



NORTHERN ARC CAPITAL LIMITED
(CIN: L65910TN1989PLC017021)

Registered Office: 10th Floor, IITM Research Park, Kanagam Village, Taramani, Chennai -600 113
[Tel: 44 6668 7000] [E-mail: cs@northernarc.com] [Website: www.northernarc.com]

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given to the Members of Northern Arc Capital Limited (“**the Company**”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended (“**the Rules**”) and in accordance with the guidelines as prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding of general meeting/postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 3/2025 dated September 22, 2025 (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) read with SEBI circulars, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the resolutions as set out in this Notice are proposed for consideration by the Members of the Company and passed through Postal Ballot by voting through electronic means (‘remote e-voting’).

The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102 of the Act, and any other applicable provisions if any, setting out the information and material facts, are appended herewith to this Postal Ballot Notice for your consideration. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on December 13, 2025 has appointed M/s. Genicon Legal LLP, Advocates and Advisors Represented by its Designated Partner Mr. N. A. Srinivasan FCS: 7257 and Advocate Registration Number: M/s 2065/2006 failing him Ms. Jamuna S, Practising Company Secretary (M. No. 74911) as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time the Company has extended e-voting facility to its members. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (“**NSDL**”). The e-voting facility is available from Friday, December 26, 2025 (09:00 A.M. IST) till Saturday, January 24, 2026 (05:00 P.M. IST). Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time. For e-voting, please read the “process/instructions for e-voting” carefully enumerated in the notes to the Postal Ballot Notice.

The Postal Ballot Notice has also been uploaded on the Company’s website at <https://www.northernarc.com>

The Scrutinizer, after completion of the scrutiny, will submit his report to the company on or before Wednesday, January 28, 2026. The result of the postal ballot will be announced on or before Wednesday, January 28, 2026, and displayed at the Company’s registered office. In addition to the results being communicated to the stock exchanges, the results along with the Scrutinizer’s report will also be placed on the Company’s website at <https://www.northernarc.com> and on the website of NSDL.

Special Businesses:

Item No. 1 – Appointment of Ms. Vidya Krishnan (DIN: 09669166) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with relevant Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16(1)(b), 17(1C) and 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (“Listing Regulations”) and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and the applicable provisions of the Articles of Association of the company and on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Ms. Vidya Krishnan (DIN: 09669166), who was appointed as an Additional Director, (Independent Category) of the Company with effect from October 31, 2025, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of the Listing Regulations, in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years i.e., from October 31, 2025 till October 30, 2030 (both days inclusive).

RESOLVED FURTHER THAT Ms. Vidya Krishnan shall be entitled to receive sitting fees for attending the meetings of Board and its Committees within the overall limits prescribed under the Act and as recommended by the Nomination and Remuneration Committee and approved by the Board from time to time.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit including the filing of necessary forms and returns with the Registrar of Companies (RoC) and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

Item No. 2 – Appointment of Ms. Anuradha Rao (DIN: 07597195), as Non-executive Non-Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17(1C) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Ms. Anuradha Rao (DIN: 07597195), who was appointed as an Additional Director, (Non-executive and Non-Independent) of the Company by the Board of Directors for a period of One (1) year with effect from October 31, 2025 under Section 161(1) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a member, proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Ms. Anuradha Rao (DIN: 07597195), shall be entitled to receive sitting fees for attending the meetings of Board and its Committees within the overall limits prescribed under the Act and, as recommended by the Nomination and Remuneration Committee and approved by the Board from time to time.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit including the filing of necessary forms and returns with the Registrar of Companies (RoC) and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

**By Order of the Board of Directors
For Northern Arc Capital Limited**

**Sd/-
Prakash Chandra Panda
Company Secretary & Compliance Officer
Membership No.: A22585**

Place: Chennai

Date: December 13, 2025

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Businesses detailed above and the relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment are also part of this Notice.
2. In compliance with MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (‘Depositories’) as on **Friday, December 12, 2025 (cut-off date)** and whose e-mail IDs are registered with the Company / Depositories. A person who is not a member as on the (cut-off date) should treat this Notice of Postal Ballot for information purposes only.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members. The Members will have the option to vote only through remote e-Voting and voting through physical ballot papers will not be provided.
4. In compliance with provisions of section 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the members of the Company as on the cut-off date. For this purpose, the Company has entered into an agreement with NSDL to facilitate e-voting to enable the members to cast their votes electronically.
5. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date fixed for the purpose.
6. Members may note that the Notice of Postal Ballot will also be available on the Company’s website at <https://www.northernarc.com/> and on websites of the Stock Exchanges where equity shares of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively., and on NSDL website at www.evoting.nsdl.com.
7. All documents referred to in the Notice and Explanatory statement shall be available for inspection through electronic mode until the last day of remote e-voting, basis request being sent on cs@northernarc.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The postal ballot e-voting schedule as under:

Commencement of voting (Start date)	Close of voting (End date)	Results announcement date
Friday, December 26, 2025, at 9.00 a.m. IST	Saturday, January 24, 2026, at 5.00 p.m. IST	On or before Wednesday, January 28, 2026

9. The Board of Directors has appointed M/s. Genicon Legal LLP, Advocates and Advisors Firm Represented by its Designated Partner Mr. N. A. Srinivasan FCS: 7257 and Advocate Registration Number: M/s 2065/2006 failing him Ms. Jamuna S, Practising Company Secretary (M. No. 74911) as the Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.

10. The Scrutinizer will submit his report to the Chairperson or any other person authorized by him after completion of the scrutiny and the results of e-voting by Postal Ballot will be announced on or before Wednesday, January 28, 2026. The resolution, if passed by requisite majority shall be deemed to have been passed on Wednesday, January 28, 2026, being the last date specified by the Company for remote e-voting.
11. The declared results along with the Scrutinizer's Report shall be forwarded to the BSE Limited and the National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., www.northernarc.com and website of NSDL at <https://www.evoting.nsdl.com/>.
12. **The instructions for shareholders for e-voting are as under:**
 - a) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
 - b) Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
 - c) Method of login for Individual Members holding the securities in demat mode:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular **SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see

e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

<p>a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
<p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p>
<p>8. Now, you will have to click on "Login" button.</p>
<p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nas@genicon.net and jamuna@geniconcs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi M, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@northernarc.com If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 & ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item no. 1:

Appointment of Ms. Vidya Krishnan (DIN: 09669166) as an Independent Director of the Company

(i.) Background

Pursuant to the provisions of Sections 149, 152, 161 and Schedule IV of the Companies Act, 2013 (the Act) and based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on October 31, 2025, had appointed Ms. Vidya Krishnan (DIN: 09669166) as an Additional Director (Independent Category) of the Company, for the first term of five consecutive years commencing from October 31, 2025 till October 30, 2030, not liable to retire by rotation, subject to the approval of shareholders of the Company.

Ms. Vidya Krishnan (DIN: 09669166) is not disqualified from being appointed as a director in terms of Section 164 of the Act. She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given her consent to act as a director of the Company.

The Company has also received declaration from her that she meets the criteria of independence as prescribed, both, under section 149(6) & (7) of the Act and Regulation 16(1)(b) and 25 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and meets the Fit and Proper criteria prescribed by the Reserve Bank of India ('RBI') and other applicable guidelines/circulars issued from time to time.

The Nomination and Remuneration Committee (NRC) and Board of Directors have conducted thorough due diligence on Ms. Vidya Krishnan and scrutinized the declarations / disclosures submitted by her. In the opinion of NRC and Board of Directors, Ms. Vidya Krishnan fulfils the conditions for appointment as an Independent Director as specified in the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the Act and the Listing Regulations and she is independent of the management and possesses integrity, appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. Her association would be of immense benefit and add value to the Company.

(ii.) Legal Position and Compliance with Law

Pursuant to Regulation 17(1)(a) of the SEBI Listing Regulations, the Board of directors of a listed entities is required to have an optimum combination of executive and non-executive directors with at least one-woman director and in case of the top 1000 listed entities, the Board shall have at least One independent woman director.

Since the tenure of Ms. Anuradha Rao (DIN: 07597195) as an Independent Director of the Company stands completed on October 30, 2025, the Company has appointed Ms. Vidya Krishnan (DIN: 09669166) as an Additional Director (Independent Category) with effect from October 31, 2025 to ensure that the Company has One woman Independent Director in its Board, in compliance with Regulation 17(1)(a) of SEBI Listing Regulations.

Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to get the approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, a Special resolution is required to be passed for the appointment of an Independent Director. However, if such a special resolution does not secure the requisite majority but the votes cast in favour of the resolution exceed those cast against it—and the votes cast in favour by public shareholders also exceed those cast against—the appointment shall be deemed to have been approved.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Vidya Krishnan has confirmed that her name was included in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs ('IICA') and she was exempted from passing the online proficiency self-assessment test conducted by the Institute.

Considering the above regulations, the approval of members is being sought for the appointment of Ms. Vidya Krishnan as an Independent Director for the first term of five (5) consecutive years with effect from October 31, 2025, to October 30, 2030 (both days inclusive), not liable to retire by rotation.

(iii.) Brief Profile

Ms. Vidya Krishnan holds a Bachelor's degree in Physics from the University of Mumbai, a Diploma in Computer Studies from Datamatics Corporation and also an MBA in Finance from the University of Mumbai. She is also a Certified Associate of the Indian Institute of Bankers (CAIIB). Ms. Vidya Krishnan brings extensive expertise in banking, Information Technology, digital transformation and business leadership across Retail, Wholesale, and Investment Banking, along with deep experience in managing relationships with government bodies, regulators and global CXOs.

(iv.) Other information

Ms. Vidya Krishnan will be entitled to sitting fees for attending the Board and Committee meetings within the overall limits prescribed under the Act, as approved by the Board from time to time and reimbursement of travel and conveyance expenses incurred for attending such meetings.

The letter of appointment setting out the 'terms and conditions of appointment of Independent Directors' is available on the website of the company and would also be available for inspection without any fee by the members at the company's registered office during normal business hours of the Company.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Ms. Vidya Krishnan is provided in "Annexure - A".

The Board of Directors recommends the resolution as set out as Item No.1 in the Notice for approval of Members as a Special Resolution.

None of the other directors or key managerial personnel of the company or their relatives is concerned or interested, financially or otherwise, in the resolution set forth in Item No. 1 of the notice.

Item No. 2

Appointment of Ms. Anuradha Rao (DIN: 07597195), as Non-executive Non-Independent Director of the Company

(i) Background:

Ms. Anuradha Rao was appointed as an Independent Director of the Company with effect from October 31, 2019 to October 30, 2022 and thereafter based on the recommendations of the Nomination and Remuneration Committee (NRC) and Board of Directors, given her background, experience and contribution, the shareholders of the Company in their Annual General Meeting held on September 30, 2022 had re-appointed her for a second term of 3 (three) years with effect from October 31, 2022 to October 30, 2025. Accordingly, her tenure as an Independent Director has been concluded on October 30, 2025, upon completion of 2 (Two) consecutive terms of 3 (three) years each.

During her tenure, Ms. Anuradha has served the Company with distinction and integrity, bringing in a wealth of experience, independent judgment, and strategic oversight. She has been the Chairperson of the Nomination and Remuneration Committee, Stakeholders Relationship Committee (SRC), and Risk Management Committee, and Member of the Audit Committee and IT Strategy Committee (ITSC).

Her contributions have been instrumental in strengthening the Company's governance framework, risk oversight mechanisms, and stakeholder engagement. Under her stewardship:

- The NRC ensured robust succession planning and leadership development aligned with long-term strategic goals.
- The SRC enhanced transparency and responsiveness in shareholder communications and grievance redressal.
- The Risk Management Committee, under her guidance, implemented a comprehensive enterprise risk management framework, aligning with RBI and SEBI guidelines.
- As a member of the Audit Committee, she provided critical oversight on financial reporting, internal controls, and statutory compliance.
- Her involvement in the IT Strategy Committee supported the Company's digital initiatives and cybersecurity governance. She also Chaired the ITSC meetings in the absence of regular Chairman of the Committee.
- Her deep understanding of financial services, regulatory frameworks, and boardroom dynamics has significantly contributed to the Company's sustained growth and reputation in the NBFC sector and helped the Company immensely during the Initial Public Offer (IPO) in the year 2024.

(ii.) Proposal for Appointment of Ms. Anuradha as a Non-Executive Non-Independent Director

Considering her experience, expertise, leadership, effective participation in Board and Committee meetings and contribution to the Company's growth over the past 6 (six) years and based on the outcome of performance evaluation carried out by other Directors, NRC of the Company in its meeting held on October 30, 2025 recommended her appointment in the Board as a Non-executive Non-Independent Director. The Board of Directors, in its meeting held on October 31, 2025 have appointed her as an Additional Director (Non-executive non-independent), for a period of One (1) year with effect from October 31, 2025 and liable to retire by rotation, subject to the approval of shareholders of the Company.

The Board is of the opinion that her deep understanding of the business, proven leadership will provide significant strategic value to the Company in its future journey.

(iii.) Brief Profile

Ms. Anuradha Rao holds a Bachelor's degree in science (B.Sc) from Osmania University and Master of Science degree (M.Sc) in physics from the University of Hyderabad. She has approximately 36+ years of experience in Banking and finance and has worked at the State Bank of India, where she contributed significantly towards the bank's progress and growth. She also served as the Managing Director and Chief Executive Officer of SBI Funds Management Private Limited.

(iv.) Legal Position and Compliance with Law

It is pertinent to note that under the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and the Reserve Bank of India's Master Direction - Non-Banking Financial Company - Scale Based Regulations, 2023, there exists no statutory or regulatory restriction on the appointment of an individual as a Non-Executive Non-Independent Director upon completion of two consecutive terms as an Independent Director.

The proposed appointment is intended to ensure stability in the Board's functioning, while facilitating the retention of a mentor at an important stage in the Company's growth. This initiative is expected to enhance the Board's capacity to exercise strategic oversight and provide long-term guidance in alignment with the Company's evolving objectives.

(v.) Investor Confidence, Market Stability and Governance Alignment

Northern Arc Capital Limited, a widely held listed company, emphasizes strong governance and Board stability to uphold investor confidence and regulatory trust. The appointment of Ms. Anuradha, a seasoned and respected director, is expected to enhance strategic continuity, institutional memory, and long-term oversight, aligning with the best interests of the Company and its shareholders.

The Company confirms that the proposed appointment is in accordance with the applicable provisions of the Act, and other relevant laws and regulatory requirements.

Ms. Anuradha Rao will be entitled to sitting fees for attending the Board and Committee meetings within the overall limits prescribed under the Act, as approved by the Board from time to time and reimbursement of travel and conveyance expenses incurred for attending such meetings.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Ms. Anuradha Rao is provided in "Annexure - A" to the Notice.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 2 of this Postal Ballot Notice for approval by the members.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice.

**By Order of the Board of Directors
For Northern Arc Capital Limited**

**Sd/-
Prakash Chandra Panda
Company Secretary & Compliance Officer
Membership No.: A22585**

Place: Chennai

Date: December 13, 2025

Annexure - A

Disclosure relating to Director seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings:

Name of Director	Vidya Krishnan	Anuradha Rao
DIN	09669166	07597195
Date of birth/ (Age)	January 11, 1965 (60 Years)	September 28, 1959 (66 Years)
Date of first appointment on the Board	October 31, 2025	October 31, 2019
Expertise in specific functional Areas/ Experience	She has around 39 years of experience in banking and finance	She has around 36 years of experience in banking and finance
Brief resume	Ms. Vidya Krishnan holds a Bachelor's degree in Physics from the University of Mumbai, a Diploma in Computer Studies from Datamatics Corporation and also an MBA in Finance from the University of Mumbai. She is also a Certified Associate of the Indian Institute of Bankers (CAIIB). Ms. Vidya Krishnan brings extensive expertise in banking, Information Technology, digital transformation and business leadership across Retail, Wholesale, and Investment Banking, along with deep experience in managing relationships with government bodies, regulators and global CXOs.	Ms. Anuradha Rao holds a bachelor's degree in science from Osmania University and Master of Science degree in physics from the University of Hyderabad. She has approximately 36 years of experience in banking and finance and has worked at the State Bank of India, where she contributed significantly towards the bank's progress and growth. She also served as the managing director and chief executive officer of SBI Funds Management Private Limited.
Qualifications	B.Sc. in Physics from the University of Mumbai, Diploma in Computer Studies from Datamatics Corporation, MBA in Finance from the University of Mumbai, She is a Certified Associate of the Indian Institute of Bankers (CAIIB).	B. Sc (Osmania University) M. Sc (Physics) – University of Hyderabad
Terms and conditions of appointment	Appointment of Ms. Vidya Krishnan as an Independent Director for the first term of five (5) consecutive years with effect from October 31, 2025 to October 30, 2030 (both days inclusive), not liable to retire by rotation.	Appointment of Ms. Anuradha Rao as a Non-executive Non- Independent Director of the Company for a period of One (1) year with effect from October 31, 2025, liable to retire by rotation.
Details of remuneration: Last drawn remuneration details during FY 2025-26	Not applicable	Sitting Fees of Rs. 1 Lakhs per Board meeting and Rs. 50,000/- per Committee meeting attended during her tenure as independent director. Apart from the sitting fee she had not received any other remuneration from the company.
No. of Board meeting attended during FY 2025-26	No. of Board meetings entitled to attend: 1 No. of Board meetings attended: 1	No. of Board meetings entitled to attend: 7 No. of Board meetings attended: 7
Listed entities from which the Director has resigned	Nil	Nil

from Directorship in the past three years		
Other Directorships, Memberships / Chairmanships of committees of other companies	Nil	SBI Cards And Payment Services Limited - Additional Director Member of Audit Committee, NRC committee, CSR Committee and Review Committee. Sundaram Finance Limited - Independent Director Chairperson of IT strategy committee
Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None
Justification for choosing the appointee for appointment as Independent Director / Manner in which the candidate meets the skills and capabilities required for the role.	Ms. Vidya Krishnan is a seasoned banking professional with nearly four decades of experience at the State Bank of India (SBI). She possesses extensive knowledge and experience across multiple facets of banking, including world-class information technology, large-scale digital transformation, and leadership in business development and operations across retail, wholesale, and investment banking. She is adept at managing stakeholder relationships with state and central governments, regulatory institutions, and CXOs of globally leading IT product and service providers. Her superior interpersonal and leadership skills enable her to effectively navigate and resolve complex challenges.	Not applicable

**By Order of the Board of Directors
For Northern Arc Capital Limited**

**Sd/-
Prakash Chandra Panda
Company Secretary & Compliance Officer
Membership No.: A22585**

**Place: Chennai
Date: December 13, 2025**