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

CIN: L15500WB2012PLC185821

NOTICE

Notice is hereby given that the 9th Annual General Meeting of the members of **NORTHERN SPIRITS LIMITED** will be held on Thursday, 30th September, 2021 at 3:30 P.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, 2021 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 Mrs. Roshni Bakshi (DIN 08090225) 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, Mrs. Roshni Bakshi (DIN: 08090225), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

Item No-3 Increase in the borrowing power in terms of section 180(1)(c) of Companies Act, 2013

To consider, and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("Board") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rupees 100 Crores (One Hundred Crores) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

NOR THERN SPIRITS LIMITED REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6th floor KOLKATA-700020

CIN: L15500WB2012PLC185821

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all the necessary acts/deeds/things as may be required to put the foresaid resolution into effect."

Item No-4 Creation of Charges in terms of section 180(1)(a) of Companies Act, 2013

To consider, and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, consent of the members of the Company be and is hereby accorded by way of a special resolution to the Board of Directors ("Board") of the Company to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of banks, financial institutions or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rupees 100 Crores (One Hundred Crores) at any time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all the necessary acts/deeds/things as may be required to put the foresaid resolution into effect."

Date:04/09/2021

By the order of the Board Northern Spirits Limited Sd/-Nikita Sureka Company Secretary

REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6TH FLOOR KOLKATA-700020 CIN: L15500WB2012PLC185821

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 23rd September, 2021 to 30th September, 2021 (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 9th 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

1. The remote e-voting period begins on 27th September 2021 at 09:00 A.M. and ends on 29th September 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23/09/2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23/09/2021

2. 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: Access to NSDL e-Voting system

<u>A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding</u> securities in demat mode

NOR THERN SPIRITS LIMITED REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6TH FLOOR

KOLKATA-700020 CIN: L15500WB2012PLC185821

In terms of SEBI circular dated December 9, 2021 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

 Individual 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page elick on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting age. Click on company name or e-Voting service provider i.e. NSDL and you will be able to see e-Voting meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/ secure Web/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the 'Sharcholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sisteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting page. Ucik on company name or e-Voting page. Ucik on company name or e-Voting page. Visit wells of the page of or Voting system is launched, click on the rest. You will have to enter your User ID (i.e. your sisteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL and you will be redirected to e-Voting page. Click on company name or e-Voting website of NSDL for casting your vote during the remote e-Voting page. Click on company name or e-Voting website of NSDL and you will be redirected to avoing page. Click on company name or e-Voting meeting.

	4.	Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual	1.	Existing users who have opted for Easi / Easiest, they can
Shareholders holding		login through their user id and password. Option will be
securities in demat		made available to reach e-Voting page without any further
mode with CDSL		authentication. The URL for users to login to Easi / Easiest
		are <u>https://web.cdslindia.com/myeasi/home/login</u> or <u>www.cdslindia.com</u> and click on New System Myeasi.
		www.edsmidia.com and enex on ivew system wrycasi.
	2.	After successful login of Easi/Easiest the user will be also
		able to see the E Voting Menu. The Menu will have links
		of e-Voting service provider i.e. NSDL. Click on NSDL
		to cast your vote.
	3.	If the user is not registered for Easi/Easiest, option to
		register is available at
7	~	https://web.cdslindia.com/myeasi/Registration/EasiRegistra tion
	4.	Alternatively, the user can directly access e-Voting page by
		providing demat Account Number and PAN No. from a
		link in <u>www.cdslindia.com</u> home page. The system will
		authenticate the user by sending OTP on registered Mobile
		& Email as recorded in the demat Account. After
		successful authentication, user will be provided links for
		the respective ESP i.e. NSDL where the e-Voting is in progress.

REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6TH FLOOR KOLKATA-700020 CIN: L15500WB2012PLC185821

Individual	You can also login using the login credentials of your demat
Shareholders (holding	account through your Depository Participant registered with
securities in demat	NSDL/CDSL for e-Voting facility. upon logging in, you will be
mode) login through	able to see e-Voting option. Click on e-Voting option, you will be
their depository	redirected to NSDL/CDSL Depository site after successful
participants	authentication, wherein you can see e-Voting feature. Click on
	company name or e-Voting service provider i.e. NSDL and you
	will be redirected to e-Voting website of NSDL for casting your
	vote during the remote e-Voting period or joining virtual meeting
	& voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

<u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues</u> related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details		
Individual Shareholders holding	Members facing any technical issue in login can		
securities in demat mode with	contact NSDL helpdesk by sending a request at		
NSDL	evoting@nsdl.co.in or call at toll free no.: 1800 1020		
	990 and 1800 22 44 30		
Individual Shareholders holding	Members facing any technical issue in login can		
securities in demat mode with	contact CDSL helpdesk by sending a request at		
CDSL	helpdesk.evoting@cdslindia.com or contact at 022-		
	23058738 or 022-23058542-43		

REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6TH FLOOR KOLKATA-700020 CTN: L15500WP2012PL C185821

CIN: L15500WB2012PLC185821

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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: <u>https://www.evoting.nsdl.com/</u> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP 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* <u>https://eservices.nsdl.com/</u> 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	Your User ID is:
(NSDL or CDSL) or Physical	
a) For Members who hold shares in	8 Character DP ID followed by 8 Digit
demat account with NSDL.	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	16 Digit Beneficiary ID
demat account with CDSL.	
	For example if your Beneficiary ID is
	12************** then your user ID is
	12*******
c) For Members holding shares in	EVEN Number followed by Folio
Physical Form.	Number registered with the company
	For example if folio number is 001***
	and EVEN is 118025 then user ID is
	118025001***

- 5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user 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

REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6TH FLOOR KOLKATA-700020 CDN: L155001000 C185821

CIN: L15500WB2012PLC185821

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 file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "<u>Forgot User Details/Password</u>?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) <u>**Physical User Reset Password**</u>?" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. 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.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.

NORTHERN SPIRITS LIMITED REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6th floor Kolkata-700020 CIN: L15500WB2012PLC185821

- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 <u>af2011@rediffmail.com</u> with a copy marked to <u>evoting@nsdl.co.in</u>.
- 2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 23/09/2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23/09/2021, may follow steps mentioned in the Notice of the AGM under Step 1 :"Access to NSDL e-Voting system"(Above).
- 3. 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.
- 4. 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 1020 990 and 1800 22 44 30 or send a request to to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user ID and password and registration of email ids for e-voting for the resolutions set out in this notice:

5. 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.

- 6. 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.
- 7. 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.
- 8. The shares of the Company are mandated by the Securities and Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
- 9. 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.
- 10. Members desirous of getting any information about the accounts of the Company, are requested to send their queries at <u>info@northernspirits.in</u> 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.
- 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).
- 12. 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).
- 13. Electronic copy of the Notice of the 9th 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.
- 14. 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.
- 15. Members may also note that the Notice of the 9th Annual General Meeting and the Annual Report for the financial year 2020-21 will also be available on the Company's website <u>www.northernspirits.in</u> 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: <u>info@northernspirits.in</u>.
- 16. 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.

NORTHERN SPIRITS LIMITED REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6th floor Kolkata-700020 CIN: L15500WB2012PlC185821

- 17. 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 23rd 2021.
- 18. The facility of voting either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 9th 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.
- 19. 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.
- 20. Members/proxies should bring the attendance slip duly filed in and signed for attending the meeting.
- 21. The details for voting electronically are as under
 - a. Date and time of commencement of voting through electronic means: Monday, September 27, 2021 at 9.00 A. M.
 - b. Date and time of end of voting through electronic means beyond which voting will not be allowed : Wednesday, September 29, 2021 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 23, 2021, 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 3 &4

REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6TH FLOOR KOLKATA-700020 CIN: L15500WB2012PLC185821

The Company requires to borrow funds from time to time to meet both short term and long term business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions.

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender.

It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, as set out at Item No. 3 and Item No. 4 of the Notice, to enable the Board of Directors to borrow money upto Rs. 100 Crores (Rupees One Hundred Crores) and inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company. The Board recommends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

By order of the Board of Directors FOR NORTHERN SPIRITS LIMITED

Place: Kolkata Date: 04/09/2021 Sd/-Ankush Bakshi Managing Director (DIN: 02547254) Sd/-Anuj Bakshi Director (DIN: 02500120)

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)

REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT 603 6TH FLOOR KOLKATA-700020 CIN: L15500WB2012PLC185821

REGULATIONS, 2015)

Name of the Director	Roshni Bakshi
Date of Birth	03-11-1982
Date of Appointment	21-03-2018
Experience	She has 7 years of experience
Qualification	Hotel Administration and Food Technology
Directors in other public Co	NIL
Other Position	NIL
Membership of Committees of	NIL
other unlisted public Co	
Inter Relationship	Promoter & Director
Shares held in the Co	10000

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	006836C
	with ICAI	
9	Name & Mobile No of FCA	Mr. Jeet Agarwal
	Partner of the CA Firm for	Mobile No.: 9883031646
	contact	
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.

		T		
3	Industry Served	1.		ecial Audit
			a.	Aircel Group of Companies: Aircel Limited, Aircel
				Cellular limited, Dishnet Wireless Limited
			b.	MMTC Limited
		2.	Int	ernal Audit:
		۷.		South Eastern Coalfields Limited
				IFCI Limited
				J.K. Cement
				Housing & Urban Development Corporation
				Limited
			e.	NPCC Limited
			f.	National Highways Authority of India Limited
		3.	Sta	tutory Audit:
			a.	PEC Limited
				Air Force Wives Welfare Association, Ghaziabad
				Ankur Play School
				Station Head Quarter, Delhi Cantt
				Army Wives Welfare Association
			f.	Railway Energy Management Company Limited
			g.	Delhi e Governance Society
		4.	Co	ncurrent Audit:
		4.		C& C Construction Limited
				Panipat Jalandhar NH One Tollway Private
				Limited
			c.	B L Kashyap & Sons Limited
			d.	K.S. Oils Limited
			e.	Action Ispat & Power Private Limited
		5.		ck & Receivables Audit:
			a.	Jindal Stainless Limited
			b.	Jindal Steel & Power Limited
			c. d.	BSES Rajdhani Power Ltd. HCL Infosystems Ltd.
			u. e.	Andhra Cement Limited
			e. f.	SRS Limited
			г. g.	India Glycols Ltd.
			ь. h.	Kajaria Ceramics Ltd.
			i.	Bajaj Energy (P) Ltd.
			j.	MBL Infrastructures Limited
			, k.	
			١.	Jindal Stainless Steelway Ltd.
			m.	Omaxe ltd.
			n.	Panacea Biotec Ltd.
			0.	National Industrial Corporation Ltd.
			p.	Spentex Industries Ltd.