



NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the members of Northern Arc Capital Limited (“Company”) be held at shorter notice, on Wednesday the 25th day of July 2018 at 6.30 pm at the registered office of the Company to consider and transact the following special businesses:

1. As a Special Resolution:

APPROVAL FOR AMENDMENTS TO THE IFMR CAPITAL EMPLOYEE STOCK OPTION PLAN, 2016:

RESOLVED THAT pursuant to the Applicable Laws, consent be and is hereby accorded for making the following amendments to the IFMR Capital Employee Stock Option Plan, 2016, for the benefit of present and future permanent employees of the Company and its director(s), whether whole time director or not but excluding independent directors, as per the salient features mentioned in the explanatory statement annexed herewith, provided that the total number of options that can be granted under ESOP Plan 2016 shall not exceed 670,933 options, convertible into equivalent number of equity shares of the Company.

- A) Amendment to the name of the Plan from IFMR Capital Employee Stock Option Plan, 2016 to Northern Arc Employee Stock Option Plan 2016
- B) Name of the Company wherever it appears from IFMR Capital Finance Private Limited to Northern Arc Capital Limited
- C) No of options in the Share Pool to be changed from 49,92,814 options to 56,63,747

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

2. As a Special Resolution:

APPROVAL FOR NORTHERN ARC EMPLOYEE STOCK OPTION SCHEME III, 2018:

RESOLVED THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to grant such number of stock options as maybe decided, under Northern Arc ESOP Scheme III 2018 to the present and future, permanent employees of Northern Arc Capital Limited and their director(s) whether whole time director or not but excluding independent directors, if any, from time to time, on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company

RESOLVED FURTHER THAT the Compensation Committee of the Board be and is hereby authorized to:- (i) administer, implement and superintend the said ESOP Scheme; (ii) determine the terms and conditions of grant, issue, re-issue, cancel and withdrawal of stock options from time to time; (iii) formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of stock options to the employees and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time; (iv) do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution to any committee of directors, director, officer or authorised representative of the Company; and (v) settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

3. As a Special Resolution:

APPROVAL FOR NORTHERN ARC EMPLOYEE STOCK OPTION SCHEME III, 2018:

RESOLVED THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to grant the stock options under Northern Arc ESOP Scheme III 2018 to the present and future, permanent employees of the holding and subsidiary company (ies) and their director(s) whether whole time director or not but excluding independent directors, if any, from time to time, on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Compensation Committee of the Board be and is hereby authorized to:- (i) administer, implement and superintend the said ESOP Scheme; (ii) determine the terms and conditions of grant, issue, re-issue, cancel and withdrawal of stock options from time to time; (iii) formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of stock options to the employees and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time; (iv) do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution to any committee of directors, director, officer or authorised representative of the Company; and (v) settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

4. As a Special Resolution:

ISSUE AND ALLOTMENT OF SHARES TO ENABLE THE COMPANY TO COMPLY WITH THE REQUIREMENT OF HAVING MINIMUM NUMBER OF SHAREHOLDERS REQUIRED UNDER THE COMPANIES ACT, 2013:

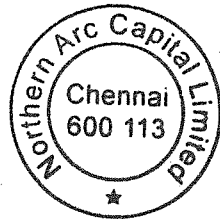
“RESOLVED THAT pursuant to provisions of Section 42, Section 55 and Section 62 and other applicable provisions of the Companies Act, 2013 (including any amendment to or re-enactment thereof), the rules and regulations made there under, including but not limited to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the articles of association of the Company, consent be and is hereby accorded to the Company, for the issuance of 3 (Three) equity shares of INR 10/- each at Rs.205/- per share to a) Dr. Kshama Fernandes, b) Ms. Bama Balakrishnan and c) C Kalyanasundaram by way of preferential allotment, on a private placement basis.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorised and empowered, to file the necessary forms with the Registrar of Companies and to do all such acts and deeds necessary to give effect to this resolution, including to sign and file the necessary application letter, return of allotment in Form No PAS-3, and file the necessary information about the offer in Form No PAS-5 with the Registrar of Companies or any other documents as may be required from time to time for the purpose of the abovementioned allotment and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to making the necessary entries in the register of members and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT a certified copy of this resolution be circulated under the signature of any one of the directors or the company secretary of the company.

FOR AND ON BEHALF OF BOARD OF DIRECTORS


Kshama Fernandes
Director



Date: 25th July 2018
Place: Chennai

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing a proxy should however be deposited at the registered office of the company duly completed, not less than 48 (forty eight) hours before the commencement of this meeting.
2. Statement of material facts pursuant to section 102 of the Companies Act, 2013, in respect of special business set out above, is annexed hereto.
3. All documents referred to in the notice and the explanatory statement are open for inspection at the registered office of the Company on all working days during business hours till the date of the meeting.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING

The following statement set out all material facts relating to the business mentioned under the accompanying notice dated 25th July 2018:

Items 1, 2 & 3: Approval of amendments to IFMR Capital Employee Stock Option Plan, 2018 and Approval of Northern Arc Employee Stock Option Scheme III, 2018 for the Company and its subsidiaries:

With a view to promoting retention of employees and attracting new talent, the company had devised an Employee Stock Option Plan, 2016. Also, the Board proposes to incentivize key employees by introducing, formulating and creating options under the Northern Arc Employee Stock Option Scheme III, 2018 for the Company and its subsidiaries. Grant of stock options under the said Plan and Scheme shall be as per the terms and conditions as may be decided by Compensation Committee from time to time in accordance with the Applicable Laws.

The amendments to the Employee Stock Option Plan are detailed in the resolution stated above:

The salient features of the Scheme are as follows:

- i. Total number of stock options to be granted: 7,83,189
- ii. Identification of classes of employees entitled to participate in the Employees Stock Option Scheme: as decided by the Compensation Committee
- iii. The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme: as decided by the Compensation Committee
- iv. The requirements of vesting and period of vesting:

Sr. No (A)	Vesting period (B)	Options to be vested (C)
1.	At the end of 1 year from the date of grant	30% of total number of Options granted and accepted
2.	At the end of 2 years from the date of grant	30% of total number of Options granted and accepted
3.	At the end of 3 years from the date of grant	40% of total number of Options granted and accepted

- v. The maximum period within which the options shall be vested: 8 years from the grant date
- vi. The exercise price or the formula for arriving at the same: INR 181/-
- vii. The exercise period and process of exercise:

The Compensation Committee shall decide the exercise period from time to time which can be extended upto 8 years from the vesting date(s). The employee can exercise stock options at any time after the vesting date either in full or in tranches by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the Compensation Committee, from time to time.

viii. The lock-in period: The Shares allotted/ transferred pursuant to the Exercise of the Vested Options under Clause 9 above shall not be subject to a lock-in unless the Committee decides otherwise.

ix. The maximum number of options to be granted per employee and in aggregate: Maximum number of options to be granted to an eligible employee will be determined by the Compensation Committee on case to case basis.

x. The method which the company shall use to value its options: As advised by the Compensation Committee

xi. The conditions under which option vested in employees may lapse: As per the Scheme

xii. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee: As detailed in the Scheme

The company shall comply with all the applicable accounting standards in this regard.

The Board of Directors of the Company accordingly recommend the resolutions for approval of the members. None of the directors of the Company or key managerial personnel ("KMP") are, in any way, concerned or interested in the said resolution, except to the extent of options granted to them. None of the relatives of the directors and KMP are interested in the resolutions.

Item No. 4 Issue of Further Shares:

The Board had on 18th December 2017 approved the transfer of shares from IFMR Holdings Private Limited to three employees viz. Dr. Kshama Fernandes, Ms. Bama Balakrishnan and Mr. C. Kalyanasundaram to enable the company to increase the number of its shareholders to 7 consequent to the company becoming a public limited company.

However, the said transfer could not be completed due to the ongoing scheme of reorganization. The Board is to consider and approve the issue and allotment of 1 equity share of INR 10 each to three employees of the company at Rs.205/- per share in order to enable the company to comply with the minimum number of members required for a public limited company. The Board is also required to convene an extraordinary general meeting of the members of the company for issue and allotment of one equity share each to the above-named employees of the Company.

The Company now proposes to make a fresh issue of shares to the above named employees of the Company on a private placement basis:

Pursuant to provisions of Section 62 (1)(c) of the Companies Act, 2013 read with the rules framed thereunder, issue of shares by a Company on a preferential basis is required to be approved by members by passing special resolution.

The Company submits the following information for taking appropriate decision for approval of the proposed resolution as set out in the notice of the meeting by way of special resolution:

NO	PARTICULARS	DETAILS
1.	The objects of the issue	To enable to company to have seven members
2.	The total number of shares to be issued and nominal value of each share	3 (Three) equity shares of the face value of INR 10 (Indian Rupees Ten) each at INR 205 per share
3.	The price or price band at/within which the allotment is proposed	INR 205 per share
4.	Basis on which the price has been arrived at along with report of the registered valuer	
5.	Relevant date with reference to which the price has been arrived at	
6.	The class or classes of persons to whom the allotment is proposed to be made	Resident individuals
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Key Managerial Personnel – Dr. Kshama Fernandes and Ms. Bama Balakrishnan intend to subscribe to the offer
8.	The proposed time within which the allotment shall be completed	30 days from the date of the offer
9.	The percentage of post preferential offer capital that may be held by the allottee	0.0001%
10.	The change in control, if any, in the company that would occur consequent to the preferential offer	None
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	None during this financial year
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable

PRE-ISSUANCE AND POST-ISSUANCE SHAREHOLDING PATTERN:

CATEGORY	PRE ISSUE AND TRANSFER		POST ISSUE AND TRANSFER	
	<i>No and Type of Shares</i>	<i>% Fully Diluted Shareholding</i>	<i>No and Type of Shares</i>	<i>% Fully Diluted Shareholding</i>
Promoters' holding:				
Indian:				
Individual	-	-	-	-
Bodies Corporate	-	-	-	-
Sub Total	-	-	-	-
Foreign Promoters				
Sub Total (A)				
Non-Promoter Shareholding	-	-	-	-
Institutional Investors	49,959,876	52.12	49,959,876	52.12
Non-Institutional Investors	-	-	-	-
Private Corporate Bodies	45,887,686	47.88	45,887,686	47.88
Directors and Relatives	-	-	1	0.00000104
Indian Public	-	-	2	0.00000209
Others (Including NRIs)	-	-	-	-
Sub Total (B)	95,847,562.00	100.00	95,847,565.00	100.00

The Board of Directors of the Company accordingly recommend the resolutions for approval of the members.

None of the directors of the Company or No key managerial personnel (“KMP”) are, in any way, concerned or interested in the said resolution, except Dr. Kshama Fernandes, Chief Executive Officer and Ms. Bama Balakrishnan, Chief Financial Officer, who are subscribing to the said shares of the Company. None of the relatives of the directors and KMP are interested in the resolutions.

FOR AND ON BEHALF OF BOARD OF DIRECTORS


Kshama Fernandes
Director



Date: 25th July 2018
Place: Chennai