

SCRUTINIZER REPORT ON THE POSTAL BALLOT

(Pursuant to Section 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 Chairperson,
Northern Arc Capital Limited**

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

Dear Sir,

Sub: Scrutinizer's Report on passing of the resolution set-out in the postal ballot notice dated December 13, 2025, through remote e-Voting

1. I, **N A Srinivasan, Advocate/Designated Partner of Genicon Legal LLP, Chennai**, have been appointed as the Scrutinizer by the Board of Directors of Northern Arc Capital Limited ("**the Company**") to scrutinize the postal ballot through remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on the postal ballot resolutions contained in postal ballot notice dated December 13, 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 April 08, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars of which latest being General Circular No. 3/2025 dated September 22, 2025 (collectively "**the MCA Circulars**") allowing the companies to conduct postal ballot process through e-voting.
2. I submit my report as under;
 - i. The company has completed the dispatch of Notice of Postal Ballot by e-mail on December 24, 2025 to its Members, whose name appeared on the Register of Members / List of Beneficial Owners as on December 12, 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 December 25, 2025.



- iii. The Company has availed the voting facility offered by National Securities Depository Limited (NSDL), for facilitating remote e-Voting to enable the members to exercise their right to vote by electronic means.
- iv. The remote E-voting period commenced on Friday, December 26, 2025, at 09:00 a.m. (IST) and ended on Saturday, January 24, 2026 at 05.00 p.m. (IST) and the e-voting facility for members was immediately disabled thereafter.
- v. At the end of the e-voting period, the results were downloaded from NSDL's e-voting platform (<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 shareholders exercised their voting only by electronic mode and a summary of e-voting results is given hereunder below:-

Resolution No: 1

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

S. No	Particulars	Total	Assent	Dissent
1.	Total number of members voted	238	224	14
2.	Total number of votes cast by them	61938145	61936696	1449
3.	% of valid votes cast	100	99.9977	0.0023

RESULT:

I report that the Special Resolution with regard to Resolution No. 1 as set out in the postal ballot notice dated December 13, 2025, has been passed by the members with requisite majority.



Resolution No: 2

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

S. No	Particulars	Total	Assent	Dissent
1.	Total number of members voted	239	223	16
2.	Total number of votes cast by them	61938146	61890778	47368
3.	% of valid votes cast	100	99.9235	0.0765

RESULT:

I report that the Ordinary Resolution with regard to Resolution No. 2 as set out in the postal ballot notice dated December 13, 2025, has been passed by the members with requisite majority.

Voting details as required under Regulation 44(3) of SEBI (LODR) Regulations 2015, is enclosed as Annexure-1 of this report.

viii. The Electronic data and relevant records relating to remote 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 safekeeping.

ix. You may accordingly declare the result of voting through Postal Ballot.

Thanking you
Yours truly,

For Genicon Legal LLP
Advocates and Advisors
LLPIN: ACD-5922



CS N.A Srinivasan
Advocate/Designated Partner
FCS: F7257
Adv Regn No. MS. 2065/2006



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N JAYAKUMAR

Digitally signed by
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SUNDARARAJAN
JAYAKUMAR
Date: 2026.01.24 18:28:53
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Date: 24th January 2026
Place: Chennai