

NORTHERN SPIRITS LIMITED

REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6TH FLOOR
KOLKATA-700020

CIN: L15500WB2012PLC185821

NOTICE

Notice is hereby given that the 8th Annual General Meeting of the members of **NORTHERN SPIRITS LIMITED** will be held on Tuesday, 29th September, 2020 at 11:30 A.M at 5A, Woodburn Park Road, Woodburn Central, Unit-603, 6th Floor, Kolkata-700020 to transact following business as:

ORDINARY BUSINESS:

Item No-1 Adoption of Financial Statement and Report of Board of Directors and Auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

“**RESOLVED** that the Board’s Report, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended March 31, 2020 and the Balance Sheet as at that date together with the Independent Auditors’ Report thereon be and are hereby considered, approved and adopted.”

Item No-2 Appointment of Mr. Ankush Bakshi (DIN 02547254) Director of the Company liable to retire by rotation.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

“**RESOLVED** that pursuant to Section 152 of the Companies Act 2013 and other applicable provisions, if any, Mr. Ankush Bakshi (DIN: 02547254), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Date: 05/09/2020

By the order of the Board
Northern Spirits Limited

Sd/-Nikita Sureka
Company Secretary

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Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy form has been provided in the Annual Report.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or member. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the Meeting and can vote on a poll.

2. The register of member and share transfer books of the company will remain closed from 22nd September, 2020 to 29th September, 2020 (both days inclusive).
3. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
4. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrative) Rules, 2014, as may be amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is please to provide to the members the remote e-voting facility to exercise their vote at the 8th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL) ("remote e-voting") on all the resolution set forth in this Notice.

5. Remote E-voting facility:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf

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KOLKATA-700020

CIN: L15500WB2012PLC185821

- file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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CIN: L15500WB2012PLC185821

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to af2011@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
7. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company’s registered Office on all working days(except Saturdays, Sundays and Public holidays) during normal business hours up to the date of this Annual General Meeting.
9. The shares of the Company are mandated by the Securities and Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
10. The Identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL, Such Members are advised to bring the relevant identity card issued by the appropriate authorities to the Annual General Meeting.
11. Members desirous of getting any information about the accounts of the Company, are requested to send their queries at info@northernspirits.in so as to reach at-least ten days before the meeting at the registered office of the Company, so that the information required can be made readily available at the meeting.
12. Members are requested to intimate change in their address immediately to M/s Maheshwari Datamatics Pvt Ltd, the Company’s Registrar and Share Transfer Agents, at their office at 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001(IN).

NORTHERN SPIRITS LIMITED

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KOLKATA-700020

CIN: L15500WB2012PLC185821

13. Members holding shares in the physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant share certificates to M/s Maheshwari Datamatics Pvt Ltd, the Company's Registrar and Share Transfer Agents, at their office at 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001(IN).
14. Electronic copy of the Notice of the 8th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
15. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
16. Members may also note that the Notice of the 8th Annual General Meeting and the Annual Report for the financial year 2019-20 will also be available on the Company's website www.northernspirits.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: info@northernspirits.in.
17. Members can opt for one mode of voting either by polling or through remote e-voting. If members opt for remote e-voting then do not vote by polling or vice versa. However, in case members have casted their vote both by polling and remote e-voting, then vote done through remote e-voting shall be valid.
18. In terms of the provisions of section 107 of the Companies Act, 2013 since the resolutions as set out in this notice are being conducted through remote e-voting or polling the said resolutions will not be decided on show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the company as on the cut off date i.e. September 21st 2020.
19. The facility of voting either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 8th AGM. The members attending AGM, who have not casted their vote through remote e-voting, shall be able to exercise their voting rights at the AGM. The members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
20. The Scrutinizer will scrutinize the voting process (both e-voting and voting by poll) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of e-voting period unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the company and submit the Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Meeting. The result shall be declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the Stock Exchange.
21. Members/proxies should bring the attendance slip duly filed in and signed for attending the meeting.
22. The details for voting electronically are as under -
 - a. Date and time of commencement of voting through electronic means: **Saturday, September 26, 2020 at 9.00 A. M.**

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- b. Date and time of end of voting through electronic means beyond which voting will not be allowed : **Monday, September 28, 2020 at 5.00 P. M.**
- c. During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date **September 21, 2020**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by NSDL for voting thereafter.**
- d. Details of Website: www.evotingindia.com
- e. Details of Scrutinizer: Mr. Anurag Fatehpuria, Practicing Company Secretary (ACS No: 34471) email id: af2011@rediffmail.com
- f. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.

By order of the Board of Directors
FOR NORTHERN SPIRITS LIMITED

Place: Kolkata
Date: 05/09/2020

Sd/-
Ankush Bakshi
Managing Director
(DIN: 02547254)

Sd/-
Anuj Bakshi
Director
(DIN: 02500120)

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CIN: L15500WB2012PLC185821

ANNEXURE A

**Details of Directors seeking Re-appointment at the forthcoming
Annual General Meeting**

**(PURSUANT TO REGULATION 36(3) of THE SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015)**

| | |
|---|---|
| Name of the Director | Ankush Bakshi |
| Date of Birth | 21-09-1979 |
| Date of Appointment | 13-09-2012 |
| Experience | 17 years of rich experience in liquor business with hands on experience in trading of beverages & other related products. He looks after the overall operations of the Company. |
| Qualification | Bachelor of Commerce |
| Directors in other public Co | NIL |
| Other Position | NIL |
| Membership of Committees of other unlisted public Co | NIL |
| Inter Relationship | Promoter & Managing Director |
| Shares held in the Co | 5809600 |

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CIN: L15500WB2012PLC185821

ANNEXURE B

Brief Profile of the Auditor M/s. J. K. Sarawgi & Co.

| SL. No | Particulars | Details |
|---------------|--|--|
| 1 | Name of the Auditor | J.K. Sarawgi & Company |
| 2 | Constitution | Partnership Firm |
| 3 | Address of the head Office | 141, Siddhartha Enclave, Near Ashram Chowk, New Delhi-110014 |
| 4 | Address of the Branch Office | 23A, N.S. Road, Fortuna Tower, 1 st Floor, Room No.27A, Kolkata- 700001 |
| 5 | Telephone no. | 03340047474 |
| 6 | Website & Email ID | kolkata@jksco.in |
| 7 | Date of Establishment | 23.11.1968 |
| 8 | Registration No of the Firm with ICAI | 006836C |
| 9 | Name & Mobile No of FCA Partner of the CA Firm for contact | Mr. Jeet Agarwal Mobile No.: 9883031646 |
| 10 | Details of Peer Review by ICAI | 2008-2011 2012-2015 2015-2018 |
| 11 | Manpower Nos | Articled Assistants-21 Other Audit Staff- 25 Professional Employee-15 |
| 12 | Services Provided | Special Audit, Statutory Audit, Internal Audit, Concurrent Audit, Stock & Receivables Audit, Income Tax Return Filings, etc. |

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| | | |
|---|-----------------|---|
| 3 | Industry Served | <ol style="list-style-type: none">1. Special Audit<ol style="list-style-type: none">a. Aircel Group of Companies: Aircel Limited, Aircel Cellular limited, Dishnet Wireless Limitedb. MMTC Limited2. Internal Audit:<ol style="list-style-type: none">a. South Eastern Coalfields Limitedb. IFCI Limitedc. J.K. Cementd. Housing & Urban Development Corporation Limitede. NPCC Limitedf. National Highways Authority of India Limited3. Statutory Audit:<ol style="list-style-type: none">a. PEC Limitedb. Air Force Wives Welfare Association, Ghaziabadc. Ankur Play Schoold. Station Head Quarter, Delhi Cantte. Army Wives Welfare Associationf. Railway Energy Management Company Limitedg. Delhi e Governance Society4. Concurrent Audit:<ol style="list-style-type: none">a. C& C Construction Limitedb. Panipat Jalandhar NH One Tollway Private Limitedc. B L Kashyap & Sons Limitedd. K.S. Oils Limitede. Action Ispat & Power Private Limited5. Stock & Receivables Audit:<ol style="list-style-type: none">a. Jindal Stainless Limitedb. Jindal Steel & Power Limitedc. BSES Rajdhani Power Ltd.d. HCL Infosystems Ltd.e. Andhra Cement Limitedf. SRS Limitedg. India Glycols Ltd.h. Kajaria Ceramics Ltd.i. Bajaj Energy (P) Ltd.j. MBL Infrastructures Limitedk. DCM Shriram Industries Ltd.l. Jindal Stainless Steelway Ltd.m. Omaxe Ltd.n. Panacea Biotec Ltd.o. National Industrial Corporation Ltd.p. Spentex Industries Ltd. |
| | | |

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ATTENDANCE SLIP

Annual General Meeting Tuesday the 29th Day of September, 2020 at 11.30 A.M at the registered office of the company at 5A, Woodburn Park Road, Woodburn Central, Unit-603 6th Floor, Kolkata-700020

| | |
|--|--|
| Name of Shareholder | |
| Address | |
| Registered DP ID & client ID | |
| No of shares held | |
| Name of proxy/ authorized representative if any, | |

I/We hereby accord my/our presence at Annual general meeting of the company to be held Tuesday the 29th day of September, 2020 at registered office at 5A, Woodburn Park Road, Woodburn Central, Unit-603 6th Floor, Kolkata-700020

Signature of shareholder/proxy/authorized representative

Note:

The member/proxy must bring this Attendance Slip at the meeting, duly completed and signed and hand over the same at the venue.

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KOLKATA-700020

CIN: L15500WB2012PLC185821

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L15500WB2012PLC185821
Name of the company : NORTHERN SPIRITS LIMITED
Registered office : 5A, Woodburn Park Road, Woodburn Central, Unit-603 6th Floor Kolkata-700020
E- mail : info@northernspirits.in
Website : www.northernspirits.in
Name of the member (s) :
Registered Address :

E-mail Id :

Folio No/ Client ID :
DP ID :

I/We, being the member of ----- Equity Shares of the above named Company, hereby appoint

Name :
Address :

E-mail id :

Signature :,

as my/our proxy to attend and vote (on a poll) for me and on my behalf at the Annual General Meeting of the Company, to be held on the 29th day of September, 2020 At 11.30 A.M at 5A, Woodburn Park Road, Woodburn Central, Unit-603 6th Floor Kolkata-700020 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

| Resolution No | Agenda | For | Against |
|---------------|--|-----|---------|
| 1 | To consider & adoption of Audited Financial Statement and Report of Board of Directors and Auditors thereon. | | |
| 2 | To approve the Appointment of Mr Ankush Bakshi (DIN 02547254) as Director who retires by rotation. | | |

Signed this..... day of..... 2020

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Please
Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A Proxy need not be member of the Company.