

Ref No.: NACL/02/AUG/2025-26

August 18, 2026

|                                                                                                                   |                                                                                                                                                                            |
|-------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| To,<br>BSE Limited,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400001<br><b>Scrip Code: 544260</b> | To,<br>National Stock Exchange of India Ltd.,<br>Exchange Plaza, C-1, Block G,<br>Bandra Kurla Complex,<br>Bandra (E)<br>Mumbai – 400 051<br><b>Scrip Symbol: NORTHARC</b> |
|-------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 (Last updated on: January 30, 2026) – Outcome of the 18<sup>th</sup> Annual General Meeting.**

In continuation to our intimation NACL/07/JUL/2025-26 dated July 25, 2026, we would like to inform that the Shareholders of Northern Arc Capital Limited (“the Company”) at their 18<sup>th</sup> Annual General Meeting held on Tuesday, August 18, 2026, has transacted the following businesses as laid down in the Notice of the AGM dated July 10, 2026.

| Resolution No. | Subject of the Resolutions                                                                                                                                                                                                                                                                                    | Resolution type |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| 1.             | Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon;                                                                                            | Ordinary        |
| 2.             | Appointment of Mr. Vijay Nallan Chakravarthi (DIN: 08020248), as a director, liable to retire by rotation.                                                                                                                                                                                                    | Ordinary        |
| 3.             | Appointment of M/s. R. Subramaniam and Company LLP (FRN: 004137S / S200041) as the Joint Statutory Auditors of the Company and fixing of remuneration<br><b><i>Disclosure as per SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed as Annexure- A.</i></b> | Ordinary        |
| 4.             | Approval of Creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013                                                                                                                                                                                               | Special         |
| 5.             | Approval of 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         |
| 6.             | Approval of offer and Issue of Non-Convertible Debentures, in one or more tranches on a private placement basis<br><b><i>Disclosure as per SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, is enclosed as Annexure - A.</i></b>                                      | Special         |
| 7.             | Approval of the 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                                                                                                                            | Special         |
| 8.             | Approval of the revision in the terms of managerial remuneration of Mr. Ashish Mehrotra (DIN: 07277318), Managing Director & Chief Executive Officer of the Company and to ratify the payment of Special Discretionary Payout                                                                                 | Special         |
| 9.             | Change in Mode of Implementation of Northern Arc Employee Stock Option Plan 2016 and the ESOP Schemes from Trust Route to Direct Route and amendments made thereto                                                                                                                                            | Special         |

## 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.: L65910TN1989PLCO17021



Additionally, the consolidated voting results, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, along with the Scrutinizer's Report, will be submitted separately to the Stock Exchanges within the prescribed timelines. These documents will also be made available on the websites of the Company and National Securities Depository Limited (NSDL), the Company's e-voting service provider.

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**

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**ANNEXURE- A**  
**Appointment of Joint Statutory Auditors**

| S. No. | Particulars                                                                                           | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|--------|-------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)    | Name                                                                                                  | M/s. R. Subramaniyan and Company LLP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| (ii)   | Reason for change viz. appointment, <del>resignation,</del><br><del>removal, death or otherwise</del> | <p>Pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), Urban Co-operative Banks and Non-Banking Financial Companies (including Housing Finance Companies) dated April 27, 2021, issued by the Reserve Bank of India ("RBI Guidelines"), Non-Banking Financial Companies having an asset size of ₹15,000 crores and above, as at the end of the immediately preceding financial year, are mandatorily required to appoint Joint Statutory Auditors, and the statutory audit is to be conducted by a minimum of two audit firms.</p> <p>In view of the foregoing and the audited financial statements of the Company as of March 31, 2026, which reflect an asset size exceeding Rs. 15,000 crores, it is required to appoint joint statutory auditors for the Company, in compliance with the provisions of the aforementioned RBI Guidelines.</p> <p>Accordingly, the Board of Directors at its meeting held on Friday, July 10, 2026, have approved the appointment of M/s. R. Subramaniyan and Company LLP (FRN: 004137S / S200041) as the Joint Statutory Auditors of the Company. The shareholders of the Company, in their 18<sup>th</sup> Annual General Meeting held today, have also approved the appointment of M/s. R. Subramaniyan and Company LLP as the Joint Statutory Auditors of the Company for a period of three consecutive years from the conclusion of the 18<sup>th</sup> Annual General Meeting till the conclusion of the 21<sup>st</sup> Annual General Meeting of the Company.</p> <p>The existing statutory auditors, M/s. Walker Chandiok &amp; Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013), will continue to hold office till the conclusion of 19th Annual General Meeting of the Company, in accordance with their terms of appointment.</p> |
| (iii)  | Date of appointment / <del>cessation</del><br>(as applicable) and term of appointment                 | M/s. R. Subramaniyan and Company LLP (FRN: 004137S / S200041) shall hold office for a term of 3 consecutive years from the conclusion of ensuing 18th Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company, subject to the approval of the Members of the Company at the ensuing Annual General Meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| (iv)   | Brief Profile                                                                                         | M/s. R. Subramanian and Company LLP (FRN: 004137S / S200041) is a firm of Chartered Accountants. The firm was founded by Mr. R Subramanian in 1974 and operates from its registered office in Chennai and has presence in Bangalore & Delhi. It has associations with established CA firms in Mumbai and Hyderabad.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| (v)    | Disclosure of relationships between directors (in case of appointment of a director)                  | Not applicable.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

**Offer and issue of Non-Convertible Debentures, in one or more tranches on a private placement basis up to 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 Issuance                                                                                                                                                                                        | Private Placement                                                      |
| (iii)                                                                                                                                                                     | Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);                                                                               | Up to 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;                                                                                                                                                                                          | Up to 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 securities      |
| (vi)                                                                                                                                                                      | Tenure of the instrument - date of allotment and date of maturity                                                                                                                                           |                                                                        |
| (vii)                                                                                                                                                                     | Coupon/interest offered, schedule of payment of coupon/interest and principal;                                                                                                                              |                                                                        |
| (viii)                                                                                                                                                                    | Schedule of payment of coupon/interest and principal                                                                                                                                                        |                                                                        |
| (ix)                                                                                                                                                                      | Charge/security, if any, created over the assets                                                                                                                                                            |                                                                        |
| (x)                                                                                                                                                                       | Special right / interest/ privileges attached to the instrument and changes thereof                                                                                                                         |                                                                        |
| (xi)                                                                                                                                                                      | 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                                                      |                                                                        |
| (xii)                                                                                                                                                                     | 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 |                                                                        |
| (xiii)                                                                                                                                                                    | Details of redemption of debentures                                                                                                                                                                         |                                                                        |
| (xiv)                                                                                                                                                                     | Any cancellation or termination of proposal for issuance of securities including reasons thereof                                                                                                            |                                                                        |

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