



Ref No.: NACL/01/MAY/2025-26

May 06, 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: Submission of Voting results of Postal Ballot along with the Scrutinizer’s Report of Northern Arc Capital Limited (“the Company”).**

**Ref: Regulation 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

In continuation to our earlier intimation letter NACL/02/APR/2025-26 dated April 04, 2025, regarding the submission of notice of the postal ballot dated April 02, 2025 (“Notice”) seeking approval of the Members of the Company through the Remote E-voting process on the resolutions as set out in the Notice, we hereby submit the Voting Results, enclosed as **Annexure I** and the Scrutinizer’s report dated May 05, 2025 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The resolutions as set out in the Notice of postal ballot have been passed by the Members with a requisite majority and are deemed to have been duly passed and the effective date of passing of the resolutions is Monday, May 05, 2025.

These intimations are also being uploaded on the Company’s website at [www.northernarc.com](http://www.northernarc.com)

**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

+91 44 6668 7000 | [contact@northernarc.com](mailto:contact@northernarc.com) | [www.northernarc.com](http://www.northernarc.com)

CIN.: L65910TN1989PLC017021

**Annexure I**

<b>Date of the Postal Ballot</b>	April 02, 2025
<b>Total Number of Shareholders on record date</b>  (i.e., March 28, 2025 – cut-off date for voting purpose)	1,11,017
<b>No. of Shareholders present in the meeting either in person or through proxy:</b> <b>Promoter and Promoter Group:</b> <b>Public:</b>	Not Applicable (Resolution Passed through Postal Ballot)
<b>No. of Shareholders attended the meeting through Video Conferencing:</b> <b>Promoter and Promoter Group:</b> <b>Public:</b>	Not Applicable (Resolution Passed through Postal Ballot)

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CIN.: L65910TN1989PLC017021

**The details of Voting Results with regard to the Ordinary Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:**

Resolution Required: <b>Ordinary</b>			1. Re-Appointment of Dr. Kshama Fernandes (DIN: 02539429) as a Director (Non-Executive Non-Independent Director).					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub-Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	4,47,87,911	3,65,60,737	81.63	3,65,60,737	0.00	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub-Total</b>		<b>3,65,60,737</b>	<b>81.63</b>	<b>3,65,60,737</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
Public Non-Institutions	E-Voting	11,65,91,425	6,70,74,630	57.53	6,70,69,254	5376	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub-Total</b>		<b>6,70,74,630</b>	<b>57.53</b>	<b>6,70,69,254</b>	<b>5376</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>16,13,79,336</b>	<b>10,36,35,367</b>	<b>64.22</b>	<b>10,36,29,991</b>	<b>5376</b>	<b>99.99</b>	<b>0.01</b>

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Resolution Required: <b>Special</b>			2. Ratification for implementation of the Northern Arc Employee Stock Option Plan 2016 and the ESOP Schemes through trust route					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub-Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	4,47,87,911	3,65,60,737	81.63	3,26,39,698	39,21,039	89.28	10.72
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub-Total</b>		<b>3,65,60,737</b>	<b>81.63</b>	<b>3,26,39,698</b>	<b>39,21,039</b>	<b>89.28</b>	<b>10.72</b>
Public Non-Institutions	E-Voting	11,65,91,425	6,70,74,488	57.53	6,70,68,022	6466	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub-Total</b>		<b>6,70,74,488</b>	<b>57.53</b>	<b>6,70,68,022</b>	<b>6466</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>16,13,79,336</b>	<b>10,36,35,225</b>	<b>64.22</b>	<b>9,97,07,720</b>	<b>39,27,505</b>	<b>96.21</b>	<b>3.79</b>

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Resolution Required: <b>Special</b>			3. Extension of the benefits under the Northern Arc Employee Stock Option Plan 2016 and ESOP Schemes to the employees of Holding and/or Subsidiary companies of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub-Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	4,47,87,911	3,65,60,737	81.63	3,26,39,698	39,21,039	89.28	10.72
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub-Total</b>		<b>3,65,60,737</b>	<b>81.63</b>	<b>3,26,39,698</b>	<b>39,21,039</b>	<b>89.28</b>	<b>10.72</b>
Public Non-Institutions	E-Voting	11,65,91,425	6,70,74,548	57.53	6,70,67,791	6,757	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub-Total</b>		<b>6,70,74,548</b>	<b>57.53</b>	<b>6,70,67,791</b>	<b>6,757</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>16,13,79,336</b>	<b>10,36,35,285</b>	<b>64.22</b>	<b>9,97,07,489</b>	<b>39,27,796</b>	<b>96.21</b>	<b>3.79</b>

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CIN.: L65910TN1989PLC017021

### SCRUTINIZER REPORT ON THE POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)

**To,**  
**The Chairman,**  
**Northern Arc Capital Limited**

No. 1, Kanagam Village, 10th Floor IITM Research Park,  
Taramani, Chennai-600113.

**Sub: Scrutinizer's Report on passing of the Resolution set-out in the postal ballot notice dated, April 02, 2025 through e-Voting.**

I, M. Alagar, representing Alagar & Associates, Practicing Company Secretaries, Chennai (formerly known as **M. Alagar & Associates**) have been appointed by the Board of Directors of **Northern Arc Capital Limited** vide their resolution dated April 02, 2025, as scrutinizer for the purpose of scrutinizing the postal ballot through e-voting process in a fair and transparent manner in connection with the resolutions contained in the postal ballot notice dated April 02, 2025 ("**the Notice**") in accordance with the provisions of Section 108 and 110 of Companies Act, 2013 ("**the Act**"), read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**").

In accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**the MCA**"), vide General Circular Nos. 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated May 05, 2020 and subsequent circulars of which latest being 09/2024 dated September 19, 2024 (collectively "**the MCA Circulars**") allowing the companies to conduct postal ballot process through e-voting.

We submit the report as under;

- (i) The Company has completed the dispatch of Notice of Postal Ballot through electronic mode as on April 04, 2025 to its members, whose name appeared on the Register of Members / List of Beneficial Owners as on March 28, 2025 ("**Cut-Off Date**").
- (ii) The Company has made an advertisement regarding dispatch of postal ballot notice in Business Standard (English Language) and in Makkal Kural (Tamil Language) dated on April 05, 2025.
- (iii) The Company had availed the e-voting facility offered by National Securities Depository Limited ("**NSDL**"), for facilitating e-Voting to enable the members to exercise their right to vote by electronic means.



- (iv) The E-voting period commenced on Sunday, April 06, 2025, 09:00 A.M. (IST) and ended on Monday, May 05, 2025 at 5.00 P.M. (IST) and the e-voting facility for members was immediately disabled thereafter.
- (v) At the end of the e-voting period, the declared results along with the Scrutinizer's Report shall be forwarded to the BSE Limited and the National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., [www.northernarc.com](http://www.northernarc.com) and website of NSDL at <https://www.evoting.nsdl.com/>.
- (vi) Particulars of electronic voting report generated from e-voting agency's portal have been entered in a register maintained for the purpose in accordance with the Companies (Management and Administration) Rules, 2014 as amended.
- (vii) The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and SEBI and the applicable regulations of the SEBI LODR Regulations relating to e-Voting on the resolutions contained in the aforesaid Postal Ballot Notice.
- (viii) Our responsibility as a Scrutinizer is to scrutinize and ensure that the vote cast through e-Voting is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the system related to e-Voting as per the facility provided by NSDL, the agency engaged by the Company to provide e-Voting facility.
- (ix) The shareholders exercised their voting only by electronic mode and a summary of e-voting results is given hereunder below: -

**Item No.1:**

**Re-Appointment of Dr. Kshama Fernandes (DIN: 02539429) as a Director (Non-Executive Non-Independent Director).**

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	228	203	25
2.	Number of votes cast by them	10,36,35,367	10,36,29,991	5,376
3.	% of votes cast	<b>100.00</b>	<b>99.99</b>	<b>0.01</b>



**Result:**

We report that the Ordinary Resolution with regard to aforesaid Resolution as set out in the Notice of the Postal Ballot has been passed by members through e-Voting with requisite majority.

**Item No.2:**

**Ratification for implementation of the Northern Arc Employee Stock Option Plan 2016 and the ESOP Schemes through trust route.**

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	226	195	31
2.	Number of votes cast by them	10,36,35,225	9,97,07,720	39,27,505
3.	% of votes cast	<b>100.00</b>	<b>96.21</b>	<b>3.79</b>

**Result:**

We report that the Special Resolution with regard to aforesaid Resolution as set out in the Notice of the Postal Ballot has been passed by members through e-Voting with requisite majority.

**Item No. 3:**

**Extension of the benefits under the Northern Arc Employee Stock Option Plan 2016 and ESOP Schemes to the employees of Holding and/or Subsidiary companies of the Company.**

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	226	192	34
2.	Number of votes cast by them	10,36,35,285	9,97,07,489	39,27,796
3.	% of votes cast	<b>100.00</b>	<b>96.21</b>	<b>3.79</b>

**Result:**

We report that the Special Resolution with regard to aforesaid Resolution as set out in the Notice of the Postal Ballot has been passed by members through e-Voting with requisite majority.

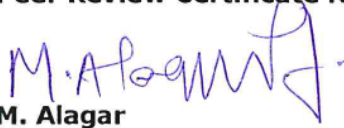
Voting details as required under Regulation 44(3) of SEBI (LODR) Regulations 2015, is enclosed as **Annexure-I** of this report.



- (x) The Electronic data and relevant records relating to e-Voting shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the postal ballot and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you  
Yours truly,

**For Alagar & Associates**  
**(Formerly known as M. Alagar & Associates)**  
**Practising Company Secretaries**  
**Firm Registration No: P2011TN078800**  
**Peer Review Certificate No.:6186/2024**



**M. Alagar**  
**Managing Partner**  
**FCS: 7488/COP: 8196**  
**UDIN: F007488G000275140**



Date: 06/05/2025  
Place: Chennai

PALAMADAI  
SUNDARARAJAN  
JAYAKUMAR

Digitally signed by PALAMADAI  
SUNDARARAJAN JAYAKUMAR  
Date: 2025.05.06 14:40:09 +0530'

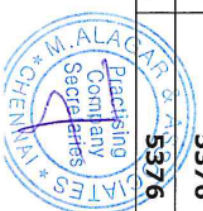
**Annexure I**

<b>Date of the Postal Ballot</b>	April 02, 2025
<b>Total Number of Shareholders on record date (i.e., March 28, 2025 – cut-off date for voting purpose)</b>	1,11,017
<b>No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:</b>	Not Applicable (Resolution Passed through Postal Ballot)
<b>No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:</b>	Not Applicable (Resolution Passed through Postal Ballot)



The details of Voting Results with regard to the Resolutions as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution Required: <b>Ordinary</b>		1. Re-Appointment of Dr. Kshama Fernandes (DIN: 02539429) as a Director (Non-Executive Non-Independent Director).							
Whether promoter/ interested are agenda/resolution?	promoter group in the	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	
	Poll		0	0	0	0	0	0	
	Postal Ballot	0	0	0	0	0	0	0	
	<b>Sub-Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Public Institutions	E-Voting		3,65,60,737	81.63	3,65,60,737	0.00	100.00	0.00	
	Poll	4,47,87,911	0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	<b>Sub-Total</b>		<b>3,65,60,737</b>	<b>81.63</b>	<b>3,65,60,737</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>	
Public Non-Institutions	E-Voting		6,70,74,630	57.53	6,70,69,254	5376	99.99	0.01	
	Poll	11,65,91,425	0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	<b>Sub-Total</b>		<b>6,70,74,630</b>	<b>57.53</b>	<b>6,70,69,254</b>	<b>5376</b>	<b>99.99</b>	<b>0.01</b>	
<b>Total</b>		<b>16,13,79,336</b>	<b>10,36,35,367</b>	<b>64.22</b>	<b>10,36,29,991</b>	<b>5376</b>	<b>99.99</b>	<b>0.01</b>	



Resolution Required: <b>Special</b>		2. Ratification for implementation of the Northern Arc Employee Stock Option Plan 2016 and the ESOP Schemes through trust route						
Whether promoter/ interested are agenda/resolution?	promoter group in the	No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
	Poll		0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	<b>Sub-Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting		3,65,60,737	81.63	3,26,39,698	39,21,039	89.28	10.72
	Poll		0	0	0	0	0	0
	Postal Ballot	4,47,87,911	0	0	0	0	0	0
	<b>Sub-Total</b>		<b>3,65,60,737</b>	<b>81.63</b>	<b>3,26,39,698</b>	<b>39,21,039</b>	<b>89.28</b>	<b>10.72</b>
Public Non-Institutions	E-Voting		6,70,74,488	57.53	6,70,68,022	6466	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot	11,65,91,425	0	0	0	0	0	0
	<b>Sub-Total</b>		<b>6,70,74,488</b>	<b>57.53</b>	<b>6,70,68,022</b>	<b>6466</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>16,13,79,336</b>	<b>10,36,35,225</b>	<b>64.22</b>	<b>9,97,07,720</b>	<b>39,27,505</b>	<b>96.21</b>	<b>3.79</b>



Resolution Required: Special		3. Extension of the benefits under the Northern Arc Employee Stock Option Plan 2016 and ESOP Schemes to the employees of Holding and/or Subsidiary companies of the Company.						
Whether promoter/ group are interested in the agenda/resolution?	promoter/ promoter	No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Sub-Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting		3,65,60,737	81.63	3,26,39,698	39,21,039	89.28	10.72
	Poll		0	0	0	0	0	0
	Postal Ballot	4,47,87,911	0	0	0	0	0	0
	<b>Sub-Total</b>		<b>3,65,60,737</b>	<b>81.63</b>	<b>3,26,39,698</b>	<b>39,21,039</b>	<b>89.28</b>	<b>10.72</b>
Public Non-Institutions	E-Voting		6,70,74,548	57.53	6,70,67,791	6,757	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot	11,65,91,425	0	0	0	0	0	0
	<b>Sub-Total</b>		<b>6,70,74,548</b>	<b>57.53</b>	<b>6,70,67,791</b>	<b>6,757</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>16,13,79,336</b>	<b>10,36,35,285</b>	<b>64.22</b>	<b>9,97,07,489</b>	<b>39,27,796</b>	<b>96.21</b>	<b>3.79</b>

