

To, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 <b>Scrip Code: 544260</b>	To, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 <b>Scrip Symbol: NORTHARC</b>
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**Sub.: Intimation pursuant to Regulation 30 & 51 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Circular”) – Outcome of the 17<sup>th</sup> Annual General Meeting .**

In continuation to our intimation NACL/02/AUG/2024-25 dated August 03, 2025, we would like to inform that the Shareholders of Northern Arc Capital Limited (“the Company”) at their 17<sup>th</sup> Annual General Meeting held on Monday, August 25, 2025, had approved, the following resolutions with requisite majority:

<b>Resolution no.</b>	<b>Subject matter of resolution</b>
1.	Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon
2.	Appointment of Mr. Michael Jude Fernandes (DIN: 00064088), as a director, liable to retire by rotation.
3.	Appointment of M/s. Alagar & Associates, Company Secretaries as Secretarial Auditors of the Company for a period of 5 (three) consecutive years, from April 01, 2025, to March 31, 2030. <b><i>Disclosures as per SEBI Circular dated November 11, 2024, is enclosed as Annexure.</i></b>
4.	Creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 not exceeding INR 15,000 Crores
5.	Increase in borrowing powers in excess of the paid-up share capital, free reserves and securities premium of the Company pursuant to Section 180(1) (c) of the Companies Act, 2013 not exceeding INR 15,000 Crores
6.	Offer and Issue of Non-Convertible Debentures, in one or more tranches on a private placement basis up to INR 5000 Crores. <b><i>Disclosures as per SEBI Master Circular dated November 11, 2024, enclosed as Annexure.</i></b>
7.	Increase of Employee Stock Option Pool from 90,07,758 employee stock options (“ESOPs”) to 94,78,967 ESOPs by creating additional employee stock option pool of 4,71,209 ESOPs under Northern Arc Employee Stock Option Plan 2016.
8.	Revision in payment of remuneration by way of commission to Mr. P S Jayakumar (DIN: 01173236) as Non-Executive Independent Director and Chairperson of the Company.
9.	Revision in the terms of managerial remuneration of Mr. Ashish Mehrotra (DIN: 07277318), Managing Director & Chief Executive Officer of the Company.

This intimation is also being uploaded on the Company’s website at <https://www.northernarc.com/disclosures-sebi-regulations>

**For Northern Arc Capital Limited**

**Prakash Chandra Panda**  
Company Secretary & Compliance Officer

**Northern Arc Capital Limited**

Registered Office:

10th Floor, Phase-I, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai – 600 113, India

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CIN.: L65910TN1989PLCO17021

**ANNEXURE**

**1. Appointment of M/s. Alagar & Associates as the Secretarial Auditors of the Company:**

S. No.	Particulars	Details
(i)	Reason for change viz. appointment, <del>resignation, removal, death or otherwise</del>	The tenure of the secretarial auditors M/s. M Damodaran and Associates, practicing Company Secretaries has concluded with the completion of the audit for the financial year 2024-25 and therefore pursuant to Regulation 24A of SEBI Listing Regulations, M/s. Alagar & Associates, Practising Company Secretaries, Chennai, has been appointed as the Secretarial Auditors by the shareholders of the Company for a term of five consecutive years from April 01, 2025 to March 31, 2030.
(ii)	Date of appointment <del>/cessation</del> (as applicable) and term of appointment	The Board of Directors at its meeting held on May 19, 2025, has recommended the appointment of M/s. Alagar & Associates as the Secretarial Auditors of the Company which was subject to approval by the Shareholders. The shareholders of the Company at the 17 <sup>th</sup> Annual General Meeting dated August 25, 2025 have approved the appointment of Secretarial Auditors for a term of 5 (five) consecutive years from April 01, 2025, to March 31, 2030.
(iii)	Brief Profile	<p>M/s. Alagar &amp; Associates ("the firm") is a pre-eminent, peer-reviewed firm of Practising Company Secretaries, registered with the Institute of Company Secretaries of India (Firm Registration No. L2025TN019200).</p> <p>The firm is backed by a team of seasoned professionals including Company Secretaries and lawyers, with extensive experience in corporate secretarial matters, Secretarial Audit function, FEMA and SEBI compliance and renders advisory and compliance services across a range of sectors including Technology, Healthcare, Manufacturing, Financial Services and Shared Services space.</p> <p>With over 15 years of professional standing, the firm offers comprehensive services in corporate legal secretarial and compliance matters, secretarial audit, legal due diligence, mergers and acquisitions (M&amp;A), FEMA and SEBI compliance, business valuation, and transaction advisory.</p>
(iv)	Disclosure of relationships between directors (in case of appointment of a director)	Not applicable.

**2. Offer and issue of Non-Convertible Debentures, in one or more tranches on a private placement basis up to INR 5000**

**Crores:**

S. No.	Particulars	Details
(i)	Type of securities proposed to be issued (viz. equity shares, convertibles etc.,)	Non-Convertible Debentures
(ii)	Type of the Issue	Private Placement
(iii)	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Upto a maximum of INR 5,000 Crores (Rupees Five Thousand Crores only)
<b>In case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s):</b>		
(iv)	Size of the issue	Upto a maximum of INR 5,000 Crores (Rupees Five Thousand Crores only)
(v)	Whether proposed to be listed? If Yes, Name of Stock Exchange	Would be decided at the time of issue and allotment of debentures.
(vi)	Tenor of the instrument	
(vii)	Date of allotment	
(viii)	Date of maturity	
(ix)	Coupon/interest offered	
(x)	Schedule of payment of coupon/interest and principal	
(xi)	Charge/security, if any, created over the assets	
(xii)	Special right / interest/ privileges attached to the instrument and changes thereof	
(xiii)	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	
(xiv)	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	
(xv)	Details of redemption of debentures indicating the manner of redemption (whether out of profits or out of fresh issue)	
(xvi)	Any cancellation or termination of proposal for issuance of securities including reasons thereof	

**Northern Arc Capital Limited**

**Registered Office:**

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