



Ref No.: NACL/08/AUG/2025-26

August 25, 2025

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.: Proceedings of the 17<sup>th</sup> Annual General Meeting (AGM) of the Company**

**Ref.: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We hereby submit the proceedings of the 17<sup>th</sup> Annual General Meeting of the Company held on Monday, August 25, 2025, at 11.00 A.M (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) facility provided by National Securities Depository Services Limited (‘NSDL’) as per the guidelines of Ministry of Corporate Affairs and in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Northern Arc Capital Limited**

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

**Encl:** Proceedings of 17<sup>th</sup> AGM of the Company

**Northern Arc Capital Limited**

**Registered Office:**

10th Floor, Phase-I, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai – 600 113, India  
+91 44 6668 7000 | contact@northernarc.com | www.northernarc.com  
CIN.: L65910TN1989PLC017021

**PROCEEDINGS OF 17<sup>th</sup> ANNUAL GENERAL MEETING OF NORTHERN ARC CAPITAL LIMITED**

The 17<sup>th</sup> Annual General Meeting (AGM) of the members of the Northern Arc Capital Limited (“the Company”) was held on Monday, 25<sup>th</sup> August 2025, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) at 11:00 A.M. (IST).

The number of shareholders as on the cut-off date i.e., August 19, 2025, was 1,09,684. Out of which 58 shareholders have attended the AGM.

Mr. P.S. Jayakumar, Chairman of the Company and Independent Director chaired the meeting and welcomed all the shareholders, representatives, invitees and Directors present at the Meeting. Requisite quorum being present, Chairman called the Meeting to order.

The Chairman after introducing himself, introduced all the Directors who were present at the meeting as detailed below:

<b>Directors present through video conferencing</b>			
<b>S. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairmanship of Committee(s)</b>
1.	Mr. P.S. Jayakumar	Chairman of the Company and Independent Director	Nil
2.	Mr. Ashish Mehrotra	Managing Director and CEO	Chairman of Wilful Defaulters and Large Defaulters Review Committee
3.	Ms. Kshama Fernandes	Non-executive, Non-Independent Director	Nil
4.	Ms. Anuradha Rao	Independent Director	Chairperson of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.
5.	Mr. Ashutosh Arvind Pednekar	Independent Director	Chairman of Audit Committee, CSR Committee and ESG Committee
6.	Mr. Sandeep Dhar	Independent Director	Chairman of IT Strategy Committee

Mr. Michael Jude Fernandes, Non-executive Nominee Director and Mr. Vijay Chakravarthi, Non-executive Nominee Director, have not attended the meeting due to unforeseen exigencies.

M/s. Walker Chandiook & Co LLP, the Statutory Auditors for FY 2024-25, Mr. M. Damodaran of M/s. Damodaran & Associates, Secretarial Auditor for FY 2024-25 and the proposed Secretarial Auditor Mr. M. Alagar of M/s. Alagar & Associates, to be appointed from April 01, 2025 to March 31, 2030 and Mr. N. A. Srinivasan, the Designated Partner of M/s. Genicon Legal LLP, Advocates and Advisors Firm, the Scrutinizer for the AGM were also present during the Meeting through VC.

The Company Secretary informed the shareholders that since the Annual General meeting of the Company was held through VC / OAVM, the facility of appointing proxies was not applicable for the meeting. He further informed that all documents referred to in the 17<sup>th</sup> AGM Notice (“Notice”) pertaining to the agenda items set out in the notice / explanatory statements along with the Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements in which Directors are interested, were made available electronically for inspection.

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Company Secretary made few announcements to shareholders with respect to participation through VC/OAVM, dispatch of Notice & Annual Report through electronic mode, provision for e-voting and e-voting at the AGM through NSDL platform and Question & Answer session.

Thereafter, the Chairman delivered his address and briefly highlighted the Economic overview, Company performance Commitment to ESG & CSR, Corporate Governance and outlook of the Company.

The Notice convening the 17<sup>th</sup> Annual General Meeting and the Annual Report were taken as read. Chairman further informed that since the Auditors' Report on the Financial Statements and Secretarial Audit Report for the financial year ended March 31, 2025, did not have any qualifications, reservations, observations, adverse remarks or disclaimer, they were also taken as read. Chairman further informed that for the benefit of Shareholders, Company Secretary would read the agenda items put for e-Voting in the AGM. Accordingly, Company Secretary read out each agenda items.

The following businesses, as set out in the Notice of the 17<sup>th</sup> AGM, were transacted through remote e-voting and e-voting during the AGM:

Item No.	Subject Matter of Resolution	Type of Resolution	Type of voting
1.	To receive, consider and adopt the audited annual standalone and consolidated financial statements of the company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Remote e-voting & e-voting during AGM
2.	To appoint Mr. Michael Jude Fernandes (DIN: 00064088), as a director liable to retire by rotation.	Ordinary Resolution	
3.	To appoint Secretarial Auditors of the Company	Ordinary Resolution	
4.	To approve Creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.	Special Resolution	
5.	To approve 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.	Special Resolution	
6.	To approve the Offer and Issue of Non-Convertible Debentures, in one or more tranches on a private placement basis.	Special Resolution	
7.	To approve for increase of ESOP Options under Northern Arc Employee Stock Option Plan 2016.	Special Resolution	
8.	To revise the remuneration by way of commission to Mr. P S Jayakumar (DIN: 01173236) as Non-Executive Independent Director and Chairman of the Company.	Special Resolution	
9.	To revise the managerial remuneration of Mr. Ashish Mehrotra (DIN: 07277318), Managing Director & Chief Executive Officer of the Company.	Special Resolution	

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Chairman provided few instructions regarding the Question & Answers (Q & A) session before inviting the registered speaker shareholders to seek clarification or offer any comments. Out of 5 speaker shareholders registered, only 4 participated in the Q & A session and presented their views/sought clarifications. Thereafter, Mr. Ashish Mehrotra, Managing Director & CEO, responded to the queries raised by the Speaker shareholders.

Thereafter, the Chairman informed the Shareholders that the e-voting would be open for additional 15 (fifteen) minutes after the conclusion of the AGM to enable the Shareholders to cast their votes, in case they have not casted their vote in the remote e-voting before the AGM. Chairman then thanked all the shareholders for attending the 17<sup>th</sup> AGM of the Company and declared the meeting as concluded.

Time of Commencement of the meeting	11:00 A.M
Time of Conclusion of the meeting	11:47 P.M

**For Northern Arc Capital Limited**

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

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