

# Integrated Governance

## NORTHERN ARC CAPITAL LIMITED

### General information about company

Scrip code	544260
NSE Symbol	NORTHARC
MSEI Symbol	NOTLISTED
ISIN	INE850M01015
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter Type	Quarterly
Date of Quarter Ending	31-12-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false The Company has not acquired any shares or voting rights in unlisted companies during the reporting quarter December 31, 2025.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false No fines or penalties have been levied on the Company during the reporting quarter December 31, 2025
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false The company does not have any ongoing tax litigations or disputes during the reporting quarter December 31, 2025
Risk management committee	true
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities
Is SCORE ID Available ?	true
SCORE Registration ID	i00470
Reason For No SCORE ID	
Type of Submission	Revision
Remarks (website dissemination)	

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												Textual Information(1)												
Whether the listed entity has a Regular Chairperson												true												
Whether Chairperson is related to MD or CEO												false												
												Disqualification of Directors under section 164 of the Companies Act, 2013												
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Palamadai Sundararajan Jayakumar	01173236	Non-Executive - Independent Director	Chairperson		false				Active	NA		15-10-2020	15-10-2023		26	7	7	7	3			
2	Mr	Ashutosh Arvind Pednekar	00026049	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-09-2020	15-09-2023		27	2	2	3	3			
3	Ms	Anuradha Rao	07597195	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		31-10-2025		30-10-2025		3	2	2	0	Tenure Completion		
4	Mr	Vijay Nallan Chakravarthi	08020248	Non-Executive - Nominee Director	Not Applicable		false				Active	NA		19-01-2018	19-12-2024			1	0	3	0			
5	Mr	Michael Jude Fernandes	00064088	Non-Executive - Nominee Director	Not Applicable		false				Active	NA		28-03-2014	18-12-2023			1	0	1	0			
6	Ms	Kshama Fernandes	02539429	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		01-08-2012	06-05-2025			3	2	6	1			
7	Mr	Ashish Mehrotra	07277318	Executive Director	Not Applicable	CEO-MD	false				Active	NA		14-02-2022	01-04-2022			1	0	1	0			
8	Mr	Sandeep Dhar	00182797	Non-Executive - Independent Director	Not Applicable		false				Active	NA		07-05-2025	07-05-2025		7.25	1	1	2	0			
9	Ms	Vidya Krishnan	09669166	Non-Executive - Independent Director	Not Applicable		false				Active	NA		31-10-2025	31-10-2025		2.01	1	1	2	1			

### Text Block

Textual Information(1)

Ms. Anuradha Rao ceased to hold office as a Non-Executive, Independent Director of the Company upon the completion of her second term, with effect from the close of business hours on October 30, 2025. Upon expiry of her term as an Independent Director, Ms. Anuradha Rao has been appointed as an Additional Director (Non-Executive Non-Independent) of the Company with effect from October 31, 2025, subject to the approval of the shareholders of the Company. Ms. Vidya Krishnan (DIN: 09669166) has been appointed as the Additional Director (Non-Executive Independent) of the Company for a period of 5 consecutive years with effect from October 31, 2025, subject to the approval of the shareholders of the Company. In this regard, the Company has circulated the Postal Ballot Notice dated December 13, 2025 seeking the approval of the shareholders and the results of which shall be declared on or before January 28, 2026.

## Annexure I

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory	
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### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00026049	Ashutosh Arvind Pednekar	Non-Executive - Independent Director	Chairperson	28-10-2020		
2	01173236	Palamadai Sundararajan Jayakumar	Non-Executive - Independent Director	Member	28-10-2020		
3	07597195	Anuradha Rao	Non-Executive - Non Independent Director	Member	05-02-2020		Textual Information(1)
4	00182797	Sandeep Dhar	Non-Executive - Independent Director	Member	07-05-2025		
5	08020248	Vijay Nallan Chakravarthi	Non-Executive - Nominee Director	Member	07-05-2025		
6	09669166	Vidya Krishnan	Non-Executive - Independent Director	Member	31-10-2025		

**Text Block**

Textual Information(1)

Ms. Anuradha Rao ceased to hold office as a Non-Executive, Independent Director of the Company upon the completion of her second term, with effect from the close of business hours on October 30, 2025. Upon expiry of her term as an Independent Director, she has been appointed as an Additional Director (Non Executive Non-Independent Director) of the Company with effect from October 31, 2025 subject to the approval of the shareholders of the Company. In this regard, the Company has circulated a Postal Ballot Notice dated December 13, 2025 seeking the approval of the shareholders and the results of which shall be declared on or before January 28, 2026. Accordingly, her term as a member of the Audit Committee in the capacity of Non-Executive Independent Director lasted till October 30, 2025. Thereafter, the Board inducted her as a member of audit committee with effect from October 31, 2025, in her capacity as an Additional Director (Non-executive, Non-independent).

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07597195	Anuradha Rao	Non-Executive - Non Independent Director	Chairperson	28-10-2020	30-10-2025	
2	09669166	Vidya Krishnan	Non-Executive - Independent Director	Chairperson	31-10-2025		
3	01173236	Palamadai Sundararajan Jayakumar	Non-Executive - Independent Director	Member	28-10-2020		
4	00064088	Michael Jude Fernandes	Non-Executive - Nominee Director	Member	07-07-2021		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09669166	Vidya Krishnan	Non-Executive - Independent Director	Chairperson	31-10-2025		
2	07597195	Anuradha Rao	Non-Executive - Non Independent Director	Member	07-07-2021		Textual Information(1)
3	07277318	Ashish Mehrotra	Executive Director	Member	10-05-2022		
4	02539429	Kshama Fernandes	Non-Executive - Non Independent Director	Member	07-07-2021		
5	00064088	Michael Jude Fernandes	Non-Executive - Nominee Director	Member	07-07-2021		
6	08020248	Vijay Nallan Chakravarthi	Non-Executive - Nominee Director	Member	29-07-2025		

**Text Block**

Textual Information(1)

Ms. Anuradha Rao ceased to hold office as a Non-Executive, Independent Director of the Company upon the completion of her second term, with effect from the close of business hours on October 30, 2025. Upon expiry of her term as an Independent Director, she has been appointed as an Additional Director (Non Executive Non-Independent Director) of the Company with effect from October 31, 2025 subject to the approval of the shareholders of the Company. In this regard, the Company has circulated a Postal Ballot Notice dated December 13, 2025 seeking the approval of the shareholders and the results of which shall be declared on or before January 28, 2026. Accordingly, her term as a Chairperson of the Stakeholder Relationship Committee in the capacity of Non-Executive Independent Director lasted till October 30, 2025. Thereafter, the Board inducted her as a member of Stakeholder Relationship Committee with effect from October 31, 2025, in her capacity as an Additional Director (Non-executive, Non-independent).

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09669166	Vidya Krishnan	Non-Executive - Independent Director	Chairperson	31-10-2025		
2	07597195	Anuradha Rao	Non-Executive - Non Independent Director	Member	05-02-2020		Textual Information(1)
3	01173236	Palamadai Sundararajan Jayakumar	Non-Executive - Independent Director	Member	10-05-2022		
4	00064088	Michael Jude Fernandes	Non-Executive - Nominee Director	Member	05-05-2014		
5	08020248	Vijay Nallan Chakravarthi	Non-Executive - Nominee Director	Member	11-05-2018		
6	02539429	Kshama Fernandes	Non-Executive - Non Independent Director	Member	05-05-2014		
7	07277318	Ashish Mehrotra	Executive Director	Member	10-05-2022		
8	00026049	Ashutosh Arvind Pednekar	Non-Executive - Independent Director	Member	28-10-2024		
9	00182797	Sandeep Dhar	Non-Executive - Independent Director	Member	29-07-2025		

**Text Block**

Textual Information(1)

Ms. Anuradha Rao ceased to hold office as a Non-Executive, Independent Director of the Company upon the completion of her second term, with effect from the close of business hours on October 30, 2025. Upon expiry of her term as an Independent Director, she has been appointed as an Additional Director (Non Executive Non-Independent Director) of the Company with effect from October 31, 2025 subject to the approval of the shareholders of the Company. In this regard, the Company has circulated a Postal Ballot Notice dated December 13, 2025 seeking the approval of the shareholders and the results of which shall be declared on or before January 28, 2026. Accordingly, her term as a Chairperson of the Risk Management Committee in the capacity of Non-Executive Independent Director lasted till October 30, 2025. Thereafter, the Board inducted her as a member of Risk Management Committee with effect from October 31, 2025, in her capacity as an Additional Director (Non-executive, Non-independent).

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00026049	Ashutosh Arvind Pednekar	Non-Executive - Independent Director	Chairperson	28-10-2020		
2	00064088	Michael Jude Fernandes	Non-Executive - Nominee Director	Member	05-05-2014		
3	02539429	Kshama Fernandes	Non-Executive - Non Independent Director	Member	24-01-2017		
4	07277318	Ashish Mehrotra	Executive Director	Member	10-05-2022		

### Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

### Annexure I

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	02-07-2025			true	8	6	2
2	29-07-2025	26		true	8	8	4
3	12-09-2025	44		true	8	7	3
4	31-10-2025	48		true	7	7	3
5	11-12-2025	40		true	9	8	3
6	13-12-2025	1	The Board meeting held on 11th December 2025 was adjourned and subsequently held on 13th December 2025.	true	9	8	3

## Annexure I

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	29-07-2025				true	5	5	4	0
2	Audit Committee	19-08-2025	20			true	5	5	4	0
3	Audit Committee	31-10-2025	72			true	4	4	3	0
4	Audit Committee	20-11-2025	19			true	6	6	4	0
5	Nomination and remuneration committee	30-10-2025				true	3	3	2	0
6	Stakeholders Relationship Committee	28-07-2025				true	4	4	1	0
7	Stakeholders Relationship Committee	30-10-2025	93			true	5	5	1	0
8	Risk Management Committee	02-07-2025				true	7	6	2	0
9	Risk Management Committee	28-07-2025	25			true	7	7	3	0
10	Risk Management Committee	10-09-2025	43			true	8	7	3	0
11	Risk Management Committee	30-10-2025	49			true	8	8	4	0
12	Corporate Social Responsibility Committee	28-07-2025				true	4	4	1	0
13	Corporate Social Responsibility Committee	30-10-2025	93			true	4	4	1	0

## Annexure I

### V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

### Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Prakash Chandra Panda
2	Designation	Company Secretary and Compliance Officer

### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		false
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

### Signatory Details

Name of signatory	Prakash Chandra Panda
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	20-01-2026

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies

Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
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No records available

**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				