</b>

**Cumulative Convertible Preference Shares (face value of INR 20 each) :-**

Name of shareholder	No. Of shares	% of holding
Eight Roads Investments Mauritius (II) Limited	1,16,30,889	28.15%
Augusta Investments II Pte. Ltd.	32,56,115	7.88%
IIFL Special Opportunities Fund	41,61,142	10.07%
IIFL Special Opportunities Fund – Series 2	43,71,781	10.58%
IIFL Special Opportunities Fund – Series 3	19,23,059	4.65%
IIFL Special Opportunities Fund – Series 4	66,09,362	15.99%
IIFL Special Opportunities Fund – Series 5	54,23,128	13.12%
IIFL Special Opportunities Fund – Series 6	2,53,781	0.62%
IIFL Special Opportunities Fund – Series 7	36,93,947	8.94%
<b>TOTAL</b>	<b>4,13,23,204</b>	<b>100.00%</b>

**For Northern Arc Capital Limited**



**R. Srividhya  
Company Secretary**



**Northern Arc Capital Limited**

10th Floor, Phase-I, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai 600 113, India  
+91 44 6668 7000 | contact@northernarc.com | northernarc.com

CIN.: U65910TN1989PLC017021



# J. JOTHI & ASSOCIATES

Practicing Company Secretaries

Form No.MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

## CERTIFICATE BY A COMPANY SECRETARY INPRACTICE

We have examined the registers, records and books and papers of **NORTHERN ARC CAPITAL LIMITED (CIN: U65910TN1989PLC017021)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31.03.2021**. In our opinion and the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, 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 there in within the time prescribed here for.
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies are within the prescribed time; No forms or returns were required to be filed with the Regional Director, Central Government, the Tribunal, Court or other authorities during the period during review.
  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 and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.





# J. JOTHI & ASSOCIATES

## Practicing Company Secretaries

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5. Closure of Register of Members / Security holders :-the company was not required to close the Register of Members / Security holders.
6. Advances/ loans to its Directors and/or persons or firms or companies referred in section 185 of the Act: - During the year under review the Company has not made any 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: - Contracts/arrangements with related parties which were in the ordinary course of business and on the arm's length basis as specified in section 188 of the Act.
8. Allotment of securities ~~or transfer or transmission or buyback 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 no transfer of shares in compliance with the provisions of the Act: During the period under review the company has no instances falling under this category.
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: -During the period under review the company has no instances falling under this category.
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.





# J. JOTHI & ASSOCIATES

## Practicing Company Secretaries

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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; During the period under review the company was not required to obtain approvals from Central Government, Regional Director, Registrar, Court, NCLT or such other authorities under the provisions of the Act. However, the company has received an order for no.CA 38/Sec 441/RD (SR)/2020-21 from Regional Director (Southern Region), Ministry of Corporate affairs dated 22.10.2020.
15. Acceptance/renewal/repayment of deposits: The company has not accepted/renewed/repaid deposits during the period under review.
16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable: - During the year under review there was no borrowings from its director, members, public financial institutions. With regard to borrowing from banks and others, the company has filed relevant forms with Registrar of Companies for creation/modification/satisfaction of charge.
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: - The investments made by the Company does not attract the provisions of the section 186 of the Act by virtue that the Company being a Non-Banking Financial Company (Non-Deposit accepting) registered with Reserve Bank of India, 1934.





# J. JOTHI & ASSOCIATES

Practicing Company Secretaries

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18. Alteration of the provisions of the memorandum and/or articles of association of the company: -During the period under review the company has altered the Articles of Association (AOA) with the shareholders approval dated 26/02/2021.

There was no change made in the Memorandum of Association (MOA) during the year under review.

Place: Chennai  
Date:25.03.2022

UDIN: F011674C003138633

For J. JOTHI AND ASSOCIATES

  
J. JOTHI  
PARTNER

M.No.:F11674  
(C. P. No.: 14321)



E.Mail : [roc.chennai@mca.gov.in](mailto:roc.chennai@mca.gov.in)

वेबसाईट [www.mca.gov.in](http://www.mca.gov.in)



फैक्स : 044-28234298

दूर : 28272676

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(D) 28277182

भारत सरकार  
GOVERNMENT OF INDIA  
कारपोरेट कार्य मंत्रालय  
MINISTRY OF CORPORATE AFFAIRS  
कम्पनी पन्जीयक का कार्यालय, तमिलनाडु चेन्नै  
OFFICE OF THE REGISTRAR OF COMPANIES, TAMILNADU, CHENNAI  
'शास्त्री भवन', II मंजिल, 26, हाडोस रोड, चेन्नै - 600 006.  
"SHASTRI BHAVAN", II FLOOR, 26, HADDOWS ROAD, CHENNAI - 600 006.

Ref:No.ROC-CHN/96-AGM/2021

## **ORDER**

**Extension of time for holding of Annual General Meeting (AGM) for the Financial year ended on 31.03.2021.**

\*\*\*\*\*

Order: Extension of time for holding of Annual General Meeting (AGM) for the financial year ended on 31.03.2021 in terms of third proviso to section 96(1) of Companies Act, 2013 (the Act).

1. Whereas sub-section (1) of section 96 of the companies Act, 2013 (the Act) provides, inter-alia, that every company, other than a One-person Company, shall in each year hold in addition to any other meetings, a general meeting as its Annual General Meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next;
2. And whereas, the first proviso to sub-section (1) of section 96 of the Act provides that in case of the first AGM, it shall be held within a period of nine months from the date of closing of the first financial year of the company and in any other case, within a period of six months, from the date of closing of the financial year.
3. And whereas, the third proviso to section 96(1) of the Act provides that the Registrar may, for any special reason, extend the time within which any Annual General Meeting, other than the first Annual General Meeting, shall be held, by a period not exceeding three months.
4. And whereas, various representations have been received from the Companies, Industry bodies and Professional Institutes pointing out that several companies are finding it difficult to hold their AGM for the financial year ended on 31.03.2021 due to the difficulties faced in view of the Covid-19 Pandemic.
5. And whereas, the representations have been considered and the undersigned is of the considered opinion that due to such unprecedented special reason, the time within which the AGM for the financial year ended on 31.03.2021 is required to be held as per provision of sub-section (1) of the section 96 ought to be extended in terms of the third proviso to section 96(1).

6. Now, therefore in terms of power vested with the undersigned under the third proviso to sub-section (1) of the section 96 of the Act, I hereby extend the time to hold the AGM, other than the first AGM for the financial year ended on 31.03.2021 for companies within the jurisdiction of this office, which are unable to hold their AGM for such period within the due date of holding the AGM by a period of Two Months from the due date by which the AGM ought to have been held in accordance with the provisions of sub-section (1) to section 96 of the Act, without requiring the companies to file applications for seeking such extension by filling the prescribed FORM No.GNL-1.

**Explanation I:** It is hereby clarified that the extension granted under this order shall also cover the:

- i. Pending applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, which are yet to be approved.
- ii. Applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, which were rejected.
- iii. Applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, where the extension approved was for a period less than Two Months.

**Explanation II:** It is also clarified that the extension granted under this order shall not cover the applications filed in form GNL-1 for the extension of AGM for the financial year ended on 31.03.2021, where the extension approved was for a period of more than Two Months

  
(K.G.JOSEPH JACKSON)  
REGISTRAR OF COMPANIES  
TAMILNADU, ANDAMAN &  
NICOBAR ISLANDS, CHENNAI.

**Place:Chennai**

**Date:23.09.2021.**