

NORTHERN SPIRITS LIMITED

REG. OFF: 5A, WOODBURN PARK ROAD, WOODBURN CENTRAL
UNIT-603, 6TH FLOOR, KOLKATA-700020
CIN: L15500WB2012PLC185821
Ph: 033-22902043; EMAIL: info@northernspirit.in
Website: <https://northernspirits.co.in/>

Date: 29.04.2023

To,
The General Manager
Dept. of Corporate Services
BSE Limited
P.J. Tower, Dalal Street,
Mumbai 400 001
BSE Scrip Code: 542628

Dear Sirs/Madam,

SUB: DISCLOSURE OF VOTING RESULTS OF POSTAL BALLOT IN TERMS OF REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ALONG WITH SCRUTINIZER'S REPORT

This is in furtherance to our earlier communication dated 28th March, 2023 regarding Notice of Postal Ballot dated 18th March, 2023 ("Notice") seeking approval of Members of the Company in respect of the resolutions set out in the Notice through remote e-voting system.

We wish to inform you that based on the scrutinizer report dated 28th April, 2023 on the Postal Ballot, the Members of the Company have duly passed the resolutions as set out in the Notice approving the following:

Sr. No.	Description of Resolution	Type of Resolution
1.	Migration of equity shares of the Company from SME platform of BSE limited to the Main Board of BSE Limited.	Special Resolution
2.	Listing of equity shares of the Company on the Main Board of NSE India Limited.	Special Resolution
3.	Appointment of Ms. Malti Jaiswal (DIN: 08852633) as an Independent Director on the Board of the Company.	Special Resolution

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In view of the above, please find enclosed herewith the following documents:

- a) Details of voting results in the format specified under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - **Annexure I**
- b) Report of the scrutinizer - **Annexure II**

The voting results and scrutinizer report will also be hosted on the Company's website i.e. <https://northernspirits.co.in/investors-relations> and website of NSDL i.e. www.evoting.nsdl.com.

We hereby request you to please take on record our above submission.

Thanking you,

For **Northern Spirits Limited**

Ankush Bakshi

DIN: 02547254

Managing Director

ANNEXURE – I

DETAILS OF VOTING RESULTS AS PER REGULATION 44(3) OF THE SEBI (LODR) REGULATIONS, 2015:

SL. No.	DESCRIPTION	PARTICULARS
1.	Date of Postal Ballot Notice	18.03.2023
2.	Total No. of Shareholders as on Record Date – 24.03.2023	317
3.	No. of Shareholders present in the meeting either in person or through proxy	Not Applicable
	• Promoters and Promoters Group	-
	• Public	-
4.	No. of Shareholders attended the meeting through Video Conferencing/Other Audio-Visual Means	Not Applicable
	• Promoters and Promoters Group	-
	• Public	-

Agenda-wise disclosure

Whether promoter/promoter group are interested in the agenda/resolution - No (only to the extent of shareholding in the Company).

The mode of voting for all resolution was remote e-voting and e-voting at the Meeting.

Resolution 1	
Resolution required: (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda / resolution	No (only to the extent of shareholding in the Company).
Description of the resolution considered	Migration of equity shares of the Company from SME platform of BSE limited to the Main Board of BSE Limited.

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – Favour	No. of Votes – against	% of votes in favour on votes polled	% of votes Against on votes polled
		[1]	[2]	[3] = $\frac{[2]}{[1]} * 100$	[4]	[5]	[6] = $\frac{[4]}{[2]} * 100$	[7] = $\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-voting	10749000	10749000	100.00	10749000	-	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.



	Total	10749000	10749000	100.00	10749000	-	100.00	-
Public – Institutions	E-voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public Non-Institution (including clearing member)	E-voting	5302200	1322200	24.94	1322200	-	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	5302200	1322200	24.94	1322200	-	100.00	-
TOTAL		16051200	12071200	75.20	12071200	-	100.00	-

Resolution 2

Resolution required: (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda / resolution	No (only to the extent of shareholding in the Company).
Description of the resolution considered	Listing of equity shares of the Company on the Main Board of NSE India Limited.

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – Favour	No. of Votes – against	% of votes in favour on votes polled	% of votes Against on votes polled
		[1]	[2]	[3] = [(2)/(1)] *100	[4]	[5]	[6] = [(4)/(2)] *100	[7] = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	10749000	10749000	100.00	10749000	-	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10749000	10749000	100.00	10749000	-	100.00
Public – Institutions	E-voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.



	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public Non-Institution (including clearing member)	E-voting	5302200	1322200	24.94	1322200	-	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		5302200	1322200	24.94	1322200	-	100.00
TOTAL		16051200	12071200	75.20	12071200	-	100.00	-

Resolution 3	
Resolution required: (Ordinary/Special)	Special
Whether promoter/promoter group are interested in the agenda / resolution	No (only to the extent of shareholding in the Company).
Description of the resolution considered	Appointment of Ms. Malti Jaiswal (DIN: 08852633) as an Independent Director on the Board of the Company.

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – Favour	No. of Votes – against	% of votes in favour on votes polled	% of votes Against on votes polled
		[1]	[2]	[3] = [(2)/(1)] *100	[4]	[5]	[6] = [(4)/(2)] *100	[7] = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	10749000	10749000	100.00	10749000	-	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		10749000	10749000	100.00	10749000	-	100.00
Public – Institutions	E-voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public	E-voting							



Non-Institution (including clearing member)		5302200	1322200	24.94	1322200	-	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	5302200	1322200	24.94	1322200	-	100.00	-
TOTAL		16051200	12071200	75.20	12071200	-	100.00	-





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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ICSI Unique Code: P1991MH040400

SCRUTINIZER'S REPORT

To,
The Chairman,
The Northern Spirits Limited
CIN: L15500WB2012PLC185821
5A, Woodburn Park Road,
Woodburn Central Unit-603, 6th Floor,
Kolkata-700020

We are pleased to present the report on the Postal Ballot conducted by **Northern Spirits Limited** ("The Company") seeking consent of its Members for the Resolutions as contained in the Notice of Postal Ballot dated **18th March, 2023**.

1. In terms of provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on 18th March, 2023 to conduct the Postal Ballot as contained in the Notice dated **18th March, 2023**.
2. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) from time to time on "Clarification on passing of Ordinary and Special resolutions by companies under the Companies Act, 2013 read with rules made thereunder", Members' approval was sought for the Special resolution(s) as contained in the Notice of Postal Ballot through e-voting only.
3. **Notice of the Postal Ballot**
 - 3.1. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India)

*Scrutinizer's Report on Postal Ballot conducted by Northern Spirits Limited
vide Notice dated 18th March, 2023*





S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

Limited (CDSL), as on **24th March, 2023** ("the cut-off date"), the Company had completed despatch of notice of Postal Ballot on **28th March, 2023**, by e-mail to **292** Members who had registered their email ids with the Company/ Depositories/ Registrar and Transfer Agents (RTA) .

- 3.2. The Company had hosted the Notice of Postal ballot on its website and the website of NSDL (E-voting Agency) and also intimated the same to BSE Limited on **28th March, 2023**.
- 3.3. Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, Notice of the Postal Ballot, was published on **29th March, 2023** in **Business Standard (English language newspaper - All India editions)** and **Sukhabar (Bengali language newspaper)**.
4. In terms of the aforesaid notice, Members' were required to convey their assent or dissent, as the case may be, only through the e-voting system, on the e-voting platform provided by National Securities Depository Limited ("NSDL") from **Thursday, March 30, 2023 at 09.00 A.M. (IST) to Friday, April 28, 2023 at 05.00 P.M. (IST)** ("the voting period").
5. On completion of the voting period of the Postal ballot, we unblocked the results of the e-voting on the NSDL e-voting platform and downloaded the results for scrutiny.
6. After the scrutiny of the e-voting results, we report that the Special Resolutions as contained in the Item Nos. 1 to 3 of the Notice of Postal Ballot dated 18th March, 2023 have been passed with requisite majority.

We have annexed with this report the analysis of the results of the three Special Resolutions as contained in the aforesaid Notice.

For S.N. ANANTHASUBRAMANIAN & CO.
Company Secretaries





S. N. Viswanathan
Partner | ACS: 61955 | COP No.: 24335
ICSI UDIN: A061955E000222038
28th April, 2023 | Thane

*Scrutinizer's Report on Postal Ballot conducted by Northern Spirits Limited
vide Notice dated 18th March, 2023*



S. N. ANANTHASUBRAMANIAN & CO Company Secretaries

Result of Postal Ballot

Item No. 1: Migration of equity shares of the Company from SME platform of BSE limited to the Main Board of BSE Limited.

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	14	1,20,71,200	100.00
Dissent	0	0	00.00
Total	14	1,20,71,200	100.00

Based on the aforesaid result, I report that, the **Special Resolution** as contained in Item No. 1 of the Notice of Postal Ballot dated 18th March, 2023 has been passed with **requisite majority**.

In terms proviso to Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the Special Resolution as contained in Item No. 1 of the Notice of Postal Ballot can be acted upon, if and only if, the votes cast by Shareholders other than Promoters in favour of the resolution amounts to at least two times the number of votes cast by Shareholders other than Promoter Shareholders against the proposal.

On verification, I confirm that all the Shareholders other than the Promoter Shareholders have cast their votes in favour of the Resolution. Thus, the Special Resolution fulfils the requirement of the proviso to Regulation 277 of ICDR Regulations and is deemed to have been passed.

For S.N. ANANTHASUBRAMANIAN & CO.
Company Secretaries





S. N. Viswanathan
Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E000222038

28th April, 2023 | Thane

*Scrutinizer's Report on Postal Ballot conducted by Northern Spirits Limited
vide Notice dated 18th March, 2023*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 2: Listing of equity shares of the Company on the Main Board of NSE India Limited.

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	14	1,20,71,200	100.00
Dissent	0	0	00.00
Total	14	1,20,71,200	100.00

Based on the aforesaid result, I report that, the **Special Resolution** as contained in Item No. 2 of the Notice of Postal Ballot dated **18th March, 2023** has been passed with **requisite majority**.

In terms proviso to Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the Special Resolution as contained in Item No. 2 of the Notice of Postal Ballot can be acted upon, if and only if, the votes cast by Shareholders other than Promoters in favour of the resolution amounts to at least two times the number of votes cast by Shareholders other than Promoter Shareholders against the proposal.

On verification, I confirm that all the Shareholders other than the Promoter Shareholders have cast their votes in favour of the Resolution. Thus, the Special Resolution fulfils the requirement of the proviso to Regulation 277 of ICDR Regulations and is deemed to have been passed.

For S.N. ANANTHASUBRAMANIAN & CO.
Company Secretaries





S. N. Viswanathan
Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E000222038

28th April, 2023 | Thane

*Scrutinizer's Report on Postal Ballot conducted by Northern Spirits Limited
vide Notice dated 18th March, 2023*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 3: Appointment of Ms. Malti Jaiswal (DIN: 08852633) as an Independent Director on the Board of the Company.

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	14	1,20,71,200	100.00
Dissent	0	0	00.00
Total	14	1,20,71,200	100.00

Based on the aforesaid result, I report that, the **Special Resolution** as contained in Item No. 3 of the Notice of Postal Ballot dated **18th March, 2023** has been passed with **requisite majority**.

For S.N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

S. N. Viswanathan



S. N. Viswanathan
Partner | ACS: 61955 | COP No.: 24335
ICSI UDIN: A061955E000222038
28th April, 2023 | Thane