

NORTHERN ARC INVESTMENT MANAGERS PRIVATE LIMITED

A Wholly Owned Subsidiary of Northern Arc Capital
Limited

Eleventh Annual Report 2023-24

Northern Arc Investment Managers Private Limited

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www.northernarcinvestments.com

CIN.: U74120TN2014PTC095064

Corporate Off. : "The Capital", Office No. 902-B Wing
9th Floor, Plot No. C-70, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India
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Board of Directors

Dr. Kshama Fernandes
Whole-time Director
(DIN: 02539429)

Mr. Theodoor Brouwers
Independent Director
(DIN: 08261000)

Mr. Ashish Mehrotra
Non-Executive Director
(DIN: 07277318)

Mr. Chaitanya Pande
Non-Executive Director
(DIN: 06934810)

Mr. Pardhasaradhi Rallabandi
Non-Executive Director
(DIN: 10054672)

Auditors

M/s. S. R. Batliboi & Associates LLP,
Chartered Accountants
(Registration Number: 101049W/ E300004)

Registered Office

IITM Research Park, Phase I, 10th Floor,
1 Kanagam Village (Behind Tidel Park),
Taramani, Chennai, Tamil Nadu - 600113
Telephone no.: +91 44 6668 7000
Email ID: imcompliance@northernarc.com

CIN: U74120TN2014PTC095064

DIRECTOR'S REPORT

To the Members,

On behalf of the Board of Directors, it is our pleasure to present the Eleventh Director's Report together with the Audited Financial Statements of **Northern Arc Investment Managers Private Limited** ("the Company") for the financial year ended March 31, 2024.

BUSINESS OVERVIEW:

In line with the work and ecosystem created by our parent company named Northern Arc Capital Limited, **Northern Arc Investment Managers Private Limited ("NAIM" or "the Company")** facilitates investments that ensure easy access-to-finance for companies that have a demonstrable track record in increasing the penetration of financial services in India. Our investment strategy is centred around making impact-oriented yet returns-focused investments in several key financial inclusion themed sectors, such as Microfinance, Affordable Housing, Small Business Loans, Vehicle Loans, Agri-business Loans and Corporate Finance. **NAIM** presents sustainable solutions to investors through our funds, by providing multiple investment strategies (single/multi-sector focus), varying tenures (ranging from 3.5 years to 10 years) and liquidity preferences (regular coupon pay-outs or bullet payments).

FINANCIAL PERFORMANCE:

The financial performance of your Company for the financial year ended March 31, 2024, is summarised as below:

(₹ in Lakhs)

Particulars	As on March 31, 2024	As on March 31, 2023
Income	4582.32	3917.08
Less: Expenditure	3564.91	2760.18
Gross profit before depreciation	1017.53	1162.14
Less: Depreciation for the year	0.12	5.24
PBT (Profit/(Loss) before Tax)	1017.41	1156.90
Less: Provision for tax (Current year)	274.14	292.61
Less: Deferred tax	25.27	(48.54)
PAT (Profit/(Loss) after Tax)	718.00	912.83
Profit brought forward from previous year	4297.63	3395.76

Less: Transfer to Capital Redemption Reserve	-	-
Less: Reclassification of remeasurement of net defined benefit liability	9.68	(10.97)
Balance carried forward to balance sheet	5025.31	4297.63

SUMMMARY OF OPERATIONS:

During the year under review, the net revenue from operations of your Company is Rupees (₹) 4,546.42 lakhs as against the previous year Rupees (₹) 3913.41 lakhs.

For the Financial Year 2023-24, your Company's Profit after Tax stood at Rupees (₹) 718.00 lakhs vis-à-vis a Profit after Tax of Rupees (₹) 912.83 Lakhs in the previous year.

The net worth of your Company as on March 31, 2024, stood at Rupees (₹) 5,386.31 lakhs as against Rupees (₹) 4,658.63 lakhs as on March 31, 2023.

Your Company does not have any subsidiary or an associate company or a joint venture company during the financial year 2023-24.

There are no material changes or commitments affecting the financial position of your Company which have occurred between the end of the financial year and date of this report. We also hereby confirm that there has been no change in the nature of business of your Company.

DIVIDEND:

Your directors do not recommend any dividend for the year ended March 31, 2024.

TRANSFER TO RESERVES:

There was no amount proposed to be transferred to the reserves. For complete details on movement in Reserves and Surplus during the financial year ended March 31, 2024, please refer to the Statement of Changes in Equity included in the financial statements.

CAPITAL STRUCTURE:

Authorised Share Capital:

The authorised share capital of your Company as on March 31, 2024, was ₹ 30,00,00,000/- (i.e. Rupees Thirty Crores only) categorised into equity share capital of ₹ 15,00,00,000/- (i.e. Rupees Fifteen Crores only) divided into 15,00,000 equity shares of ₹ 100/- each and preference share capital of ₹ 15,00,00,000/- (i.e. Rupees Fifteen Crores only) divided into 15,00,000 preference shares of ₹ 100/- each.

During the year under review, your Company has increased the Authorised Share Capital FROM Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 500,000 (five lakhs) Equity Shares of Rs. 100/- (Rupees One hundred) each and 15,00,000 (Fifteen lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees One hundred) each TO Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 15,00,000 (Fifteen lakhs) Equity Shares of Rs. 100/- (Rupees One hundred) each and 15,00,000 (Fifteen lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees One hundred) each. The increase in the Authorised Share Capital of the Company was undertaken pursuant to a resolution passed at the Extra Ordinary General Meeting of the Company held on March 26, 2024.

Issued, Subscribed and Paid-up Share Capital:

The issued, subscribed and paid-up share capital of your Company as on March 31, 2024, was ₹ 3,61,00,000/- (i.e. Rupees Three Crores Sixty-One Lakhs only) divided into 3,61,000 equity shares of ₹ 100/- each.

During the year under review, your Company has not issued any further shares.

STATE OF COMPANY'S AFFAIRS / BUSINESS PERFORMANCE:

FY24 marks the completion of a decade of Northern Arc Investment Managers (NAIM). From our humble beginnings with the launch of a small INR 100 crore microfinance fund to raising our largest fund ever of INR 1000 crore, NAIM has come a long way. Our underwriting skills have expanded from a complete microfinance focus to encompassing other financial institutions and beyond. We have explored a myriad of structures—including an Open-Ended CAT III Debt Fund, Unified Fund, MLD Fund, Separately Managed Account, Non-FI Fund, and leveraged fund—to provide diverse investment avenues for our extensive pool of investors, which comprises of retail investors, institutions, corporates, and Development Finance Institutions (DFIs). Notably, five of our ten funds have completed their fund cycles, each delivering higher-than-expected returns.

NAIM closed FY24 with cumulative investor commitments of ~INR 3,800 crore with total investments of INR 6,600+ crores across sectors and expanded its investor base to 800+ investors. We added 330+ new investors across corporates, family offices, high net worth individuals, global and domestic funds, and development finance institutions, highlighting the growing recognition and trust in our platform. We also have received SEBI approval for the launch of two new AIFs.

Fund raising maintained its momentum as we raised over INR 600 crore in Northern Arc Emerging Corporates Bond Fund (ECB), thereby completing the final close of the fund in Nov-23 as targeted. However, due to the extended start-up funding winter, the ECB commitments could not be completely drawn down. Northern Arc Money Market Alpha Fund (MMA) also saw an inflow of INR 600 crore which helped it reach its highest ever AUM of INR 1500 crore in Nov-23. Unfortunately, the latest RBI circular related to the registered entities (RE) exposure, the MMA fund saw a significant redemption in Dec-23, leading to almost erosion of half its AUM.

We also added another esteemed offshore investor to our list from which we secured INR 245 crore of signed commitments, effectively doubling our offshore commitments. Additionally, offshore commitments worth INR 520 crore are in pipeline from Development Finance Institutions for Northern Arc Climate fund, our first ever leveraged fund to be launched in GIFT City in FY25.

Within the Portfolio Management Services platform, our first ever Discretionary PMS Strategy, Northern Arc Income Builder Series A, matured in Feb-24, delivering a return of ~8.75% to all its investors. This achievement once again demonstrates our expertise across a new platform category and strengthens our position among our peers as one of the strongest contenders in the private credit market. Along with this, we launched our third Discretionary PMS Strategy, Northern Arc Credit Opportunities Strategy, which focusses on investing in securities rated A- and above and would finance companies that provide credit to financially underserved end-customers.

FY24 continued to be the year of accolades, as our accomplishments were recognized and celebrated across various platforms domestically as well as internationally. NAIM was featured in the ImpactAssets 50 list for the fourth consecutive year, an annual showcase highlighting fifty fund managers worldwide who excel in creating positive social impact while generating financial returns for investors. Additionally, NAIM won the prestigious 'Best Investment Management Company' award at the CX Summit, marking another significant milestone in our journey.

The last ten years were nothing less than a roller coaster ride for NAIM as it navigated through numerous ups and downs. However, thanks to the numerous accolades we have received and the unwavering support from our investors, it has been a decade of tremendous progress and transformation. With this momentum, we intend to continue growing with vigour in the coming decade.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

DIRECTORS:

Non-Executive Director:

During the financial year, Mr. Pardhasaradhi Rallabandi (DIN: 10054672) was appointed as the Additional Director of your Company effective from December 15, 2023, as a nominee director of the holding company, Northern Arc Capital Limited. Such appointment was in accordance with the provisions of Section 161 of the Companies Act, 2013, and the Articles of Association of your Company.

All the Directors of your Company have confirmed that they are not disqualified for being appointed as Directors as specified under Section 164 of the Companies Act, 2013.

Whole-time Director, Retiring by rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of your Company, Dr. Kshama Fernandes (DIN: 02539429) Whole-time Director designated as Executive Chairperson, is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, seeks re-appointment.

Necessary resolution for re-appointment of Dr. Kshama Fernandes has been included in the Notice convening the AGM. The brief resume of Dr. Kshama Fernandes and other related information have been detailed in the Notice convening the AGM of your Company. Your directors recommend her re-appointment as a director of your Company.

Independent Director:

Mr. Theodoor Brouwers (DIN: 08261000) Independent Director, has submitted the declaration stating that he meets the criteria of independence as per the provisions of the Companies Act, 2013. In the opinion of the Board, the Independent Director fulfil the conditions specified under the Companies Act, 2013, the Rules made thereunder and is independent of the management.

Mr. Theodoor Brouwers also confirmed that in terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, he has registered himself with the Independent Director's database as prescribed under the Act.

CHANGES IN DIRECTORSHIP THAT HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE DIRECTORS' REPORT

Non-Executive Director:

Mr. Nicholas Moon (DIN: 07725967) resigned from the post of the Non-Executive Director of the Company effective from the close of business hours of April 30, 2024, on account of pre-occupation.

Your Company places on record its appreciation for the assistance and guidance provided by Mr. Nicholas Moon during his tenure as Non-Executive Director of the Company.

Key Managerial Personnel:

During the financial year, Kalyanasundaram C. (PAN: AHUPK8029N) resigned as the Chief Financial Officer (CFO) of your Company effective from the close of business hours of July 27, 2023 and pursuant to such resignation, Mr. Vishal Garg (PAN: AEPPG1694J) was appointed as the Chief Financial Officer (CFO) of your Company on July 28, 2023, with effect from July 27, 2023. Such appointment was in accordance with the provisions of Section 203 of the Companies Act, 2013, and the Articles of Association of your Company.

CHANGES IN KEY MANAGERIAL PERSONNEL THAT HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE DIRECTORS' REPORT

1. Mr. Ravi Vukkadala (PAN: ABFPV7581F) resigned from the post of Chief Executive Officer (CEO) of your Company with effect from close of business hours of June 11, 2024.

2. Mr. Bhavdeep Bhatt (PAN: ACBPB2896C) was appointed as the Chief Executive Officer (CEO) of your Company effective from June 12, 2024. Such appointment was in accordance with the provisions of Section 203 of the Companies Act, 2013, and the Articles of Association of your Company.

3. Ms. Devanshi Shah (Membership No.: A65481) resigned from the post of Company Secretary (CS) of your Company with effect from the close of business hours of August 3, 2024.

CORPORATE GOVERNANCE:

BOARD MEETINGS:

During the year under review, 6 (Six) Board meetings were held on May 9, 2023, July 28, 2023, October 25, 2023, December 28, 2023, January 17, 2024, and February 7, 2024.

The details pertaining to the attendance of each Director at the meetings of the Board of Directors held during the financial year 2023-24 are mentioned below:

Sr. No.	Name of the Director	Nature of Directorship	Number of Board Meetings	
			Held during tenure	Attended
1	Dr. Kshama Fernandes	Whole-time Director / Executive Chairperson	6	6
2	Mr. Ashish Mehrotra	Non- Executive Director	6	5
3	Mr. Chaitanya Pande	Non- Executive Director	6	6
4	Mr. Nicholas Moon	Non- Executive Director	6	4
5	Mr. Theodoor Brouwers	Independent Director	6	6
6	Mr. Pardhasaradhi Rallabandi*	Non- Executive Director	3	3

Note: Appointed as an additional director of the Company with effect from December 15, 2023.*

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

AUDIT COMMITTEE:

Your company is not mandatorily required under Section 177 of the Companies Act read with Companies (Meeting of Board and its Powers) Rules, 2014 to constitute an Audit Committee. However, your company has constituted an Audit Committee as a measure of good governance.

The Audit Committee met 5 (Five) times during the financial year 2023-24 on May 9, 2023, July 28, 2023, October 25, 2023, January 17, 2024, and February 7, 2024.

The composition of the Committee along with the details of the meetings held and attended by the members of the Committee during the financial year 2023-24 are as under:

Sr. No.	Name of the Director	Number of Meetings	
		Held during tenure	Attended
1	Dr. Kshama Fernandes – Executive Chairperson	5	5
2	Mr. Theodoor Brouwers – Independent Director	5	5
3	Mr. Chaitanya Pande – Non-Executive Director	5	5
4	Mr. Ashish Mehrotra – Non-Executive Director	5	4
5	Mr. Pardhasaradhi Rallabandi - Non-Executive Director*	2	2

Note: Appointed as a member of Audit Committee with effect from December 15, 2023.*

CORPORATE SOCIAL RESPONSIBILITY (CSR):

In accordance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, your Company has constituted a CSR Committee. The composition of the

Committee along with the details of the meeting held and attended by the members of the Committee during the financial year 2023-24 is as under:

Sr. No.	Name of the Director	Number of Meetings	
		Held during tenure	Attended
1	Dr. Kshama Fernandes – Executive Chairperson	1	1
2	Mr. Theodoor Brouwers – Independent Director	1	1
3	Mr. Chaitanya Pande – Non-Executive Director	1	1

Northern Arc Capital Limited (your Company's holding company) along with its subsidiaries (Northern Arc Group) is committed to making a direct contribution to society as a part of its Corporate Social Responsibility (CSR) agenda. The Northern Arc Group has launched Northern Arc Foundation ("Foundation"), a Section 8 company which shall focus on building livelihood, skill and vocational development of communities traditionally marginalized by formal systems, enhancing people's well-being through knowledge building and innovation. The Foundation also focuses on other charitable and socially beneficial purposes related to education and other training and development initiatives. The Northern Arc group shall contribute to CSR through the Northern Arc Foundation.

The Northern Arc Group has also formulated a CSR policy in line with the provisions of Section 135 read with Schedule VII of the Companies Act, 2013.

For the FY 2023-24, an amount of ₹ 23,82,919/- had been earmarked for the CSR budget, being 2% of the average of the net profits of the preceding three financial years.

In accordance with the CSR Policy and as a part of CSR initiative, the Board of Directors of your Company, basis the recommendation received from CSR Committee had approved the spending of an amount up to Rupees (₹) 24,00,000/- through Northern Arc Foundation, to Ashwini Hospital for offering free medical aid to the poor. The said amount of Rupees ₹ 24,00,000/- was entirely disbursed and spent during the FY 2023-24 by Ashwini Hospital / Ashwini Charitable Trust.

The Annual Report on CSR Activities is enclosed as per prescribed format as 'Annexure 1' and forms part of this report.

VOTING RIGHTS NOT EXERCISED DIRECTLY BY EMPLOYEES:

– Not applicable

STATUTORY AUDITORS & AUDITORS REPORT:

The Shareholders of your Company had appointed M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No: 101049W/E300004) as the Statutory Auditors of your Company at the Ninth Annual General Meeting (AGM), for a term of 5 (five) financial years, to hold office until the conclusion of the AGM to be held for the financial year ending on March 31, 2027, subject to their continuity of fulfilment of the applicable eligibility norms, on such remuneration as may be decided by the Board of Directors based on the recommendation of Audit Committee. M/s. S. R. Batliboi & Associates LLP had confirmed at the time of appointment, that they were not disqualified to be appointed as statutory auditor in terms of the provisions of the Act read with rules made thereunder.

COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR IN THE REPORT:

There were no qualifications, reservations or adverse comments or disclaimer made by the Statutory Auditors, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, in their audit report.

The Statutory Auditors of your Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The details of related party transactions as required to be disclosed under Accounting Standards forms part of the notes to the financial statements provided in this annual report. During the year under review, there are no contracts or arrangements entered into with related parties as referred to in Section 188(1) of the Companies Act, 2013, which require disclosure in Form AOC-2, hence disclosure in Form AOC-2 is not applicable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Your Company had not given any loans or guarantee or provided any security to its directors or any other person in whom the director is interested. Neither had it granted any loans, secured or unsecured, given guarantee or provided any security to any other body corporate. Your Company had not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate except investment as a sponsor contributor in the alternative investment funds managed by it.

RISK MANAGEMENT:

Your Company keeps the Board informed periodically of the significant risks associated with the business of the Company and the various risk identification and mitigation processes put in place by the management. In the opinion of the Board, your Company has developed and implemented risk management procedures that are sufficient to combat risks that may threaten the existence of your Company. The enterprise risk management framework has also been adopted by your Board and is also subject to review from time to time.

The framework lays down the principles for risk management, identifies specific risks that your Company faces, categorises such risks in order of severity and impact, and prescribes the guidelines for managing, reporting and tracking such risks.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

In the last financial year, the completeness and adequacy of internal financial controls of your Company was evaluated by the internal auditor of the Company and report of the same has been shared with the Statutory Auditors of your Company. During FY 2023-24, the internal financial controls were tested and presented to the Audit Committee for its review. The Audit Committee has reviewed the internal financial controls and stated that the controls were adequate and were operating effectively.

DEPOSITS:

During the year under review, your Company has not accepted any deposits as covered under Chapter V of the Companies Act, 2013 within the meaning of Sections 73 and 74 read together with the Companies (Acceptance of Deposits) Rules, 2014.

ANNUAL RETURN:

As per the provisions of the Companies Act, 2013, a copy of the annual return (in the prescribed Form MGT-7) as on the financial year ended on March 31, 2024 is placed on your Company's website at <https://www.northernarcinvestments.com/statutory-compliances/>.

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s. MMJB & Associates LLP, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company for FY 2023-24. The Secretarial Audit Report, in the prescribed Form No. MR-3, is annexed as **Annexure 2**.

PARTICULARS OF EMPLOYEES:

Your Company has 21 employees on its payroll as at March 31, 2024. Further, your Company does not offer stock options to any of its directors/employees.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company believes in providing a safe and harassment free workplace for every individual and endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. During the year under review, your Company has not received any complaints pertaining to sexual harassment. Your Company has also complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Since, the operation of your Company are not energy intensive, there is nothing specific for your Company to disclose with respect to the conservation of energy and technology absorption in terms of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. However, adequate measures have been initiated for conservation of energy wherever possible.

There were no foreign exchange earnings during the period under review. The foreign exchange outgoings were Rupees ₹ 182.15 Lakhs/-.

Details of forex outgoing is as follows in ₹ (lacs):

Professional Charges	152.36
Subscription	5.39
Director Sitting Fee	24.40
Total	182.15

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and operations of your Company in future.

OTHER DISCLOSURES:

- (a) There was no revision in the financial statements of your Company.
- (b) Disclosure pertaining to maintenance of cost records as specified by the Central Government under sub- section (1) of Section 148 of the Companies Act, 2013, is not applicable to your Company.
- (c) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise.
- (d) There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year.
- (e) There was no one time settlement entered into with any Bank or financial institutions in respect of any loan taken by your Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) accounting policies were selected and applied consistently, and reasonable prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of your Company at the end of March 31, 2024, and of the profit and loss of your Company for that period;
- (c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of your Company and for preventing and detecting frauds and other irregularities;
- (d) the annual accounts of your Company have been prepared on a going concern basis; and
- (e) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REGULATORY COMPLIANCES:

Your Company has complied with all the applicable regulatory requirements of compliances as required under the Company law, SEBI Circulars, various tax statutes as well as the relevant statutory requirements as specified by the other concerned regulatory bodies.

SECRETARIAL STANDARDS COMPLIANCES:

Your Company is in compliance with provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India in terms of the Companies Act, 2013.

ACKNOWLEDGEMENTS:

Your Directors would like to thank the investors, clients, vendors, bankers, other service providers and advisers of your Company for their continued association.

Your Directors would like to convey our gratitude to Securities and Exchange Board of India (SEBI), Reserve Bank of India, Central and State Governments and other statutory authorities and look forward to their continued support.

Your Directors wish to place on record their appreciation for employees at all levels, who have contributed through their dedication and commitment to the growth and performance of your Company. Your Directors also acknowledge the faith reposed in us by Northern Arc Capital Limited as our holding / parent company, and look forward to your continued patronage.

For and on behalf of the Board
Northern Arc Investment Managers Private Limited

Sd/-
Kshama Fernandes
Executive Chairperson (Whole-time Director)
DIN: 02539429

Date: August 12, 2024
Place: Mumbai

CIN: U74120TN2014PTC095064
Registered Office:
IITM Research Park, Phase I, 10th Floor,
1 Kanagam Village (Behind Tidel Park),
Taramani, Chennai, Tamil Nadu - 600113

Tel.: +91 44 6668 7000/ +91 22 6668 7500

ANNUAL REPORT ON CSR ACTIVITIES FOR FY 2023-24

1. Brief outline on CSR Policy of the Company

Northern Arc Capital (the company's holding company) along with its subsidiaries (Northern Arc Group) is committed to making a direct contribution to society as a part of its Corporate Social Responsibility (CSR) agenda.

The Northern Arc Group has launched Northern Arc Foundation, a section 8 company which shall focus on building livelihood, skill and vocational development of communities traditionally marginalized by formal systems, enhancing people's well-being through knowledge building and innovation. The foundation will also focus on other charitable and socially beneficial purposes related to education and other training and development initiatives. The Northern Arc group shall contribute to CSR through the Northern Arc Foundation.

The Company's CSR policy is in line with the provisions of Section 135 read with Schedule VII of the Companies Act, 2013. The complete CSR policy of the Company can be accessed on the Company's website at <https://www.northernarcinvestments.com/>.

2. Composition of CSR Committee:

In accordance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, the Company has constituted a CSR Committee with the following members:

Sr. No.	Name of Director	Designation	Nature of Directorship	No. of meetings of CSR Committee held during the year	No. of meetings of CSR Committee attended during the year
1	Dr. Kshama Fernandes	Chairperson	Non-Executive Director	1	1
2	Mr. Chaitanya Pande	Member	Non-Executive Director	1	1
3	Mr. Theodoor Brouwers	Member	Independent Director	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:

<https://www.northernarcinvestments.com/statutory-compliances/>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable.

5.

- a) Average net profit of the company as per section 135(5): Rs. 11,91,45,961/-
- b) Two percent of average net profit of the company as per section 135(5): Rs. 23,82,919/-
- c) Surplus arising out of the CSR projects or programs or activities of the previous financial years: Nil
- d) Amount required to be set off for the financial year, if any: Nil
- e) Total CSR obligation for the financial year (b+c-d): Rs. 23,82,919/-

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs.24,00,000/-

(b) Amount spent in Administrative overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs.24,00,000/-

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 24,00,000/-	NIL	--	--	NIL	--

(f) Excess amount for set off, if any: NIL

Sr. No.	Particulars	Amount (in Rs)
(i)	Two percent of average net profit of the company as per section 135(5)	23,82,919/-
(ii)	Total amount spent for the Financial Year	24,00,000/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	17,081/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)].	NIL

7. Details of Unspent CSR amount for the preceding three financial years:

Sr No	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under section 135(6) (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of transfer		
1	2020-21	-	-	-	-	-	-	-
2	2021-22	-	-	-	-	-	-	-
3	2022-23	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: NIL

Sr No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
-	-	-	-	-	-	-	-

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For and on behalf of the Board

Northern Arc Investment Managers Private Limited

Sd/-
Kshama Fernandes
Director
DIN: 02539429
Date: August 12, 2024
Place: Mumbai

Sd/-
Chaitanya Pande
Director
DIN: 06934810

MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund - West, Mumbai - 400080, (T) 022-21678100
LLPIN: AAR-9997

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

for the Financial Year ended March 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Northern Arc Investment Managers Private Limited,
IITM Research Park, Phase I, 10th Floor,
1 Kanagam Village (Behind Tidel Park), Tar,
Amani, Chennai- 600113, Tamil Nadu, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Northern Arc Investment Managers Private Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on March 31, 2024 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings; **(Not applicable to the Company during the Audit Period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable to the Company during the Audit Period)**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to the Company
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Company; **(Not Applicable to the Company during the Audit Period)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable to the Company during the Audit Period)**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 and amendment made thereunder; **(Not Applicable to the Company during the Audit Period)**

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. as mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the following law applicable specifically to the Company:

- i) Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020 and circulars issued thereunder
- ii) Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 and circulars issued thereunder

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in one case where meeting is convened at a shorter notice for which necessary approvals obtained as per applicable provisions) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that, during the audit period the Company has:

- Increased its borrowing limits from ₹ 50 Crores to ₹ 160 Crores by passing Special resolution at their Extraordinary General Meeting held on 28th December 2023.
- Increased its authorised share capital from 5,00,000 equity share capital of face value of ₹100 each and 15,00,000 Redeemable Preference Share capital of face value of ₹100 each to 15,00,000 equity share capital of face value of ₹100 each and 15,00,000 Redeemable Preference Share capital of face value of ₹100 each by passing shareholders resolution at Extraordinary General Meeting held on March 26, 2024. Consequently, amended Clause V of Memorandum of Association of the Company.

**MMJB Associates & LLP
Company Secretaries**

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**Deepti Kulkarni
Designated Partner**

ACS: 34733

CP No.: 22502

PR: 2826/2022

UDIN: A034733F000895296

Date: August 05, 2024

Place: Mumbai

This report is to be read with our letter of even date which is annexed as *Annexure A* and forms an integral part of this report.

To,
The Members,
Northern Arc Investment Managers Private Limited,
IITM Research Park, Phase I, 10th Floor,
1 Kanagam Village (Behind Tidel Park), Tar,
Amani, Chennai- 600113, Tamil Nadu, India.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

MMJB Associates & LLP
Company Secretaries

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Deepti Kulkarni
Designated Partner

ACS: 34733

CP No.: 22502

PR: 2826/2022

UDIN: A034733F000895296

Date: August 05, 2024
Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To the Members of Northern Arc Investment Managers Private Limited

Report on the Audit of the Financial Statements**Opinion**

We have audited the accompanying financial statements of Northern Arc Investment Managers Private Limited (the "Company"), which comprise the Balance Sheet as at March 31 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information .

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Directors Report, but does not include the financial statements and our auditor's report thereon. The Board of Directors Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Board of Directors Report is not made available to us as at the date of this auditor's report. We have nothing to report in this regard.



Responsibility of Management and the Board of Directors for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▶ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to

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modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- ▶ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in the paragraph (h) below on reporting under Rule 11(g);
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - (h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g);
 - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

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S.R. BATLIBOI & ASSOCIATES LLP

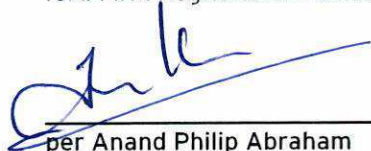
Chartered Accountants

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 27 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv.
 - a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 34 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 34 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.
- vi. Based on our examination, which included test checks and as explained in note 34, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. During the course of our audit we have not noted any instances of the audit trail feature being tampered at the application level. However, in the absence of service organization controls (SOC) report covering the audit trail feature at a database level, we are unable to comment on whether audit trail feature of the said software was enabled and operated throughout the year or whether there were any instances of the audit trail feature being tampered with at a database level.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004


per Anand Philip Abraham

Partner

Membership Number: 232912

UDIN: 24232912BKFTKY6305

Place of Signature: Bengaluru

Date: May 13, 2024



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Northern Arc Investment Manager Private Limited (the "Company")

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i)(a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (a)(B) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company
- (b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) There is no immovable property held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended March 31, 2024.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii)(a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii)(a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year the investments made in other parties such as trusts are not prejudicial to the Company's interest. The Company has not provided guarantees, provided security and granted loans and advances in the nature of loans, investments and guarantees to companies, firms, limited liability partnerships or any other parties. .
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (vii)(b) There are no dues of goods and services tax, provident fund, income tax, cess, and other statutory dues which have not been deposited on account of any dispute. The provisions of employees' state insurance, sales-tax, service tax, customs duty, excise duty, value added tax are not applicable to the Company.
- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix)(a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix)(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix)(c) Term loans were applied for the purpose for which the loans were obtained.
- (ix)(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix)(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.
- (ix)(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.
- (x)(a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (x)(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

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S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- (xi)(a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (xi)(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi)(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a),(b),(c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv)(a) The Company has an internal audit system commensurate with the size and nature of its business.
- (xiv)(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (xvi)(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (xvi)(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (xvi)(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses in the current year. The Company has not incurred cash losses in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in Note 33 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all

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S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

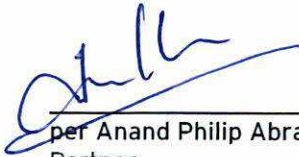
liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx)(a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in Note 23.4 to the financial statements.
- (xx)(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in Note 23.4 to the financial statements.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W / E300004



per Anand Philip Abraham

Partner

Membership Number: 232912



UDIN: 24232912BKFTKY6305

Place: Bengaluru

Date: May 13, 2024

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NORTHERN ARC INVESTMENT MANAGERS PRIVATE LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Northern Arc Investment Managers Private Limited (the "Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.

Meaning of Internal Financial Controls With Reference to these Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

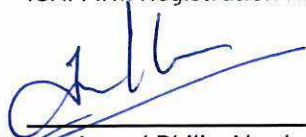
Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004



per Anand Philip Abraham

Partner

Membership Number: 232912



UDIN: 24232912BKFTKY6305

Place of Signature: Bengaluru

Date: May 13, 2024

Northern Arc Investment Managers Private Limited

Balance Sheet as at March 31, 2024

(All amounts are in Indian Rupees in lakh, unless otherwise stated)

Particulars	Note	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	4	-	0.12
Financial assets			
Investments	5	11,717.75	3,115.67
Total non-current assets		11,717.75	3,115.79
Current assets			
Financial assets			
Investments	5	2,656.38	219.84
Trade receivables	8	892.44	840.28
Cash and cash equivalents	9	0.02	30.80
Other financial assets	7	193.36	591.98
Current tax assets (net)	6	656.41	463.80
Other current assets	10	615.56	711.51
Total current assets		5,014.17	2,858.21
Total assets		16,731.92	5,974.00
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	361.00	361.00
Other equity	12	5,025.31	4,297.63
Total equity		5,386.31	4,658.63
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	13	9,550.00	-
Provisions	14	107.22	136.72
Deferred tax liabilities (net)	24	71.89	20.02
Total non-current liabilities		9,729.11	156.74
Current liabilities			
Financial liabilities			
Borrowings	13	548.31	169.43
Trade payables	15	-	-
total outstanding dues of micro enterprises and small enterprises		-	-
total outstanding dues of creditors other than micro enterprises and small enterprises		361.60	58.17
Other financial liabilities	16	515.07	773.85
Other current liabilities	17	130.67	129.52
Provisions	14	60.85	27.66
Total current liabilities		1,616.50	1,158.63
Total liabilities		11,345.61	1,315.37
Total equity and liabilities		16,731.92	5,974.00

Material accounting policies

2 and 3

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for **S.R.Batliboi & Associates LLP**


Chartered Accountants

ICAI Firm's Registration No. 101049W/E300004

for and on behalf of the Board of Directors of


Northern Arc Investment Managers Private Limited

CIN: U74120TN2014PTC095064



per **Anand Philip Abraham**
Partner
ICAI Membership No. 232912




Ashish Mehrotra
Director
DIN:07277318


Vishal Garg
Chief Financial Officer


Kshama Fernandes
Director
DIN:02539429


Devanshi Shah
Company Secretary
Membership No. A65481


Ravi Vukkadala
Chief Executive Officer

Place : Bengaluru
Date : May 13, 2024

Place : Mumbai
Date : May 13, 2024

Northern Arc Investment Managers Private Limited
Statement of Profit and Loss for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

Particulars	Note	Year ended March 31, 2024	Year ended March 31, 2023
REVENUE			
Revenue from operations	18	4,546.42	3,913.41
Other income	19	35.90	3.67
Total income		4,582.32	3,917.08
EXPENSES			
Employee benefit expenses	20	1,019.33	996.90
Finance costs	21	363.07	89.05
Depreciation and amortisation expense	22	0.12	5.24
Other expenses	23	2,182.39	1,668.99
Total expenses		3,564.91	2,760.18
Profit for the year		1,017.41	1,156.90
Tax expense			
Current tax	24	225.30	320.43
Adjustment of tax relating to earlier periods		48.84	(27.82)
Deferred tax charge/ (credit)	24	25.27	(48.54)
		299.41	244.07
Profit for the year		718.00	912.83
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods			
Remeasurements of the defined benefit asset/ (liability)		12.94	(14.66)
Income tax relating to items that will not be reclassified to profit or loss		(3.26)	3.69
Net other comprehensive income not to be reclassified subsequently to profit or loss		9.68	(10.97)
Net other comprehensive income to be reclassified subsequently to profit or loss		-	-
Other comprehensive income for the year, net of tax		9.68	-10.97
Total comprehensive income for the year, net of tax		727.68	901.86
Earnings per equity share (Face Value - INR 100/ Share)	32		
Earnings per equity share			
Basic (in rupees)		198.89	252.86
Diluted (in rupees)		198.89	252.86

Material accounting policies

2 and 3

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for **S.R.Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm's Registration No. 101049W/E300004

for and on behalf of the Board of Directors of

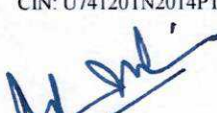
Northern Arc Investment Managers Private Limited

CIN: U74120TN2014PTC095064


per Anand Philip Abraham
Partner

ICAI Membership No. 232912




Ashish Mehrotra
Director
DIN:07277318


Vishal Garg
Chief Financial Officer

Place : Mumbai
Date : May 13, 2024


Kshama Fernandes
Director
DIN:02539429


Devanshi Shah
Company Secretary
Membership No. A65481


Ravi Vukkadala
Chief Executive Officer

Place : Bengaluru
Date : May 13, 2024

Northern Arc Investment Managers Private Limited
Cash Flow Statement for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

Particulars	Note	Year ended March 31, 2024	Year ended March 31, 2023
A Cash flow from operating activities			
Profit before tax		1,017.41	1,156.91
Adjustments for:			
Depreciation and amortisation expense		0.12	5.24
Unrealised gain on alternative investment funds designated at fair value through profit or loss		(104.15)	(121.37)
Interest expense on term loan		363.07	89.05
Operating profit before working capital changes		1,276.45	1,129.83
Changes in working capital:			
(Increase) / Decrease in Investments		(10,934.47)	1,424.89
(Increase) / Decrease in other financial assets		398.62	(296.46)
(Increase) / Decrease in trade receivables		(52.16)	(809.37)
(Increase) / Decrease in other current assets		95.95	61.17
Increase / (Decrease) in trade payables		303.43	197.87
Increase / (Decrease) in other financial liabilities		(258.78)	88.45
Increase / (Decrease) in other current liabilities		4.84	99.53
Cash generated from operations		(9,166.12)	1,895.91
Income taxes paid (Net)		(430.46)	(678.60)
Net Cash flow generated from operating activities	(A)	(9,596.58)	1,217.31
B Cash flows from investing activities			
Purchase of property, plant and equipment		-	-
Net cash (used in) investing activities	(B)	-	-
C Cash flow from financing activities			
Proceeds from long term borrowings		14,261.28	2,511.13
Repayment of long term borrowings		(4,332.41)	(3,731.57)
Interest paid		(363.07)	(89.05)
Net cash (used in) financing activities	(C)	9,565.80	(1,309.50)
Net increase in cash and cash equivalents	(A+B+C)	(30.78)	(92.19)
Cash and cash equivalents at the beginning of the year		30.80	122.99
Cash and cash equivalents at the end of the year		0.02	30.80

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Northern Arc Investment Managers Private Limited
Cash Flow Statement for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

Particulars	Note	Year ended March 31, 2024	Year ended March 31, 2023
Reconciliation of Cash and Cash equivalents:			
Notes to cash flow statement			

	Note	As at March 31, 2024	As at March 31, 2023
1 Components of cash and cash equivalents:	9		
Balances with banks			
- in current accounts		0.02	30.80
		0.02	30.80

2 The above cashflow statement has been prepared under the "indirect method" as set out in the Ind AS-7 on statement of cashflows specified under section 133 of the Companies Act, 2013.

3 Change in liabilities arising from financing activities:

Particulars	As at March 31, 2023	Cash Flows	Non Cash Changes	As at March 31, 2024
Borrowings	169.43	9,928.88	-	10,098.31
Other financial liabilities	903.37	(257.63)	-	645.74
Total	1,072.80	9,671.25	-	10,744.05

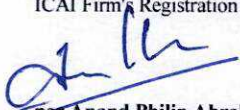
Material accounting policies

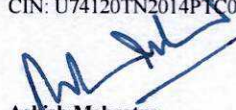
2 and 3

The notes referred to above form an integral part of financial statements
As per our report of even date attached

for S.R.Batliboi & Associates LLP
Chartered Accountants
ICAI Firm's Registration No. 101049W/E300004

for and on behalf of the Board of Directors of
Northern Arc Investment Managers Private Limited
CIN: U74120TN2014PTC095064


Anand Philip Abraham
Partner
ICAI Membership No. 232912



Ashish Mehrotra
Director
DIN:07277318


Kshama Fernandes
Director
DIN:02539429


Ravi Vukkadala
Chief Executive Officer



Place : Bengaluru
Date : May 13, 2024


Vishal Garg
Chief Financial
Officer
Place : Mumbai
Date : May 13, 2024


Devanshi Shah
Company Secretary
Membership No. A65481

Northern Arc Investment Managers Private Limited
Statement of changes in equity for the period ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

A. Equity Share Capital

Equity Share capital of INR 100 each Issued, subscribed and fully paid	
Balance as at March 31, 2022	361.00
Changes in equity share capital during the year	-
Balance as at March 31, 2023	361.00
Changes in equity share capital during the year	-
Balance as at March 31, 2024	361.00

B. Other Equity

	Reserves and surplus		Other Comprehensive Income (OCI)	Total Other Equity attributable to Equity Holders of the Company
	Capital Redemption Reserve	Retained Earnings		
Balance as at March 31, 2022	722.00	2,673.76	-	3,395.76
Change in equity for the Year ended March 31, 2023				
Profit for the year	-	912.84	-	912.84
Employee stock compensation expense during the year	-	-	-	-
Transfer of employee stock option reserve	-	-	-	-
Remeasurement of net defined benefit liability	-	(10.97)	-	(10.97)
Balance as at March 31, 2023	722.00	3,575.63	-	4,297.63
Change in equity for the Year ended March 31, 2024				
Profit for the year	-	718.00	-	718.00
Employee stock compensation expense during the year	-	-	-	-
Transfer of employee stock option reserve	-	-	-	-
Reclassification of remeasurement of net defined benefit liability	-	9.68	-	9.68
Balance as at March 31, 2024	722.00	4,303.31	-	5,025.31

Material accounting policies (refer note 2 and 3)
The notes referred to above form an integral part of the financial statements
As per our report of even date attached

for S.R.Batliboi & Associates LLP

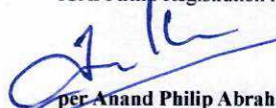
Chartered Accountants

ICAI Firm's Registration No. 101049W/E300004


for and on behalf of the Board of Directors of


Northern Arc Investment Managers Private Limited

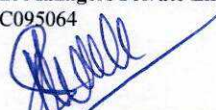
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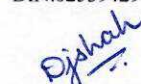

Anand Philip Abraham
Partner
ICAI Membership No. 232912
Place : Bengaluru
Date : May 13, 2024




Ashish Mehrotra
Director
DIN:07277318


Vishal Garg
Chief Financial Officer


Kshama Fernandes
Director
DIN:02539429


Devanshi Shah
Company Secretary
Membership No. A65481


Ravi Vukkadala
Chief Executive Officer

Place : Mumbai
Date : May 13, 2024

Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

1 Background

Northern Arc Investment Managers Private Limited was incorporated on February 17, 2014, with the aim of carrying on the business of Investment Company and also to provide portfolio management services to Offshore funds and all kinds of Investment Funds. The company is a wholly owned subsidiary of Northern Arc Capital Limited. The Company's registered address is No. 1, Kanagam Village, 10th Floor IITM Research Park, Taramani Chennai TN 600113. The CIN of the Company is U74120TN2014PTC095064.

2 Statement of compliance

2.1 Basis of preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act'), other relevant provisions of the Act ("Ind AS") and presented in accordance with Division II - Schedule III of the Companies Act, 2013.

These financial statements were authorised for issue by the Company's Board of Directors on May 13, 2024.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

Details of the Company's accounting policies were disclosed in note 3.

2.2 Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest Rupees in lakhs (two decimals), unless otherwise indicated.

2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Investments in Alternative Investment Fund	Fair value
Liabilities for equity-settled share-based payment arrangements	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

2.4 Current and non current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

3 Material accounting policies

3.1 Revenue Recognition

Fee income

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.



Income from investment in alternative investment fund

Income from investment in alternative investment fund is recognised when the right to receive is established.

Dividend income

Dividend income is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably. This is generally when the shareholders approve the dividend

Fund operating fee

Pursuant to the management agreement / private placement memorandum(PPM) entered by the Company with the fund, Company incurs all operating expense on behalf of the fund and recharges to the fund at specified percentage as Fund operating fee.

3.2 Financial instrument - initial recognition

A. Date of recognition

Financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

B. Initial measurement of financial instruments

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments. Financial instruments are initially measured at their fair value, except in the case of financial assets and financial liabilities recorded at FVTPL, transaction costs are added to, or subtracted from this amount.

C. Measurement categories of financial assets and liabilities

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- i) Amortised cost
- ii) Fair value through other comprehensive income (FVOCI)
- iii) Fair value through profit or loss (FVTPL)

3.3 Financial assets and liabilities

A. Financial assets

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- a) How the performance of the business model and the financial assets held within that business model are evaluated and reported to the Company's key management personnel.
- b) The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed.
- c) How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- d) The expected frequency, value and timing of sales are also important aspects of the Company's assessment.

Sole Payments of Principal and Interest (SPPI test)

As a second step of its classification process, the Company assesses the contractual terms of financial to identify whether they meet SPPI test. 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount). The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Company applies judgement and considers relevant factors such as the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

Accordingly, financial assets are measured as follows

i) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income (FVOCI)

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Since, the loans and advances are held to sale and collect contractual cash flows, they are measured at FVOCI.



iii) **Financial assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

B. Financial liability

i) **Initial recognition and measurement**

All financial liability are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liability, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

ii) **Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method.

3.4 Derecognition of financial assets and liabilities

A. Derecognition of financial assets due to substantial modification of terms and conditions

The Company derecognises a financial asset, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes.

B. Derecognition of financial assets other than due to substantial modification

i) **Financial Assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the contractual rights to the cash flows from the financial asset expires or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the statement of profit and loss.

ii) **Financial Liability**

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in the statement of profit and loss.

3.5 Impairment of financial assets

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward- looking information.

The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held).

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.



3.6 Write-offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

3.7 Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company has taken into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 financial instruments: Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date;

Level 2 financial instruments: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads; and

Level 3 financial instruments: Those that include one or more unobservable input that is significant to the measurement as whole.

3.8 Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method, and is generally recognised in the statement of profit and loss.

The Company follows estimated useful lives which are given under Part C of the Schedule II of the Companies Act, 2013. The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset category	Useful Life
Computers and accessories	3 years
Office equipments	5 years

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).



3.9 Impairment of non-financial assets

The Company determines periodically whether there is any indication of impairment of the carrying amount of its non-financial assets. The recoverable amount (higher of net selling price and value in use) is determined for an individual asset, unless the asset does not generate cash inflow that are largely independent of those from other assets or group of assets. The recoverable amounts of such asset are estimated, if any indication exists and impairment loss is recognized wherever the carrying amount of the asset exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

3.10 Employee benefits

i. Post-employment benefits

Defined contribution plan

The Company's contribution to provident fund are considered as defined contribution plan and are charged as an expense as they fall due based on the amount of contribution required to be made and when the services are rendered by the employees.

Defined benefit plans

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

ii. Other long-term employee benefits

Compensated absences

The employees can carry forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

iii. Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of such compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

iv. Employee Stock Option based compensation

The Company accounts for stock options in accordance with the Guidance Note on 'Accounting for Employee Share Based Payments' issued by the Institute of Chartered Accountants of India. The Guidance Note also applies to grant of stock options of another enterprise in the same group as the Company, to the employees of the Company.

The Company calculates the compensation cost of the stock options as granted by its holding company based on the grant date fair value of such options, which is recognized as an employee expense, with a corresponding increase in capital reserve / payable to holding company, over the vesting period on a graded vesting basis. The amount recognized as an expense is adjusted to reflect the number of options for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of options that meet the related service and non-market performance conditions at the vesting date.



31.12 Provisions

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. The provisions are measured on an undiscounted basis.

31.13 Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

31.14 Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowings of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of the asset. Other borrowings costs are recognized as an expense in the statement of profit and loss account on an accrual basis using the effective interest method.

31.15 Cash and cash equivalents

Cash and cash equivalents comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.



31.16 Earnings per share

The Company reports basic and diluted earnings per equity share in accordance with Ind AS 33, Earnings Per Share. Basic earnings per equity share is computed by dividing net profit / loss after tax attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed and disclosed by dividing the net profit/ loss after tax attributable to the equity share holders for the year after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

31.17 Cash flow statement

Cash flows are reported using the indirect method, whereby profit after tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated. Cash flows in foreign currencies are accounted at the actual rates of exchange prevailing at the dates of the transactions.

31.18 New and Amended Standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023. The Company applied for the first-time these amendments.

The amendments had no impact on the Company's financial statements.

(i) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

(ii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Company previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Company has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2022.

Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 107, Ind AS 109 and Ind AS 115.



Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

4 Property, plant and equipment

	Computer and accessories	Office equipments	Total
Cost / Deemed cost			
Balance as at March 31, 2022	19.97	0.80	20.77
Additions	-	-	-
Disposals	-	-	-
Balance as at March 31, 2023	19.97	0.80	20.77
Balance as at March 31, 2023	19.97	0.80	20.77
Additions	-	-	-
Disposals	(4.17)	(0.80)	(4.97)
Balance as at March 31, 2024	15.80	-	15.80
Depreciation			
Balance as at March 31, 2022	14.61	0.80	15.41
Depreciation for the year	5.24	-	5.24
Accumulated depreciation on disposals	-	-	-
Balance as at March 31, 2023	19.85	0.80	20.65
Balance as at March 31, 2023	19.85	0.80	20.65
Depreciation for the year	0.12	-	0.12
Accumulated depreciation on disposals	(4.17)	(0.80)	(4.97)
Balance as at March 31, 2024	15.80	-	15.80
Net block			
As at March 31, 2023	0.12	0.80	0.12
As at March 31, 2024	-	-	-

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Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

5 Investments	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Alternative Investment Funds - Measured at fair value through profit and loss				
IFMR Fim pact Long Term Credit Fund 2,498.24 (March 31, 2023: 500.00) units of INR 100,000 each	2,617.66	510.79	114.12	34.06
Northern Arc Money Market Alpha Fund 13,01,982.63 (March 31, 2023: 12,37,651.19) units of INR 100 each	1,346.79	1,264.04	13.55	-
Northern Arc India Impact Fund 6,476.56 (March 31, 2023: 478.96) units of INR 100,000 each	7,251.64	512.54	273.17	37.50
Northern Arc Income Builder Fund (Series II)-Class A 1,476.48 (March 31, 2023: 456.42) units of INR 100,000 each	-	583.05	2,232.92	142.55
Northern Arc Emerging Corporate Bond Fund 488.37 (March 31, 2023: 245.58) units of INR 100,000 each	501.66	245.25	22.62	5.73
Total	11,717.75	3,115.67	2,656.38	219.84
Aggregate amount of quoted investments	-	-	-	-
Aggregate amount of unquoted investments	11,717.75	3,115.67	2,656.38	219.84
Aggregate amount of impairment value of investments	-	-	-	-



Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

	As at March 31, 2024	As at March 31, 2023
6 Current tax assets (net)		
Advance Income tax(net of provision for tax)	656.41	463.80
	656.41	463.80
7 Other financial assets		
Unsecured, considered good (current)		
Other receivables	185.33	584.59
Security deposits	8.02	7.26
Advance to supplier	0.01	0.13
	193.36	591.98
8 Trade receivables (current)		
Unsecured, considered good		
Receivables from related parties	892.44	840.28
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	-	-
	892.44	840.28
Less: Impairment loss allowance		
Unsecured, considered good	-	-
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit impaired	-	-
Total	892.44	840.28

Trade receivables Ageing Schedule
As at March 31, 2024

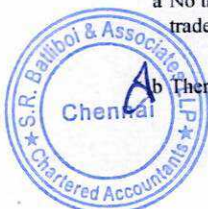
Particulars	Current but not due	Outstanding for following periods from due date of					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	892.44	-	-	-	-	892.44
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	-	892.44	-	-	-	-	892.44

Trade receivables Ageing Schedule
As at March 31, 2023

Particulars	Current but not due	Outstanding for following periods from due date of					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	840.28	-	-	-	-	840.28
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	-	840.28	-	-	-	-	840.28

a No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

b There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.



Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

	As at March 31, 2024	As at March 31, 2023
9 Cash and cash equivalents		
Balance with banks		
- in current accounts	0.02	30.80
	0.02	30.80
10 Other Current Assets		
Prepaid expenses	526.79	575.48
Balances with government authorities	88.77	136.03
	615.56	711.51
11 Share capital		
Authorised		
1,500,000 (March 31, 2023: 500,000) equity shares of INR 100/- each with voting rights	1,500.00	500.00
1,500,000 (March 31, 2023: 1,500,000) Redeemable preference Shares of INR 100 each	1,500.00	1,500.00
	3,000.00	2,000.00
Issued, subscribed and paid up		
361,000 (March 31, 2023: 361,000) Equity shares of INR 100/- each with voting rights	361.00	361.00
	361.00	361.00

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at March 31, 2024		As at March 31, 2023	
	No. of shares	Amount	No. of shares	
Equity shares				
At the commencement of the year	3,61,000	361.00	3,61,000	361.00
Add: Shares issued during the year	-	-	-	-
Less: Shares cancelled during the year				
At the end of the year	3,61,000	361.00	3,61,000	361.00

b) Rights, preferences and restrictions attached to each class of shares

i) Equity shares

The Company has only one class of Equity Shares having par value of INR 100 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Shares held by holding/ ultimate holding company and /or their subsidiaries / associates:

	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% held	No. of shares	% held
Equity shares:				
Northern Arc Capital Limited	3,61,000	100%	3,61,000	100%
including its nominee share holders				



Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

d) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% held	No. of shares	% held
Equity shares:				
Northern Arc Capital Limited including its nominee share holders	3,61,000	100%	3,61,000	100%

e) Details of shares held by promoters

As at 31 March 2024

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares
Northern Arc Capital Limited	3,61,000	-	3,61,000	100%

As at 31 March 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares
Northern Arc Capital Limited	3,61,000	-	3,61,000	100%

12 Other equity

a) Retained earnings

	As at March 31, 2024	As at March 31, 2023
At the commencement of the year	3,575.63	2,673.76
Add: Profit for the year	718.00	912.84
Add: Transfer from other comprehensive income	9.68	(10.97)
At the end of the year	4,303.31	3,575.63

b) Capital Redemption Reserve

	As at March 31, 2024	As at March 31, 2023
At the commencement of the year	722.00	722.00
Add: Additions for the year	-	-
At the end of the year	722.00	722.00

c) Other comprehensive income

	As at March 31, 2024	As at March 31, 2023
At the commencement of the year	-	-
Remeasurements of defined benefit asset/ (liability) (refer note (iii) below)	9.68	(10.97)
Less: Transfer to Retained earnings	(9.68)	10.97
Closing balance	-	-

Total (a+b+c)

	As at March 31, 2024	As at March 31, 2023
Total (a+b+c)	5,025.31	4,297.63



Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

Nature and purpose of reserve

- (i) **Retained earnings**
Surplus in the statement of profit and loss is the accumulated available profit of the Company carried forward from earlier years. These reserve are free reserves which can be utilised for any purpose as may be required.
- (ii) **Capital Redemption Reserve**
The capital redemption reserve was created on account of the redemption of the redeemable preference shares.
- (iii) **Other comprehensive income**
Remeasurement of the net defined benefit liabilities comprise actuarial gain or loss, return on plan assets excluding interest and the effect of asset ceiling, if any.

13 Borrowings

Measured at amortised cost:

	As at March 31, 2024	As at March 31, 2023
Non-current, Unsecured		
Term Loans		
- from banks	9,550.00	-
- from holding company		
	9,550.00	-
Current, Unsecured		
Term Loans		
-Loans from holding company (refer note 31)	292.70	-
- Structured Cash credit from holding company	255.61	169.43
	548.31	169.43

13.1 Details regarding terms of borrowings (from Holding Company)-Unsecured

Loan Name	Sanction limit	Terms of Redemption	Interest rate	Maturity date
Term Loan-11	5,000.00	1 year	13.50%	30-Dec-23
Term Loan-12	11,000.00	4 years, 1 month	13.50%	31-Jan-28
Structured Cash Credit	5,000.00	4 years, 1 month	13.50%	31-Jan-28

13.2 Interest Rate is fixed and interest payable on quarterly basis.

13.3 During the year the company has not defaulted in the repayment of dues to Holding Company.

14 Provisions

Non-Current

Provision for employee benefits:

- Gratuity	75.68	93.77
- Compensated absences	31.54	42.95
	107.22	136.72

Current

Provision for employee benefits:

- Gratuity	42.45	17.73
- Compensated absences	18.40	9.93
	60.85	27.66



Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

As at
March 31, 2024 **March 31, 2023**

15 Trade payables*

Trade payables (undisputed)

-Total outstanding dues to micro enterprises and small enterprises

-Total outstanding dues of creditors other than micro enterprises and small enterprises

-	-
361.60	58.17
361.60	58.17

*There are no disputed trade payables to MSME or others.

Trade payables Ageing Schedule
As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	361.60	-	-	-	361.60
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	-	361.60	-	-	-	361.60

As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Current but not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	58.17	-	-	-	58.17
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	-	58.17	-	-	-	58.17

a) There are no unbilled and "not due" trade payables, hence the same are not disclosed in the ageing schedule.

As at
March 31, 2024 **March 31, 2023**

16 Other financial liabilities (current)

Employee benefits payable

Payable to related parties (also refer note 31)

251.72	281.41
263.35	492.44
515.07	773.85

17 Other current liabilities

Statutory dues payable

130.67	129.52
130.67	129.52

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Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

	Year ended March 31, 2024	Year ended March 31, 2023
18 Revenue from operations		
Revenue from contract with customers		
Fee income (refer note 31)	2,989.88	2,900.92
Net gain on fair value changes	995.94	453.10
Fund operating fee	560.60	559.39
Total	4,546.42	3,913.41
Revenue from customers		
-That are recognised over a certain period of time	-	-
-That are recognised at a point of time	4,546.42	3,913.41
Geographical Market		
-In India	4,546.42	3,913.41
-Outside India	-	-
19 Other income		
Interest on fixed deposits with banks	3.34	-
Profit on sale of investments	17.39	-
Interest on income tax refund	4.16	3.67
Other income	11.01	-
Total	35.90	3.67
20 Employee benefits expense		
Salaries, wages and bonus	875.89	921.06
Contribution to provident and other funds (refer note 28)	60.65	49.56
Share based payments to employees (refer note 29)	39.97	8.69
Gratuity expense (refer note 28)	32.28	4.28
Staff welfare expenses	10.54	13.31
Total	1,019.33	996.90
21 Finance Cost (refer note 31)		
Interest expenses on		
- Term loan	337.20	43.86
- Cash credits	25.87	45.19
Total	363.07	89.05
22 Depreciation and amortisation expense		
Depreciation of property, plant and equipment (refer note 4)	0.12	5.24
Total	0.12	5.24

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Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakhs, unless otherwise stated)

	Year ended March 31, 2024	Year ended March 31, 2023
23 Other expenses		
Distribution fee expense	918.40	527.24
Legal and professional charges	799.07	726.72
Less: Reimbursement of expense (Refer note 23.1)	<u>171.84</u>	<u>249.91</u>
Loss on sale of investment	-	-
Rent	79.56	76.04
Corporate social responsibility	24.00	17.78
Traveling and conveyance	49.02	39.17
Director sitting fee	65.90	22.63
Communication expenses	4.85	2.79
Repairs and maintenance	9.27	10.46
Rates and taxes	19.33	2.44
Subscription charges	15.84	72.76
Auditors' remuneration (refer note 23.3 below)	4.28	4.02
Bank Charges	1.07	1.22
Operating expenses of Funds (refer to note 23.2)	338.92	409.49
Miscellaneous expenses	24.72	6.14
Total	<u>2,182.39</u>	<u>1,668.99</u>

23.1 Represents Legal and professional expense incurred on behalf of the following funds and reimbursed to the Company:

Northern Arc Capital Limited	130.10	204.73
IFMR FImpact Long Term Multi Asset Class Fund	10.76	11.36
IFMR FImpact Long Term Credit Fund	20.61	7.72
IFMR FImpact Medium Term Opportunities Fund	5.61	11.64
IFMR FImpact Income Builder Fund	4.76	8.27
IFMR FImpact Medium Term Microfinance Fund	-	6.19
	<u>171.84</u>	<u>249.91</u>

23.2 Operating expenses of Funds includes

Legal and Professional charges	326.08	396.61
Audit Fee	<u>12.84</u>	<u>12.88</u>
	<u>338.92</u>	<u>409.49</u>

23.3 Payments to auditor (excluding goods and services tax)

Statutory audit	3.50	3.50
Tax audit	0.50	0.50
Reimbursement of expenses	<u>0.28</u>	<u>0.02</u>
	<u>4.28</u>	<u>4.02</u>

23.4 Corporate social responsibility ("CSR") expenditure

(a) Gross amount required to be spent by the Company during the year	24.00	15.80
(b) Amount approved by the board to be spent during the year	24.00	15.80
(c) Amount spent during the year (in cash) :		
(i) Construction/ acquisition of any asset	-	-
(ii) On purposes other than (i) above	24.00	19.30
(d) Contributions to Northern Arc Foundation	24.00	19.30

Details of other than ongoing project

(e) Carry forward balances of CSR pre-spent*		
Opening balance - pre-spent / (shortfalls)	-	(3.27)
Amount required to be spent during the year	24.00	(15.80)
Amount spent during the year	24.00	19.30
Closing balance - pre-spent / (shortfalls)**	-	0.23

* Contribution to Northern Arc Foundation has been spent on educational activities.

* The company has not spent any amount on ongoing projects. Accordingly, no disclosures are made in this regard.

****** Excess contribution to CSR activities in a particular year cannot be carried forward to subsequent years



Northern Arc Investment Managers Private Limited
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	Year ended March 31, 2024	Year ended March 31, 2023
24 Income tax		
A The components of income tax expense for the years ended March 31, 2024 and 2023 are:		
Current tax	225.30	320.43
Adjustment of tax relating to earlier periods	48.84	(27.82)
Deferred tax charge / (credit)	25.27	(48.54)
Tax expense	299.41	244.07

B Reconciliation of the total tax charge

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the years ended :-

	March 31, 2024	March 31, 2023
Profit before tax	1,017.41	1,156.90
Applicable tax rate	25.17%	25.17%
Computed expected tax expense	256.06	291.17
Tax pertaining to permanent differences	(5.49)	(19.28)
Adjustments in respect of current income tax of previous year	48.84	(27.82)
Change in tax rate	-	-
Tax expenses recognised in the statement of profit and loss	250.57	299.71
Effective tax rate	24.63%	25.91%

Note: The Company has elected to exercise the option permitted under section 115BAA of the Income tax Act, 1961, as introduced by the Taxation laws (Amendment) Act, 2019. Accordingly, the Company has recognised provision for income tax and remeasured its net deferred tax asset at lower tax rate for the year ended March 31, 2024

C Deferred tax

The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense.

	As at March 31, 2023	Statement of profit and loss	Other comprehensive income	As at March 31, 2024
Component of Deferred tax asset / (liability)				
Deferred tax asset / (liability) in relation to:				
Property, plant and equipment	1.36	(0.51)	-	0.85
Provision for employee benefits	41.39	43.76	(3.26)	81.89
Impact of fair value of assets	(62.77)	(91.86)	-	(154.63)
Total	(20.02)	(48.62)	(3.26)	(71.89)

	As at March 31, 2022	Statement of profit and loss	Other comprehensive income	As at March 31, 2023
Component of Deferred tax asset / (liability)				
Deferred tax asset / (liability) in relation to:				
Property, plant and equipment	0.96	0.40	-	1.36
Provision for employee benefits	20.10	17.60	3.69	41.39
Impact of fair value of assets	(93.31)	30.54	-	(62.77)
Total	(72.25)	48.54	3.69	(20.02)

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25 Financial instruments

A Fair value measurement

Valuation principles

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions i.e., exit price. This is regardless of whether that price is directly observable or estimated using a valuation technique.

Financial instruments by category

The carrying value and fair value of financial instruments measured at fair value as of September 30, 2023 and March 31, 2023 are as follows:

Particulars	Note	Carrying amount		Fair value	
		Mar-24	Mar-23	Mar-24	Mar-23
Investments					
- Alternate Investment Funds #	5	14,374.13	3,335.51	14,374.13	3,335.51

Fair value for Investment in Alternate Investment Funds are under Level 3 Category.

Sensitivity analysis - Increase/ decrease of 100 basis points on yield

	As at March 31, 2024		As at March 31, 2023	
	Increase	Decrease	Increase	Decrease
Investments				
- Alternate Investment Funds	133.24	133.24	29.88	29.88

The carrying value and fair value of other financial instruments by categories as of March 31, 2024 and March 31, 2023 as follows:

Particulars	Carrying value		Fair value	
	Mar-24	Mar-23	Mar-24	Mar-23
Financial assets not measured at fair value:				
Trade receivables *	892.44	840.28	892.44	840.28
Cash and cash equivalents*	0.02	30.80	0.02	30.80
Other Financial assets *	193.36	591.98	193.36	591.98
Financial liabilities not measured at fair value:				
Borrowings *	10,098.31	169.43	10,098.31	169.43
Trade payables*	361.60	58.17	361.60	58.17
Other financial liabilities*	645.74	903.37	645.74	903.37

* The management assessed that cash and cash equivalents, trade receivables, other financial assets, borrowings, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

B Measurement of fair values

Valuation methodologies of financial instruments not measured at fair value

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the financial statements. These fair values were calculated for disclosure purposes only.

Financial assets and liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include: cash and cash equivalents, trade receivables, other financial assets, trade payables and other financial liabilities without a specific maturity.

Borrowings and other financial liabilities

The borrowings and other financial liabilities are primarily fixed rate instruments. The interest rates approximates the current market rates for similar instruments with similar terms. Accordingly, the fair value has been assumed to be equal to the carrying amount.

Transfers between levels I, II and III

There has been no transfer in between level I, level II and level III.

C Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as the level of dividends to equity shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position.



The Company's adjusted net debt to equity ratio is as follows:

	As at March 31, 2024	As at March 31, 2023
Total Borrowings	10,098.31	169.43
Less: cash and cash equivalents	(0.02)	(30.80)
Adjusted net debt	10,098.29	138.63
Total equity	5,386.31	4,658.63
Gearing ratio	1.87	0.03

26 Financial risk management objectives and policies

The main purpose of financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets primarily includes investments, trade receivables, cash and cash equivalents and other financial assets that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's board of directors has an overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party to financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and loans.

The carrying amounts of financial assets represent the maximum credit risk exposure.

A. Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.

The Company's exposure to credit risk for receivables by type of counterparty is as follows. All these exposures are with in India.

Particulars	Carrying Amount	
	As at March 31, 2024	As at March 31, 2023
Management fee receivable	892.44	840.28
Less : Impairment loss allowance	-	-
Total	892.44	840.28

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. For the purposes of this analysis, the receivables are categorised into groups based on days past due and the type of risk exposures. Each group is then assessed for impairment using the Expected Credit Loss (ECL) model as per the provisions of Ind AS 109 - financial instruments.

B. Investments

Investments primarily represents investments in alternative investment funds which are fair valued through profit and loss and hence no impairment loss allowance is made in accordance with Ind AS 109.

C. Cash and cash equivalents

Credit risk on cash and cash equivalent is limited as the Company does not have any deposits with banks.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

The Company is monitoring its liquidity risk by estimating the future inflows and outflows during the start of the year and planned accordingly the funding requirement. The Company manages its liquidity by unutilised cash credit facility and term loans.

➤ The composition of the Company's liability mix ensures healthy asset liability maturity pattern and well diverse resource mix.



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The table below summarises the maturity profile of the Company's non derivative financial liabilities based on contractual undiscounted payments along with its carrying value as at the balance sheet date.

Particulars	Upto 1 year	Over 1 year to 3 year	Over 3 year to 5 year	Over 5 year
As at March 31, 2024				
Borrowings	548.31	9,550.00	-	-
As at March 31, 2023				
Borrowings	169.43	-	-	-

(iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk includes interest rate risk and foreign currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any variable rate financial instruments and thus have no exposure to the risk of changes in market interest rates.



27 Contingent Liabilities and capital commitments (to the extent not provided for)

	As at March 31, 2024	As at March 31, 2023
Claims against the Company not acknowledged as debt		
- Income tax related matters	-	12.47

28 Employee Benefits

28.1 Defined Contribution Plan

The Company makes Provident Fund contributions to State administered fund for qualifying employees. The Company is required to contribute a specified percentage of the payroll costs to the Fund. The Company recognised INR 48.48 lakhs (March 31, 2023: 43.49 lakhs) towards Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to the fund by the Company is at rates specified in the rules of the scheme.

28.2 Defined Benefit Plans

The Company's gratuity benefit scheme is a defined plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past services and the fair value of any plan assets are deducted. The Calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method.

Details of actuarial valuation of gratuity pursuant to the Ind AS 19

A. Change in present value of

	March 31, 2024	March 31, 2023
Present value of obligations at the beginning of the year	111.50	46.66
Interest cost	7.78	3.02
Current service cost	23.93	10.64
Past service cost	0.57	-
Benefits settled	(12.71)	-
Actuarial (gain)/ loss	(12.94)	51.18
Present value of obligations at the end of the year	118.13	111.50

B. Change in plan assets

Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Actuarial gain/ (loss)	-	-
Employer contributions	12.71	-
Benefits settled	(12.71)	-
Fair value of plan assets at the end of the year	-	-

C. Actual Return on plan assets

Expected return on plan assets	-	-
Actuarial gain/ (loss) on plan assets	-	-
Actual return on plan assets	-	-

D. Reconciliation of present value of the obligation and the fair value of the plan assets

Change in projected benefit obligation		
Present value of obligations at the end of the year	118.13	111.50
Fair value of plan assets	-	-
Net liability recognised in balance sheet	118.13	111.50

The liability in respect of the gratuity plan comprises of the following non-current and current portions:

Current	42.45	17.73
Non-current	75.68	93.77
	118.13	111.50

E. Expense recognised in statement of profit and loss and other comprehensive income

Gratuity cost charged to profit or loss		
Current service cost	23.93	10.64
Interest on obligation	7.78	3.02
Past service cost	0.57	-
Expected return on plan assets	-	-
Remeasurement gains/(losses) in other comprehensive income		
Net actuarial (gain)/ loss recognised in the year	(9.68)	5.28
Transfer from Holding Company (on account of employee transfer)	-	45.90
Total included in 'employee benefits'	22.60	64.84



28 Employee benefits (continued)

	March 31, 2024	March 31, 2023
F. Assumptions at balance		
Discount rate	6.95%	7.15%
Salary escalation	8.00%	8.00%
Mortality rate	Indian Assured Lives (2012-14)	Indian Assured Lives (2012-14)
Attrition rate	33.00%	15.00%

Notes:

- The estimates in future salary increases, considered in actuarial valuation, takes account of inflation, seniority promotion and other relevant factors, such as supply and demand in the employee market.
- Discount rate is based on the prevailing market yields of Indian Government Bonds as at the balance sheet date for the estimated term of the obligation.

G. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Year ended March 31, 2024		Year ended March 31, 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	115.47	120.92	106.80	116.64
Future salary growth (1% movement)	121.39	114.97	116.95	106.43
Attrition Rate (1% movement)	117.93	118.34	111.15	111.86

29 Employee stock option plan (ESOP)

Employee Stock Option Plan 2016 (ESOP) has been approved by the Board of holding company at its meeting held on May 11, 2016 and by the members in the Extra Ordinary General Meeting held on October 7, 2016. ESOP Stock Option Plan 2018 (ESOP) has been approved by the members in the Extra Ordinary General Meeting held on July 25, 2018.

Northern Arc Capital Employee Stock Option Plan 2016 – ("Scheme 1") formerly IFMR Capital Employee Stock Option Plan 2016 – ("Scheme 1")

The Northern Arc Capital Employee Stock Option Plan 2016 is applicable to all employees of the company and its subsidiaries.

The options were issued on 1 March 2017, with an exercise price of INR 10. The options vests over a period of 4 years in 40:20:20:20 proportion.

Northern Arc Capital Employee Stock Option Plan 2016 – ("Scheme 2") formerly IFMR Capital Employee Stock Option Plan 2016 – ("Plan" or "ESOP") ("Scheme 2")

The Northern Arc Capital Employee Stock Option Plan 2016 is applicable to all employees.

The options were issued in four batches. The first and second batch was issued at a price of INR 110, third and fourth batch issued with an exercise price of INR 121. The options are vested equally over a period of 5 years.

Northern Arc Employee Stock Option Scheme 2023 – "Scheme- II B" ("Scheme- II B").

Northern Arc Capital Employee Stock Option Plan 2016 is applicable to all employees. The options were issued on 9th September 2021. The exercise price is INR 275. The options are vested equally over a period of 5 years.

Northern Arc Capital Employee Stock Option Plan 2018 – ("Plan" or "ESOP") ("Scheme 3")

The Northern Arc Capital Employee Stock Option Plan 2018 is applicable to all employees.

The options were issued in two batches. The first and second batch was issued at an exercise price of INR 181. The options are vested over a period of 3 years in 30:30:40 proportion.

Northern Arc Capital Employee Stock Option Scheme 2023 – "Scheme- IVB" (Scheme IV B)

The Northern Arc Capital Employee Stock Option Scheme 2023 is applicable to all employees. The options under this scheme were issued on five tranches. The exercise price is 275 per share. The options are vested over a period of 4 years in 25:25:25:25 proportion.

Options outstanding under Scheme 1, Scheme 2 and Scheme 3

	As at March 31, 2024					As at March 31, 2023		
Plan	Scheme 1	Scheme 2	Scheme 2 B	Scheme 3	Scheme IV B	Scheme 1	Scheme 2	Scheme 3
Grant date	Various	Various	Various	Various	Various	Various	Various	Various
Number of options	-	2,46,000	51,000	2,29,734	85,000	24,000	2,24,000	1,06,518
Exercise price in INR	10	110 to 275	275	181 to 188	275	10	110 to 275	181 to 275
Vesting period	1 to 4 years	1 to 5 years	1 to 5 years	1 to 3 years	1 to 4 years	1 to 4 years	1 to 5 years	1 to 3 years
Option Price	113.65	39.28-40.89	160.14	65.77-92.33	128.88-136.04	113.65	39.28-40.89	65.77-92.33
Weighted average exercise price in INR	10.00	89.48	275.00	192.32	275.00	10.00	182.04	210.53
Weighted average remaining contractual life (in years)	-	-	5.00	0.18	1.58	-	-	0.55
Vesting condition	Time based vesting							



Reconciliation of outstanding options

The details of options granted under the above schemes are as follows.

Particulars

	Number of options	
	As at March 31, 2024	As at March 31, 2023
Outstanding at beginning of year	3,54,518	3,56,518
Forfeited during the year	5,100	2,000
Exercised during the year	24,000	-
Granted during the year	2,35,316	-
Transfer from holding company	-	-
Outstanding as at end of year	5,60,734	3,54,518
Vested and exercisable as at end of year	-	-

Fair value methodology

The fair value of options have been estimated on the dates of each grant using the Black-Scholes model. The shares of Holding Company are not listed on any stock exchange. Accordingly, the Holding Company had considered the volatility of the stock price based on historical volatility of similar listed enterprises. The various inputs considered in the pricing model for the stock options granted by the Company during the year are as follows:

	As at March 31, 2024	As at March 31, 2023
Dividend yield	-	-
Historical Volatility Estimate	48.34%	48.34%
Risk free interest rate	5.66%	5.66%
Expected life of the option (in years)	5.1-5.5	5.1-5.5

30 Segment reporting

Operating segments

The Company's operations predominantly relate to managing Alternative investment funds. The information relating to this operating segment is reviewed regularly by the Company's Board of Directors (Chief Operating Decision Maker) to make decisions about resources to be allocated and to assess its performance. The CODM considers the entire business of the Company on a holistic basis to make operating decisions and thus there are no segregated operating segments. The CODM of the Company reviews the operating results of the Company as a whole and therefore not more than one reportable segment is required to be disclosed by the Company as envisaged by Ind AS 108 Operating Segments.

The company does not have any separate geographic segment other than India. As such there are no separate reportable segments as per IND AS 108 Operating Segments.

31 Related party disclosures

Related party relationships and transactions are as identified by the management.

Related party relationships and transactions are as identified by the management.

Holding Company :

Northern Arc Capital Limited

Fellow Subsidiaries :

Northern Arc Investment Adviser Services Private Limited
Northern Arc Securities Private Limited
Pragati Finserv Limited
Northern Arc Foundation

Managed funds:

IFMR FImpact Long Term Multi Asset Class Fund
IFMR FImpact Long Term Credit Fund
IFMR FImpact Medium Term Opportunities Fund
IFMR FImpact Income Builder Fund
Northern Arc Money Market Alpha Fund
Northern Arc India Impact Fund
Northern Arc Income Builder Fund (Series II)
Northern Arc Emerging Corporates Bond Fund

Key management personnel

Kshama Fernandes, Executive non-independent Chairperson
Ashish Mehrotra, Non-executive Director
Chaitanya Pande, Non-executive Director
Theodoor Brouwers, Non-executive Director
Nicholas Anthony Moon, Non-executive Director
Ravi Vukkadala, Chief executive Officer
Kalyanasundaram C, Chief Financial Officer up to Jul 27, 2023*
Vishal Garg, Chief Financial Officer since Jul 28, 2023*

Remuneration is paid by the holding company to the Chief Financial Officer



31 Related party disclosures (continued)

A Transaction with related parties during the year:

Related Party	Transaction	Year ended March 31, 2024	Year ended March 31, 2023
Northern Arc Capital Limited	Interest expense	363.07	89.05
	Fee Expenses	404.12	260.97
	Reimbursement of Expenses	130.10	204.72
	Loans taken	14,176.97	2,511.13
	Payment of money on ESOP Payable	(170.30)	
	Loans repaid	4,526.27	3,731.57
	Purchase of Investments	10,868.76	-
Northern Arc Foundation	Corporate social responsibility ("CSR") expenditure	24.00	19.30
IFMR Fimpart Long Term Multi Asset Class Fund	Fee Income	-	124.69
	Income from investment in AIF	-	14.08
	Reimbursement of Legal and professional charges	9.81	11.36
IFMR Fimpart Medium Term Microfinance Fund	Reimbursement of Expenses	-	6.19
IFMR Fimpart Long Term Credit Fund	Fee Income	285.93	285.14
	Income from investment in AIF	158.28	80.01
	Reimbursement of Legal and professional charges	43.91	7.72
IFMR Fimpart Medium Term Opportunities Fund	Fee Income	-	382.21
	Income from investment in AIF	-	98.60
	Reimbursement of Legal and professional charges	5.61	11.64
IFMR Fimpart Income Builder Fund	Fee Income	-	59.71
	Income from investment in AIF	-	95.79
	Reimbursement of Legal and professional charges	-	8.27
Northern Arc Money Market Alpha Fund	Investment in Class B units	64.33	70.28
	Fee Income	737.05	677.40
	Income from investment in AIF	120.58	108.03
	Fund operating fee	103.15	106.02
Northern Arc India Impact Fund	Fee Income	735.61	667.31
	Income from investment in AIF	340.91	73.74
	Fund operating fee	137.05	125.70
Northern Arc Income Builder Fund (Series II)	Fee Income	525.00	525.00
	Income from investment in AIF	38.89	90.86
	Fund operating fee	74.15	74.15
Northern Arc Emerging Corporate Bond Fund	Investment in Class A4 units	100.00	-
	Investment in Class A7 units	1,500.00	-
	Investment in Class B units	250.00	250.00
	Fee Income	443.63	22.19
	Income from investment in AIF	53.69	5.73
	Fund operating fee	63.01	3.61
Kshama Fernandes	Remuneration*	130.30	285.00
	Employee stock option granted (in units)	-	8,11,000
Ravi Vukkadala	Remuneration*	201.54	200.44
	Employee stock option granted (in units)	75,000	1,77,568

* Amount attributable to post employment benefits have not been disclosed as the same cannot be identified distinctly in the actuarial valuation.



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31 Related party disclosures (continued)

B Outstanding balances with related parties as on balance sheet date:

Related Party	Transaction	As at	As at
		March 31, 2024	March 31, 2023
Northern Arc Capital Limited	Equity share capital	361.00	361.00
	Other payable	225.85	324.61
	Borrowings	10,098.31	169.43
	Other receivables	58.50	61.33
	ESOP Payable	37.49	492.44
IFMR FImpact Long Term Multi Asset Class Fund	Investment in class A (FV)	-	108.10
	Reimbursement of Legal and professional charges	-	11.36
IFMR FImpact Medium Term Microfinance Fund	Reimbursement of expense receivable	-	6.19
IFMR FImpact Long Term Credit Fund	Investment in class A (FV)	2,731.77	544.85
	Fee Income Receivable	76.78	75.93
	Reimbursement of Legal and professional charges	23.37	7.72
IFMR FImpact Medium Term Opportunities Fund	Fee Income Receivable	-	105.89
	Reimbursement of Legal and professional charges	-	11.64
IFMR FImpact Income Builder Fund	Reimbursement of Legal and professional charges	-	8.27
Northern Arc Money Market Alpha Fund	Investment in class B (FV)	1,360.34	1,264.06
	Fee Income Receivable	160.76	181.48
	Fund operating fee receivable	22.23	28.12
Northern Arc India Impact Fund	Investment in class A (FV)	7,524.80	550.04
	Fee Income Receivable	200.38	194.96
	Fund operating fee receivable	36.80	36.50
Northern Arc Income Builder Fund (Series II)	Investment in class A (FV)	2,232.91	725.60
	Fee Income Receivable	140.98	139.81
	Fund operating fee receivable	19.91	60.12
Northern Arc Emerging Bond Fund	Investment in class B(FV)	527.37	250.98
	Fee Income Receivable	172.88	19.98
	Fund operating fee receivable	24.53	13.32
Ravi Vukkadala	Employee stock option (in units)	2,16,568	1,41,568
Akshama Fernandes	Employee stock option (in units)	4,38,666	4,38,666



- C The Company has been appointed as the investment manager
- a) by the Trustee of IFMR Freedom Fund ("the Fund"), Axis Trustee Services Limited, for which the Company receives management fee of 1.5% per annum on the capital committed by the Class A and Class B unit holders of the Fund and disclosed as 'Fee income' under Note 18.
- b) by the Trustee of IFMR Finance for Freedom Fund III ("the Fund"), Axis Trustee Services Limited, for which the Company receives management fee of 1.50% per annum on the capital committed by the Class A and Class B unit holders of the Fund and disclosed as 'Fee income' under Note 18.
- c) by the Trustee of IFMR Finance for Freedom Fund IV ("the Fund"), Axis Trustee Services Limited, for which the Company receives management fee of 1.50% per annum on the capital committed by the Class A and Class B unit holders of the Fund and disclosed as 'Fee income' under Note 18.
- d) by the Trustee of IFMR Finance for Freedom Fund V ("the Fund"), Axis Trustee Services Limited, for which the Company receives management fee of 1.35% per annum on the capital committed by the Class A and Class B unit holders of the Fund and disclosed as 'Fee income' under Note 18.
- e) by the Trustee of Northern Arc Money Market Alpha Fund ("the Fund"), Axis Trustee Services Limited, for which the Company receives management fee of 0.40%, 0.974%, 0.40%, 0.70%, 0.50%, 0.974%, 0.70% and 0.40% per annum on the Assets under management of the Class A, Class A1, Class A2, Class A3, Class A4, Class A5, Class A6 and Class B unit holders of the Fund respectively and disclosed as 'Fee Income' under Note 18.
- f) by the Trustee of Northern Arc India Impact Fund ("the Fund"), Axis Trustee Services Limited, for which the Company receives management fee of 1.50%, 1.50%, 1.00%, 1.00% and 1.24% per annum on the Assets under management of the Class A, Class B1, Class B4, Class B6 and Class B7 unit holders of the Fund respectively and disclosed as 'Fee Income' under Note 18.
- g) by the Trustee of Northern Arc Income Builder Fund Series II ("the Fund"), Axis Trustee Services Limited, for which the Company receives management fee of 1.5% per annum on the capital committed by the Class A and Class B unit holders of the Fund and disclosed as 'Fee Income' under Note 18.
- h) by the Trustee of Northern Arc Emerging Corporate Bond Fund ("the Fund"), Amicorp Trustee India Private Limited, for which the Company receives management fee of 1.5%, 1.25%, 1.00%, 1.5%, 1.25%, 1.00% 1.75% and 1.00% per annum on the capital committed by the Class A1, Class A2, Class A3, Class A4, Class A5, Class A6, Class A7 and Class B unit holders of the Fund respectively and disclosed as 'Fee Income' under Note 18.

32 Earnings per share – Basic and Diluted:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Earnings		
Net profit attributable to equity shareholders for calculation of basic EPS	718.00	912.83
Net profit attributable to equity shareholders for calculation of diluted EPS	718.00	912.83
Shares		
Equity shares at the beginning of the year	3,61,000	3,61,000
Shares issued during the year	-	-
Total number of equity shares outstanding at the end of the year	3,61,000	3,61,000
Weighted average number of equity shares outstanding during the year for calculation of basic EPS	3,61,000	3,61,000
Weighted average number of equity shares outstanding during the year for calculation of diluted EPS	3,61,000	3,61,000
Face value per share	100.00	100.00
Earning per share		
Basic (in rupees)	198.89	252.86
Diluted (in rupees)	198.89	252.86



Northern Arc Investment Managers Private Limited
Notes to the financial statements for the year ended March 31, 2024
(All amounts are in Indian Rupees in lakh, unless otherwise stated)

33 Ratio Analysis

Sl No.	Ratio	Numerator	Denominator	Mar-24	Mar-23	% of variance	Remarks
(i)	Current ratio	Current Assets	Current Liabilities	3.10	2.47	26%	Variance is on account of increase in trade payables
(ii)	Debt Equity ratio	Total debt	Share holder's Equity	1.87	0.04	5055%	Variance is on account of increase in borrowings availed from holding company
(iii)	Debt Service coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	0.15	0.24	-36%	Variance is on account of increase in borrowings availed from holding company
(iv)	Return on Equity ratio	Net Profits after taxes	Average Shareholder's Equity	0.14	0.22	-35%	Variance is due to decrease in profit after tax
(v)	Trade Receivable - Turnover ratio	Net Credit Sales	Average Trade Receivable	5.25	8.12	-35%	Variance is due to negligible movement in trade receivables
(vi)	Net capital - Turnover ratio	Net sales	Working capital = Current assets - Current liabilities	1.34	2.30	-42%	Variance is on account of increase in revenue from operations
(vii)	Net Profit ratio	Net Profit	Net sales	0.22	0.30	-25%	Variance is on account of increase in other expenses
(viii)	Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.09	0.26	-65%	Variance is due to increase in borrowings
(ix)	Return on Investment	Interest (Finance Income)	Investment	0.07	0.14	-49%	Decrease is due to increase in investments towards end of the financial year

A Variances above 25% are explained above.

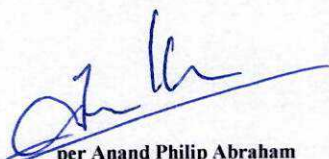



34 Other Statutory Information

- a The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami
 - b The company is not declared as wilful defaulter by any bank of financial institution or other lender
 - c The company do not have any transactions with companies struck off.
 - d The company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
 - e The company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
 - f There company has not provided any loans to directors or has investments made or given guarantees and securities in respect provisions of Section 185 and 186 of the Companies Act 2016.
 - g As part of the normal business, the Company obtains borrowings from its holding company and invests in alternative investment fund managed by the Company. The AIFs invests in debt instruments issued by various originators based on decision made by the investment committee of the respective funds. These transactions are part of the Company's normal investment activities / business, which is conducted after exercising proper due diligence including adherence to terms of Private Placement Memorandum (PPM) of respective AIFs and other guidelines.
- Other than the nature of transactions described above,
- i) No funds have been advanced or loans or invested by the Company to or in any other person(s) or entity(ies) ("intermediaries") with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Company ("Ultimate beneficiaries")
 - ii) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- h The company has not received money from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - i The company does not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
 - j The Company is maintaining its book of account in electronic mode and these books of account are accessible at all times and the back-up of books of account has been kept in servers physically located in India on a daily basis throughout the year ended March 31, 2024.
 - k The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that in respect of general ledger application which is a (SaaS), cloud-based service provided by a third party, the audit trail feature was enabled, operated throughout the year and was not tampered with at the application level. However, management is not in possession of Service Organisation Controls report to determine whether audit trail feature of the said application was enabled and operated throughout the year for all relevant transactions recorded in the application at a database level. In respect to the underlying database for SaaS application, any change to the supporting database can only be made using a service request to third party vendor support team. The management is in discussion with the third-party software service provider to report on the audit trail feature in their Service Organisation Controls report going forward.

As per our report of even date attached
for S.R.Batliloi & Associates LLP
Chartered Accountants
 ICAI Firm's Registration No. 101049W/E300004

for and on behalf of the Board of Directors of
Northern Arc Investment Managers Private Limited
 CIN: U74120TN2014PTC095064



per Anand Philip Abraham
 Partner
 ICAI Membership No. 232912



Ashish Mehrotra
 Director
 DIN:07277318


Kshama Fernandes
 Director
 DIN:02539429


Ravi Vukkadala
 Chief Executive Officer




Vishal Garg
 Chief Financial Officer


Devanshi Shah
 Company Secretary
 Membership No. A65481

Place : Bengaluru
 Date : May 13, 2024

Place : Mumbai
 Date : May 13, 2024