Constitution and Bylaws of the Company

This document outlines the Memorandum of Association and Articles of Association of Northern Arc Capital Limited (the 'Company'). The provisions in the Articles govern the operations of the Company and the rights of its members.

# Preliminary

1. The provisions of Table 'F' in Schedule I of the Companies Act, 2013 shall not be applicable to the Company, except for those that are repeated, specifically included, or made applicable by these Articles or as mandated by the Companies Act, 2013 and its associated regulations. The management of the Company shall be directed by these Articles, which can be altered by resolution in accordance with the statutory powers granted by the Companies Act.

# Interpretation

2. Definitions – The following definitions shall apply to the terms used in these Articles, unless the context requires otherwise:

(Act) refers to the Companies Act, 2013, along with any amendments or re-enactments of it that apply.

(Articles of Association) refers to the Articles of Association of the Company, as amended from time to time.

(Annual General Meeting) refers to a general meeting of members held in accordance with the provisions of Section 96 of the Act.

(Board) refers to the collective body of Directors of the Company, including any sub-committees thereof.

(Capital) refers to the share capital raised or authorized for raising by the Company.

(Chairman) refers to the Chairman or Chairperson of the Board of Directors.

(Chief Executive Officer) refers to an officer of the Company designated as such.

(Chief Financial Officer) refers to the person appointed as the Chief Financial Officer.

(Company) refers to Northern Arc Capital Limited.

(Director) refers to a member of the Board of Directors.

(Debenture) refers to any debt instrument including debenture-stock, bonds, or other securities.

(Depository) refers to the meaning assigned under the Depositories Act, 1996.

(Dividend) includes any interim dividend.

(Equity Shares) refers to shares of the Company with a face value of ₹10 each.

(Extraordinary General Meeting) refers to a general meeting other than the Annual General Meeting.

(Independent Director) as defined under the Act.

(Key Managerial Personnel) includes the Chief Executive Officer, Managing Director, company secretary, and other senior management.

(Managing Director) refers to a Director appointed to handle substantial powers of management.

(Memorandum of Association) refers to the Company's Memorandum of Association, as amended.

(Month) refers to a calendar month.

(Officer) refers to any Director, manager, or Key Managerial Personnel.

(Share) refers to a unit of share capital in the Company.

(Special Resolution) as defined under the Act.

# Share Capital and Variation of Rights

4. Authorized Share Capital: The Company’s authorized share capital shall be as specified in Clause V of the Memorandum of Association, and the Board may issue shares in such class, denomination, and number as they deem fit, subject to the provisions of the Act and these Articles.