

M DAMODARAN & ASSOCIATES LLP

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SECRETARIAL COMPLIANCE REPORT OF NORTHERN ARC CAPITAL LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2024

(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022)

- I, M Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries, have examined:
 - (a) all the documents and records made available to me and explanation provided by NORTHERN ARC CAPITAL LIMITED (hereinafter referred as 'the Company'),
 - (b) the filings/ submissions made by the Company to the stock exchange,
 - (c) website of the Company,
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended **March 31**, **2024** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');









- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading)
 Regulations, 2015 to the extent applicable to debt listed companies during the review period;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (g) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;

and based on the above examination, I hereby report that, during the review period:

(a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

SI.	Compliance Requirement	Deviations	Observations/
No.	(Regulations/ circulars/		Remarks of
	guidelines including specific		the Practicing
	clause)		Company
	8		Secretary
1.	As per regulation 13(3) of	There was a delay in	There was a delay
	SEBI LODR, the listed entity	submission of	in intimation of
	shall file the statement of	quarterly statement	statement of
	investor complaints with the	of investor	investor complaints
	recognized stock	complaints regulation	under regulation
	exchange(s) on a quarterly	13(3) of SEBI LODR	13(3) of SEBI LODR
	basis, within twenty one	for the quarter ended	for the quarter
	days from the end of each	30.06.2023 with BSE	ended 30.06.2023
	quarter.	Limited (BSE).	to BSE.



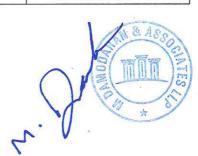


		Due date for submission: 21.07.2023 Actual date of submission: 21.03.2024	to technical glitch in XBRL form. The Company had sent
2.	As per Para 8.4 of Chapter XVII of SEBI Circular No. SEBI/HO/DDHS/PoD1/P/CIR /2023/119 dated August 10, 2021, the issuer shall disclose to the stock exchange(s) a certificate confirming fulfillment of payment obligations of	The Company has not made intimation to BSE within 2 days of payment becoming due with respect to following Commercial Paper ISINs.	There were delay in intimation to BSE Limited a certificate confirming fulfillment of payment obligations of Commercial Paper as required under
			1 / 3 / 3





	Commercial Paper, within 2	For	Para 8.4 of Chapter
	days of payment becoming	INE850M14B07	XVII of SEBI
	due.		Circular No.
	auc.	Payment due date –	SEBI/HO/DDHS/Po
		22.08.2023	5 10 2
		22.08.2023	D1/P/CIR/2023/119
		Data intimation to	dated August 10,
		Date intimation to	2021 with respect
		BSE - 21.03.2024	to ISIN Nos.
			INE850M14B07 &
		For	INE850M14BU4.
		INE850M14BU4	
	ų		BSE vide its e-mail
		Payment due date -	communication
		07.12.2023	dated 05.04.2024
			has levied a fine of
_		Date intimation to	Rs. 2,10,000/- plus
		BSE - 14.03.2024	tax & Rs.
			1,01,000/- plus tax
			respectively for the
	36		aforesaid delay in
			compliances. Such
			fine has been paid
			by the Company on
			18.04.2024.
			10.01.2021.
3.	As per Para 8.4 of Chapter	The Company has	There were delay in
٥.	XVII of SEBI Circular No.	not made intimation	intimation to BSE a
	SEBI/HO/DDHS/PoD1/P/CIR	to BSE within 2 days	certificate
	/2023/119 dated August 10,	of payment	confirming
	2021, the issuer shall	becoming due with	fulfillment of
	SMD	-	
	disclose to the stock	respect to following	payment
	exchange(s) a certificate	Commercial Paper	obligations of
	confirming fulfillment of	ISINs.	Commercial Paper
	payment obligations of		as required under
	Commercial Paper, within 2	For	Para 8.4 of Chapter
	days of payment becoming	INE850M14BC2	XVII of SEBI
	due.	Doumant due date	Circular No.
		Payment due date -	SEBI/HO/DDHS/Po
		24.11.2022	





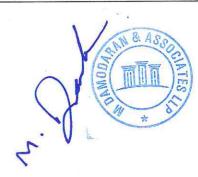
В	Date intimation to BSE - 25.05.2023	which due dates were falls during the financial year 2022-23.
P 1 1	Payment due date - 19.12.2022 Date intimation to BSE - 25.05.2023 For INE850M14BG3 Payment due date - 11.01.2023 Date intimation to BSE - 25.05.2023	communication dated 25.05.2023 has levied a total fine of Rs. 6,43,000/- plus tax for the aforesaid delay in compliance. Such fine has been paid
non-convertible securities the shall make disclosures as in specified in Part B of head of Schedule III.		complied with the provisions of regulation 51(2) read with Part B of





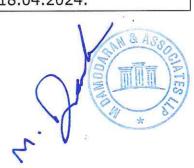
- (b) The Company has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Γ	SI.	Actio	Details of	Details of	Observations/ remarks	
	No.	n	violation	action taken	of the	
1		take		e.g.	Practicing Company	
1		n	•	fines, warning	Secretary,	
		by		letter,	if any.	
		•		debarment,		
				etc.		
	. 1.	BSE	There was a delay in submission of quarterly statement of investor complaints u/r. 13(3) for the quarter ended 30.06.2023 with BSE Limited (BSE). Due date for submission: 21.07.2023 Actual date of submission: 21.03.2024	BSE vide its e- mail communication dated	There was a delay in intimation of statement of investor complaints under regulation 13(3) of SEBI LODR for the quarter ended 30.06.2023 to BSE. The delay was due to technical glitch in XBRL form. The Company had sent an e-mail to BSE on 20.07.2023 along with intimation under regulation 13(3) of SEBI LODR and mentioned that the technical problems faced by the company while uploading in BSE listing	
					portal.	





			-	BSE vide its e-mail communication dated 05.04.2024 has levied a fine of Rs. 2,44,000/-plus tax for the aforesaid delay in compliance. Such fine has been paid by the Company on 18.04.2024.
2.	BSE	The Company has not made intimation to BSE within 2 days of payment becoming due with respect to following Commercial Paper ISINs. For INE850M14B07 Payment due date – 22.08.2023 Date intimation to BSE – 21.03.2024	mail communication dated 05.04.2024 has levied a fine of Rs. 2,10,000/- plus tax for ISIN INE850M14B07 & Rs. 1,01,000/- plus tax for ISIN	intimation to BSE Limited a certificate confirming fulfillment of payment obligations of Commercial Paper as required under Para 8.4 of Chapter XVII of SEBI Circular No. SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021 with
		For INE850M14BU4 Payment due date – 07.12.2023 Date intimation to BSE – 14.03.2024	180	BSE vide its e-mail communication dated 05.04.2024 has levied a fine of Rs. 2,10,000/-plus tax & Rs. 1,01,000/- plus tax respectively for the aforesaid delay in compliances. Such fine has been paid by the Company on 18.04.2024.





3. BSE The Company has not made intimation to BSE within 2 days of payment becoming due with respect to following Commercial Paper ISINs.

For INE850M14BC2

Payment due date – 24.11.2022

Date intimation to BSE – 25.05.2023

For INE850M14BD0

Payment due date – 28.11.2022

Date intimation to BSE - 25.05.2023

For INE850M14BE8

Payment due date – 19.12.2022

Date intimation to BSE - 25.05.2023

For INE850M14BG3

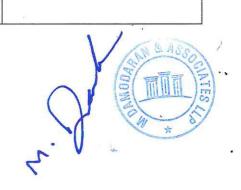
Payment due date - 11.01.2023

Date intimation to BSE - 25.05.2023

BSE vide its e-mail communication dated 05.04.2024 has levied a total fine of Rs. 6,43,000/- plus tax for all 4 ISINs.

There were delay intimation BSE to certificate confirming fulfillment of payment obligations of Commercial Paper required under Para 8.4 of Chapter XVII of SEBI Circular No. SEBI/HO/DDHS/PoD1/P/ CIR/2023/119 dated August 10, 2021 with respect to ISIN Nos. INE850M14BC2, INE850M14BD0, INE850M14BE8 & INE850M14BG3 for which due dates were falls during the financial year 2022-23.

BSE vide its e-mail communication dated 25.05.2023 has levied a total fine of Rs. 6,43,000/- plus tax for the aforesaid delay in compliance. Such fine has been paid by the Company on 25.05.2023.





(d) The Company has taken the following actions to comply with the observations made in previous reports:

SI.	Observations	Observations	Actions	Comments of the			
No.	of	made in the taken by		Practicing			
	the	he secretarial the Company, i		Company			
	Practicing	g compliance any		Secretary on the			
	Company	report		actions taken by			
	Secretary in	for the year		the Company			
	the ended						
	previous 31.03.2023		91				
	reports (The years are						
		to be					
		mentioned)					
	Nil						

Place: Chennai Date: May 23, 2024

For M DAMODARAN & ASSOCIATES LLP

M. DAMODARAN Managing Partner Membership No.: 5837

COP. No.: 5081

FRN: L2019TN006000

PR 3847/2023

ICSI UDIN: F005837F000432989