



Registered Office : 5A, Woodburn Park Road, Woodburn Central Unit-603, 6th Floor, Kolkata-700020
Ph: 033-35446094; E-mail: info@northernspirit.in; Website: www.northernspirits.co.in

August 28, 2023

BSE Limited
Listing Centre
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code – 542628

SUB: Notice of the 11th Annual General Meeting, E-Voting Information and Book Closure of the Company for the Financial Year 2022-2023.

Dear Sir/Madam,

This is to inform you that the **11th Annual General Meeting of the Members of the Company will be held on Friday, September 22, 2023 at 11.00 A.M (IST) at the Registered Office of the Company at 5A, Woodburn Park Road, Woodburn Central, Unit No-603, 6th Floor, Kolkata – 700020.**

Notice of the Meeting setting out the businesses to be transacted there at and the Annual Report for the year ended 31st March 2023 has been sent through email to the Members whose email addresses have been registered with the Company/ Depositories in accordance with the circular issued by Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, read with General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and SEBI has vide its Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023 read with circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as “SEBI Circulars”). The Annual Report for the financial year 2022-23 and AGM Notice is available and can be downloaded from the Company’s website i.e. www.northernspirits.co.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com; and the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.

NOTICE is also hereby given pursuant to Regulation 42 of SEBI, (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the **Register of Members and Share Transfer Book of the Company shall remain closed from Saturday, September 16, 2023 to Friday, September 22, 2023 (both days inclusive)** for the purpose of Annual General Meeting of the Company to be held on Friday, September 22, 2023.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI, (Listing Obligations and Disclosure Requirements) Regulations, 2015, **the company has fixed Friday, September 15, 2023, as the cut off date** to record entitlement of the Members to cast their votes electronically for the business to be transacted at the 11th Annual General Meeting of the Company. **The remote e-voting facility shall commence on Tuesday, September 19, 2023 (9.00 a.m.) and will end on Thursday, September 21, 2023 (5.00 p.m.)**. The remote e-voting module shall be disabled for voting thereafter.

You are requested to take the same in your record.

Thanking you,

Yours sincerely,

For Northern Spirits Limited

Ankush Bakshi
Managing Director
DIN: 02547254

Encl: Copy of Notice of Annual General Meeting

NORTHERN SPIRITS LIMITED

CIN: L15500WB2012PLC185821

Reg. Off: 5A, Woodburn Park Road, Woodburn Central, Unit 603,
6th Floor, Kolkata-700020, Phone: 033-35446094

Email: info@northernspirit.in, Website: www.northernspirits.co.in

NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING OF NORTHERN SPIRITS LIMITED (CIN – L15500WB2012PLC185821) WILL BE HELD ON FRIDAY, SEPTEMBER 22, 2023 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL, UNIT NO 603, 6TH FLOOR, KOLKATA - 700020 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2023 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Mrs. Roshni Bakshi (DIN: 08090225), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. **To consider and approve the re-appointment of Statutory Auditors of the Company for second consecutive term of 5 (five) years from the conclusion of 11th Annual General Meeting until the conclusion of 16th Annual General Meeting and in this regard, pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to section 139,142 and other applicable provisions if any, of the Companies Act, 2013 read with the companies (Audit and Auditors) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force} and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s. JKSS & Associates (Formerly J.K. Sarawgi & Company) Chartered Accountants having Firm Registration No. 006836C be and are hereby re-appointed as Statutory Auditors of the company for the second term of 5 years, from the conclusion of this 11th Annual General Meeting till the conclusion of 16th Annual General Meeting of the company to be held in the year 2028, to examine and audit the accounts of the company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory auditors of the Company.

SPECIAL BUSINESS

4. **To consider and approve the appointment of Mr. Arihant Jain (DIN: 05359143) as an Independent Director of the Company and in this regard, pass the following resolution an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152, read with Schedule IV of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or reenactment thereof), and applicable clauses of the Articles of Association of the Company, subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Arihant Jain (DIN: 05359143) as an Independent Director of the Company, not liable to retire by rotation, who is eligible for appointment, for a term of 5 (five) years with effect from June 27, 2023 up to June 26, 2028 based on the recommendation of Nomination and Remuneration Committee and in line with the approval of the Board of Directors.”

“RESOLVED FURTHER THAT Mr. Ankush Bakshi (DIN 02547254) and Mr. Anuj Bakshi (DIN 02500120), Directors of the Company be and are hereby severally authorized to file necessary e-forms, documents and returns with the Registrar of Companies, Kolkata and to comply with the legal requirements as to Stock Exchange Regulations and to forward a copy of the resolution together with necessary forms to such authorities as may be necessary in this connection.”

5. **To consider and approve the re-appointment of Mr. Sathvik Jain (DIN: 07732825) as an Independent Director of the Company for a second consecutive term of 5 years and in this regard, pass the following resolution a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Sathvik Jain (DIN: 07732825), who was appointed as an Independent Director and who holds the office of Independent Director up to August 03, 2023 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. August 04, 2023.”

“RESOLVED FURTHER THAT pursuant to the provision of Section 149(4) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 25, 26 and 27 of the SEBI LODR and subject to the Schedule IV of the Companies Act, 2013 and all applicable provisions, Mr. Sathvik Jain who meets the criteria of independence, as required under the said sections and provisions, be regarded as an Independent Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all other acts, deeds and things as may be necessary in this regard.”

6. **To consider and approve the re-appointment of Mr. Jagjit Singh Kochar (DIN: 06552295) as an Independent Director of the Company for a second consecutive term of 5 years and in this regard, pass the following resolution a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 as amended from time to time, Mr. Jagjit Singh Kochar (DIN: 06552295), who was appointed as an Independent Director and who holds the office of Independent Director up to June 10, 2023 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. June 11, 2023.”

“**RESOLVED FURTHER THAT** pursuant to the provision of Section 149(4) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 25, 26 and 27 of the SEBI LODR and subject to the Schedule IV of the Companies Act, 2013 and all applicable provisions, Mr. Jagjit Singh Kochar who meets the criteria of independence, as required under the said sections and provisions, be regarded as an Independent Director of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all other acts, deeds and things as may be necessary in this regard.”

7. **To consider and approve the re-appointment Mr. Ankush Bakshi (DIN: 02547254) as a Managing Director of the Company for a term of 5 years and in this regard, pass the following resolution as a Special Resolution.**

“**RESOLVED THAT** pursuant to the provisions of Section 197,198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and such other provisions as may be applicable and based on the recommendation of the Nomination and Remuneration Committee and in line with the approval of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Ankush Bakshi (DIN: 02547254) as a Managing Director of the Company not liable to retire by rotation for a further period of 5 years w.e.f March 19, 2023 on the terms and conditions on the terms and conditions including remuneration set out in the Agreement entered into between the Company and Mr. Ankush Bakshi with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Mr. Ankush Bakshi provided that the remuneration payable to Mr. Ankush Bakshi shall not exceed the maximum limits for payment of managerial remuneration specified in the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the Agreement entered into by Mr. Ankush Bakshi with the Company for the aforesaid appointment and as set out in the statement annexed to the Notice including the following -

Salary: At the rate of Rs. 2,00,000 /- per month from the date of re-appointment

Others: Use of car for Company’s business, telephone and other communication facilities at residence/ other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisites.

Commission: No commission shall be paid.

Minimum Remuneration: The above salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees: The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Gratuity and encashment of leave: He will be entitled to gratuity and encashment of leave as per rules of the Company.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Ankush Bakshi any remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”.

By Order of the Board of Directors
NORTHERN SPIRITS LIMITED

s/d-

Pankaj Khanna
(Company Secretary)
M. No. A27867

Place: Kolkata

Date: August 21, 2023

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 with respect to special businesses as set out in item no 4,5,6 & 7 are annexed hereto. Further additional information pursuant to the aforesaid provisions in respect of appointment or re-appointment as above at the 11th Annual General Meeting are made part of their respective explanatory statements. Additional Information, pursuant to Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of appointment of Mr. Arihant Jain and re-appointment of Mr. Sathvik Jain, Mr. Jagjit Singh Kochar and Mr. Ankush Bakshi at the 11th Annual General Meeting is also annexed hereto. Further, additional information pursuant to aforesaid provisions in respect of appointment or re-appointment as above at the 11th Annual General Meeting are made part of their respective explanatory statements.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ATTACHED HEREWITH. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRING VOTING RIGHTS. A PROXY SO APPOINTED SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. The proxy holder shall prove his/her identity at the time of attending the meeting.
4. When a member appoints a proxy and both the member and proxy attends the meeting, the proxy stands automatically revoked.
5. Corporate members intending to attend the meeting are requested to send to the company a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the meeting.
6. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
7. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
8. **Dispatch of Annual Report through E-mail**
In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2023, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”), i.e., M/s. Maheshwari Datamatics Pvt Ltd or the Depository Participant(s). The Notice and the Annual Report for the

financial year ended March 31, 2023 shall be available on the websites of the Company viz., www.northernspirits.co.in and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., www.evoting.nsdl.com

9. The Register of Members and share transfer books of the company shall remain closed from **Saturday, September 16, 2023 to Friday, September 22, 2023 (both days inclusive)** for the purpose of Annual General Meeting.
10. Members holding shares in Demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in Demat mode. However, members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.
11. Members are requested to contact the Company's Registrar & Share Transfer Agent M/s Maheshwari Datamatics Pvt Ltd, (the Company's Registrar and Share Transfer Agents) having their registered office situated at 23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700001, West Bengal (INDIA) ; Tel.: (033) 2248 4787/ 2243 5209; Email id: mdplc@yahoo.com ; Website: www.mdpl.in for reply to their queries / redressal of complaints, if any, or contact Mr. Pankaj Khanna, Company Secretary of the Company at its Registered Office. (Phone No.: 033-35446094; e-mail: info@northernspirit.in; website: www.northernspirits.co.in).
12. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos for easy identification of attendance at the meeting.
13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic forms are therefore, requested, to submit their PAN to their depository Participants with whom they are maintaining their demat accounts.
14. To support the "Green Initiative" Members who have not yet registered their email addresses are requested to register the same with their DP's in case the shares are held by them in electronic form and with M/s Maheshwari Datamatics Private Limited in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the Annual General Meeting along with the Annual Report for the year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
15. All documents referred to in the notice and the annexure to the notice shall be open for inspection at the registered office of the company during office hours on all working days, except Saturdays, between 11.00 A.M to 1.00 P.M. up to the date of the 11th Annual General meeting of the company.

16. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means in respect of all the businesses to be transacted at the aforesaid meeting. The facility of casting votes by a member using remote e-Voting system from a place other than the venue of the AGM will be provided by NSDL.

17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.northernspirits.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
18. The facility of voting through Poll/Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote at the Meeting through Poll/Ballot Paper. The facility of voting by electronic voting system shall not be made available at the AGM of the company.
19. The E-voting period commences on **September 19, 2023 from 9.00 a. m to September 21, 2023 till 5.00 p. m.** During this period Shareholders of the company holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. September 15, 2023**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the facility will be blocked forthwith.
20. The voting rights of members shall be in proportion to their shares of the total paid up equity share capital of the company as on the **cut-off date i.e. September 15, 2023**.
21. The members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again or change it subsequently.
22. Only those members, whose names are recorded in the Register of Members maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Poll/Ballot paper.
23. Mr. Anurag Fatehpuria, Practicing Company Secretary (Membership No: 34471 and Cop No: 12855) has been appointed as a Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and a transparent manner. The scrutinizer will submit, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

24. The scrutinizer shall after the conclusion of the voting at the meeting, will first count the votes cast at the meeting, and thereafter 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.
25. The results declared, along with the Scrutinizers Report shall be placed on the Company's website www.northernspirits.co.in and on the website of NSDL after the declaration of the results by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the stock Exchanges where the shares of the company are listed.
26. The route map showing directions to reach the venue of the Meeting, is annexed.
27. **Procedure and instructions to members for remote e-Voting are as under -**

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

A) Login method for remote e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 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:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 click 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" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

	<p>either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen 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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My Easi. 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com 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 and also be able to directly

	access the systems of all e-voting service providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful 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.

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.

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

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

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: <https://www.evoting.nsdl.com/> 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 <https://eservices.nsdl.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. Password details for shareholders other than Individual shareholders 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 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 "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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 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 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 is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.
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 af2011@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager - NSDL at pallavid@nsdl.co.in or evoting@nsdl.co.in

By Order of the Board of Directors
NORTHERN SPIRITS LIMITED

Place: Kolkata
Date: August 21, 2023

s/d-
Pankaj Khanna
(Company Secretary)
M. No. A27867

Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

Appointment of Mr. Arihant Jain (DIN: 05359143) as an Independent Director

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on June 27, 2023 approved the appointment of Mr. Arihant Jain (DIN: 05359143) as an Additional Director in the category of Independent Director, not liable to retire by rotation, for a term of five years with effect from June 27, 2023 valid till June 26, 2028. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable clause of Articles of Association of the Company, Mr. Arihant Jain shall hold office up to the date of this Annual General Meeting (“AGM”) as he is appointed by the Board as an Additional Director and is eligible to be appointed as Director of the Company.

The Company has, in terms of Section 160(1) of the Companies Act, 2013 received in writing a notice from Mr. Arihant Jain, signifying his candidature as a Director and also received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfils the condition specified in the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 for appointment as Independent Director and he is independent of the management of the Company. Mr. Arihant Jain is deemed to be interested in the proposed resolution mentioned at Item No. 4 of the Notice. None of the Directors or Key Managerial Personnel of the Company, and/ or their relatives other than Mr. Arihant Jain are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolutions set forth in Item No. 4 for the approval of Members by way of an Ordinary Resolution.

Brief Profile of Mr. Arihant Jain, Independent Director pursuant to para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the table below:

Name of the Director	Mr. Arihant Jain
DIN	05359143
Father’s Name	Mr. Sunil Jain
Terms and Conditions of Appointment	As per the Appointment Letter
Remuneration drawn in financial year 2022-23	NIL
Remuneration proposed to be paid	Sitting Fees
Date of Birth	06.12.1988
Age	34 Years

Date of first Appointment	27.06.2023
Brief Resume and expertise in specific functional areas	Mr. Arihant Jain is a Non-Executive Independent Director of the Company. Mr. Arihant aged about 34 years has knowledge and expertise in the field of management and administration. His administrative skills and fresh and creative ideas will help the Company to attain higher levels of growth.
Qualification	Bachelor of Commerce
Directorship held in other Companies	Nil
Chairman/member of the committee of the Board of Directors of other companies in which he/ she is a director	Nil
Number of shares held in the Company	Nil
No. of Board meetings attended during the financial year 2022-23	Nil
Relationship with other Directors, Manager and KMPs of the Company	Brother of Mr. Sathvik Jain who is also an Independent Director of the company.

ITEM NO. 5

Re-Appointment of Mr. Sathvik Jain (DIN: 07732825) as an Independent Director for a second consecutive term of 5 years.

Mr. Sathvik Jain was appointed on the Board of Directors of the company on August, 04, 2018, as Additional Director in the capacity as Non-Executive Independent Director and his appointment was confirmed at the Annual General Meeting held in the year 2018. Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment for Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Company and disclosure of such appointment in its Boards' Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms. Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sathvik Jain was appointed as an Independent Directors on the Board of the Company for a period of 5 (Five) years.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Sathvik Jain as an Independent Directors for Second Term of 5 (Five) consecutive years on the Board of the Company. This appointment shall be effective from August 04, 2023 up to August 03, 2028. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors and contributions made by him during his tenure, the continued association of Mr. Sathvik Jain would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Accordingly, the Board has recommended reappointment of Mr. Sathvik Jain as an Independent Director of the Company, not liable to retire by rotation for Second Term of 5 (Five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Mr. Sathvik Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director and he has also given declaration that he meets with the criteria of Independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time). In the opinion of the Board, Director meets the criteria of Independence and qualifies for appointment as an Independent Director.

Mr. Sathvik Jain has vast experience, knowledge and standing in the area of Accounts, Finance and Taxation. He is very energetic, enthusiastic and actively engaged in providing his guidance from time to time, so as to run the operations of the Company in better and successful manner.

The Board recommends the resolutions set forth in Item No. 5 for the approval of Members by way of a Special Resolution.

Brief Profile of Mr. Sathvik Jain, Independent Director pursuant to para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the table below:

Name of the Director	Mr. Sathvik Jain
DIN	07732825
Father’s Name	Mr. Sunil Jain
Terms and Conditions of Appointment	As per the Appointment Letter
Remuneration drawn in financial year 2022-23	Rs. 12000 (Sitting Fees)
Remuneration proposed to be paid	Sitting Fees
Date of Birth	06.12.1988
Age	34 Years
Date of first Appointment	04.08.2018
Brief Resume and expertise in specific functional areas	Mr. Sathvik Jain is a Non-Executive Independent Director of the Company since 2018. Mr. Arihant aged about 34 years has knowledge and expertise in the field of management and administration. His administrative skills and fresh and creative ideas will continue to help the Company to attain higher levels of growth.
Qualification	Bachelor of Commerce
Directorship held in other Companies	Nil
Chairman/member of the committee of the Board of Directors of other companies in which he/ she is a director	Nil
Number of shares held in the Company	Nil
No. of Board meetings attended during the financial year 2022-23	12

Relationship with other Directors, Manager and KMPs of the Company

Brother of Mr. Arihant Jain who is also an Independent Director of the company.

ITEM NO. 6

Re-Appointment of Mr. Jagjit Singh Kochar (DIN: 06552295) as an Independent Director for a second term of 5 years.

Mr. Jagjit Singh Kochar was appointed on the Board of Directors of the company on August, 04, 2018, as Additional Director in the capacity as Non-Executive Independent Director and his appointment was confirmed at the Annual General Meeting held in the year 2018. Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment for Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Company and disclosure of such appointment in its Boards' Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms. Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jagjit Singh Kochar was appointed as an Independent Directors on the Board of the Company for a period of 5 (Five) years.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Jagjit Singh Kochar as an Independent Directors for Second Term of 5 (Five) consecutive years on the Board of the Company. This appointment shall be effective from June 11, 2023 up to June 10, 2028. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors and contributions made by him during his tenure, the continued association of Mr. Jagjit Singh Kochar would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Accordingly, the Board has recommended reappointment of Mr. Jagjit Singh Kochar as an Independent Director of the Company, not liable to retire by rotation for Second Term of 5 (Five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Mr. Jagjit Singh Kochar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director and he has also given declaration that he meets with the criteria of Independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time). In the opinion of the Board, Director meets the criteria of Independence and qualifies for appointment as an Independent Director.

Mr. Jagjit Singh Kochar has vast knowledge and expertise in the field of management and administration. His administrative skills will be very valuable to the Company for attaining higher levels of growth.

The Board recommends the resolutions set forth in Item No. 6 for the approval of Members by way of a Special Resolution.

Brief Profile of Mr. Jagjit Singh Kochar, Independent Director pursuant to para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the table below:

Name of the Director	Mr. Jagjit Singh Kochar
DIN	06552295
Father’s Name	Mr. Joginder Singh Kochar
Terms and Conditions of Appointment	As per the appointment letter - Non-Executive Director
Remuneration drawn in financial year 2022-23	Rs. 12000
Remuneration proposed to be paid	Sitting Fees
Date of Birth	04.09.1958
Age	65 Years
Date of first Appointment	11.06.2018
Brief Resume and expertise in specific functional areas	Mr. Jagjit Singh Kochar is a Non-Executive Independent Director of the Company. Mr. Jagjit aged about 65 years has vast knowledge and expertise in the field of management and administration. His administrative skills will help the Company to attain higher levels of growth.
Qualification	Graduate
Directorship held in other Companies	Nil
Chairman/member of the committee of the Board of Directors of other companies in which he/ she is a director	Nil
Number of shares held in the Company	1200
No. of Board meetings attended during the financial year 2022-23	12
Relationship with other Directors, Manager and KMPs of the Company	No Relationship

ITEM NO. 7

Re-Appointment of Mr. Ankush Bakshi (DIN: 02547254) as a Managing Director of the Company for a term of 5 years.

Mr. Ankush Bakshi was appointed as a Managing Director of the Company for a period of five years, not liable to retire by rotation and the said appointment was approved by the Board of Directors of the company at the Board Meeting held on March 19, 2018. Based on the recommendation of the Nomination and Remuneration Committee, the Board has proposed to re-appoint Mr. Ankush Bakshi as the Managing Director of the Company, not liable to retire by rotation, for a further period of 5 years at the ensuing Annual General Meeting subject to the approval of the Shareholders.

While re-appointing Mr. Ankush Bakshi as a Managing Director of the Company, his immense experience, expertise and contributions as well as dynamic leadership skills were taken into consideration by the Board.

Pursuant to the provisions of Section 196, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ankush Bakshi is re-appointed as the Managing Director of the Company upon the terms of remuneration given below:

Salary: At the rate of Rs. 2,00,000 /- per month from the date of re-appointment

Others: Use of car for Company's business, telephone and other communication facilities at residence/ other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisites.

Commission: No commission shall be paid.

Minimum Remuneration: The above salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees: The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Gratuity and encashment of leave: He will be entitled to gratuity and encashment of leave as per rules of the Company.

Mr. Ankush Bakshi aged about 43 years holds a bachelor degree from University of Western, Sydney. He was born on 21.9.1979 and completed his schooling from D.A.V School Amritsar. He has 21 years of rich experience in liquor business with hands on experience in trading of beverages & other related products. During the year 2008, Mr. Bakshi introduced imported brands of liquor and beverages into the Indian market and is responsible for expanding the brands into the domestic market. His area of job is diversified and looking after various operations of the Company. The remuneration proposed to be paid to Mr. Ankush Bakshi is justified having regard to the nature of services required from him and is commensurate with his knowledge and experience in the industry.

Brief Profile of Mr. Ankush Bakshi pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 30 and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, is provided in the table below:

Name of the Director	Mr. Ankush Bakshi
Director Identification No.	02547254
Father's Name	Mr. Kulbir Singh Bakshi
Terms and Conditions of Appointment	As per the Agreement
Remuneration drawn in financial year 2022-23	Rs. 24,00,000
Remuneration proposed to be paid	As per the agreement
Date of Birth	21.09.1979
Age	43 Years
Date of first Appointment	19.03.2018
Brief Resume and expertise in specific functional areas	Mr. Ankush Bakshi is the Managing Director of the Company. Mr. Ankush Bakshi aged about 43 years

	holds a bachelor degree from University of Western, Sydney. He was born on 21.9.1979 and completed his schooling from D.A.V School Amritsar. He has 21 years of rich experience in liquor business with hands on experience in trading of beverages & other related products. Mr. Bakshi introduced imported brands of liquor and beverages into the Indian market and is responsible for expanding the brands into the domestic market. Under his dynamic leadership and expertise Company has attained highest levels of growth.
Qualification	Post-Graduate
Directorship held in other Companies	Nil
Chairman/member of the committee of the Board of Directors of other companies in which he/ she is a director	Nil
Number of shares held in the Company	58,09,600
No. of Board meetings attended during the financial year 2022-23	12
Relationship with other Directors, Manager and KMPs of the Company	Mr. Anuj Bakshi Executive Director as well as CFO of the Company and Mrs. Kanika and Roshni Bakshi Executive Directors of the company are related to Mr. Ankush Bakshi.

By Order of the Board of Directors
NORTHERN SPIRITS LIMITED

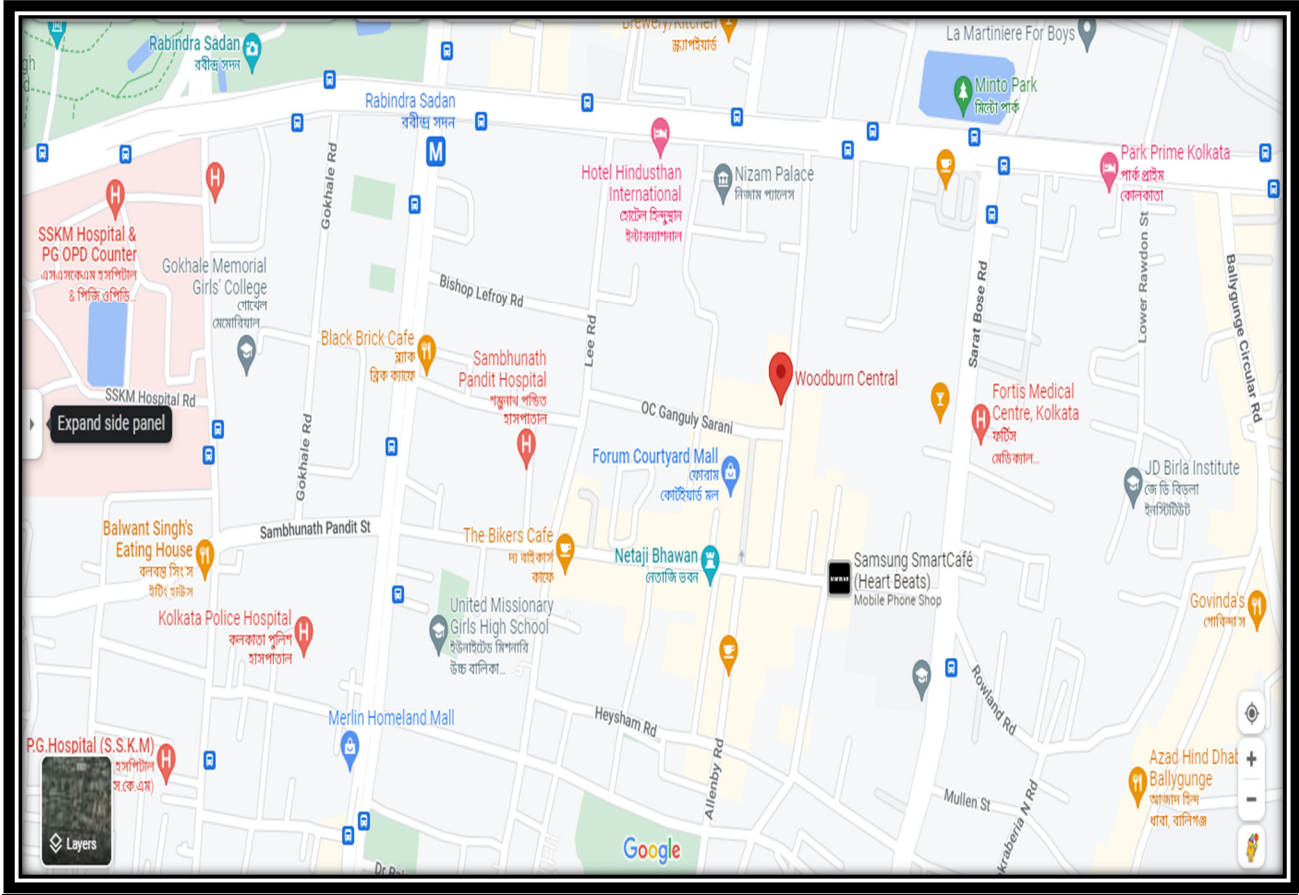
s/d-

Pankaj Khanna
(Company Secretary)
M. No. A27867

Place: Kolkata
Date: August 21, 2023

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Location Address: 5A, Woodburn Park Road, Woodburn Central, Unit-603, 6th Floor, Kolkata- 700020, West Bengal (INDIA).



NORTHERN SPIRITS LIMITED

CIN: L15500WB2012PLC185821

Reg. Off: 5A, Woodburn Park Road, Woodburn Central, Unit 603,
6th Floor, Kolkata-700020, Phone: 033-35446094

Email: info@northernspirit.in, Website: www.northernspirits.co.in

ATTENDANCE SLIP

(To be presented at the Entrance)

I hereby record my presence at the 11th Annual General Meeting of M/s. Northern Spirits Limited being held on Friday, 22nd September, 2023 at 11:00 A.M (IST) at the Registered Office of the Company at 5A, Woodburn Park Road, Woodburn Central, Unit-603, 6th Floor, Kolkata-700020, West Bengal (India).

Name of Shareholder:

Address:

Mobile:

Email ID:

DP ID - Client ID:

Number of Shares Held:

Name of Proxy or Authorized Representative, if any:

.....
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.

NORTHERN SPIRITS LIMITED

CIN: L15500WB2012PLC185821

Reg. Off: 5A, Woodburn Park Road, Woodburn Central, Unit 603,
6th Floor, Kolkata-700020, Phone: 033-35446094

Email: info@northernspirit.in, Website: www.northernspirits.co.in

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}

Name of the Member	
Registered address	
E-mail Id	
Folio No	
DP ID- Client ID	

I/We, being the member of _____ Shares of above-mentioned company hereby appoints:

1.	Name:	Address:
	E-mail Id:	Signature:

Or failing him / her

2.	Name:	Address:
	E-mail Id:	Signature:

Or failing him / her

3.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, September 22nd, 2023 at 11.00 A.M. at the Registered Office

of the Company at 5A, Woodburn park Road, Woodburn Central, Unit No-603, 6th Floor, Kolkata – 700020, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

ORDINARY BUSINESS

Item No.	Resolutions	For	Against
ORDINARY BUSINESS			
01	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2023 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.		
02	To appoint Director in place of Mrs. Roshni Bakshi (DIN: 08090225), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.		
03	To re-appoint M/S JKSS & Associates (Formerly J K Sarawgi & Company) Chartered Accountants having Firm Registration No 006836C as Statutory Auditors of the company for the second term of 5 years		
SPECIAL BUSINESS			
04	To appoint Mr. Arihant Jain (DIN:05359143) as an Independent Director of the Company.		
05	To ree-appoint Mr. Sathvik Jain (DIN:07732825) as an Independent Director of the Company for a second term of 5 years.		
06	To re-appoint Mr. Jagjit Singh Kochar (DIN:06552295) as an Independent Director of the Company for a second term of 5 years		
07	To re-appoint Mr. Ankush Bakshi (DIN:02547254) as Managing Director of the Company for a term of 5 years.		

Signed this day of 2023.

Signature of Shareholder

Signature of Proxy holder(s):

Notes:

Affix Revenue Stamp

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. 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.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. **This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.