



NORTHERN SPIRITS LIMITED

ANNUAL REPORT - 2022-23

CORPORATE INFORMATION

NORTHERN SPIRITS LIMITED

CIN: L15500WB2012PLC185821

Board of Directors

Mr. Ankush Bakshi – Managing Director
Mr. Anuj Bakshi – Executive Director
Mrs. Roshni Bakshi – Executive Director
Mrs. Kanika Bakshi – Executive Director
Mr. Rahul Gupta – Independent Director
(Resigned w.e.f. 13.02.2023)
Mrs. Malti Jaiswal - Independent Director
(Appointed w.e.f. 13.02.2023)
Mr. Jagjit Singh Kochar - Independent Director
Mr. Sathvik Jain - Independent Director
Mr. Arihant Jain - Independent Director
(Appointed w.e.f. 27.06.2023)

Audit Committee

Mr. Sathvik Jain - Chairperson
Mr. Rahul Gupta
(Resigned w.e.f. 13.02.2023)
Mrs. Malti Jaiswal
(Appointed w.e.f. 13.02.2023)
Mr. Ankush Bakshi

Nomination and Remuneration Committee

Mr. Jagjit Singh Kochar - Chairperson
Mr. Sathvik Jain
Mr. Rahul Gupta
(Resigned w.e.f. 13.02.2023)
Mrs. Malti Jaiswal
(Appointed w.e.f. 13.02.2023)

Chief Financial Officer

Mr. Amit Kumar
(Resigned w.e.f. 05.05.2022)
Mr. Anuj Bakshi
(Appointed w.e.f. 05.05.2022)

Stakeholders Relationship Committee

Mr. Rahul Gupta - Chairperson
(Resigned w.e.f. 13.02.2023)
Mrs. Malti Jaiswal - Chairperson
(Appointed w.e.f. 13.02.2023)
Mr. Sathvik Jain

Company Secretary

Mr. Abhijeet Prasad
(Resigned w.e.f. 31.03.2023)
Mr. Pankaj Khanna
(Appointed w.e.f. 10.08.2022)

Corporate Social Responsibility Committee

Mr. Sathvik Jain - Chairperson
Mrs. Roshni Bakshi
Mrs. Kanika Bakshi

Statutory Auditors

JKSS & Associates
(Formerly J.K. Sarawgi & Company)
Chartered Accountants
EN 77, 5th Floor, Sector V, Salt Lake
Kolkata – 700091

Registrar & Share Transfer Agent

Maheshwari Datamatics Pvt Ltd
23, R.N Mukherjee Road, 5th Floor
Kolkata- 700 001 West Bengal
Tel.: (033) 2248 2248, Fax: (033) 2248 2248
Email id: accounts@mdpl.in / mdpldc@yahoo.com
Website: www.mdplin.in

Bankers

Canara Bank

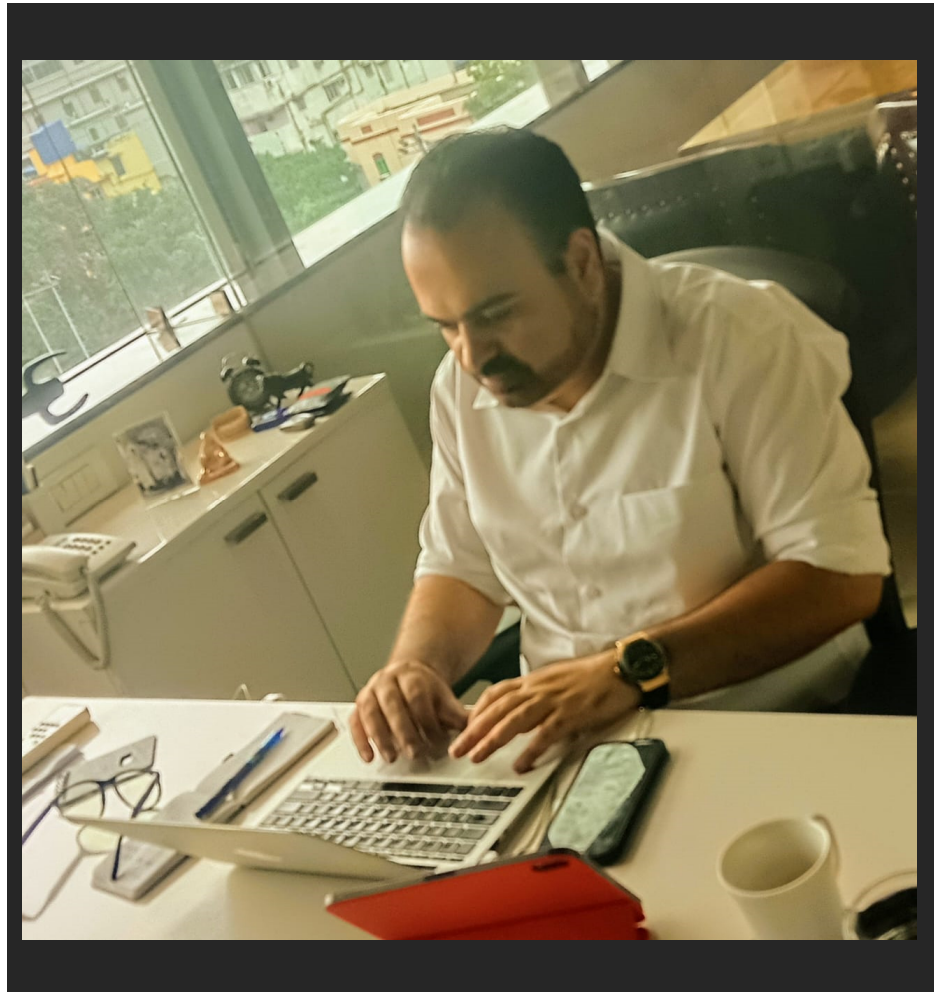
Registered Office

5A, Woodburn Park Road, Woodburn Central,
Unit No 603, 6th Floor, Kolkata – 700020
Tel: 033-35446094; E-mail: info@northernspirit.in
Website: www.northernspirits.co.in

Message from the Managing Director

My Dear Shareholders,

It gives me immense pleasure to share with you our Annual Report for the financial year 2022-23. Despite the challenges faced by us due to the three waves of Covid – 19 pandemic, geopolitical tensions faced due to the Russia-Ukraine war, widening inflation impacting cost of living and a slowdown in China caused by strong Zero Covid policy adopted by the Chinese Government your Company has showcased a very good performance during the year under review.



In spite of facing operating challenges, I am happy to state about the resilience of Northern Spirits Limited to navigate this well and come even stronger. Northern Spirits Limited has been constantly working towards being 'prepared-for-future', which is essential to sustainably grow its businesses in all aspects. The ability to foresee changes in trends and enable the organizational changes in order to adapt to those changes at the right time is essential in order to differentiate oneself in the highly competitive global marketplace. We are making continuous investments in our productive assets, and our growth plans are also being formulated, bearing in mind our focus on efficient allocation of capital. We continuously focus in quality supply of liquor products thereby moving forward in our journey of being the most inspirational franchise in the market.

Gross revenues for this financial year stood at Rs. 90,566.11 Lakhs as against Rs. 26,778.31 Lakhs in the previous year. After providing for depreciation and taxation the net profit of the Company for the year under review was placed at Rs. 1,113.37 Lakhs as compared to the net profit of Rs.

600.29 Lakhs incurred during the previous year registering a growth of 85.47%. The Earnings Per Share (EPS) stood at Rs. 6.94 (face value of Rs. 10/- each) for the financial year ended 31st March, 2023. I am very pleased to state that your Company has delivered a robust performance both in terms of profitability and turnover driven by a strong focus on operational efficiency and market diversification.

Further, I would like to inform you that our Company at present is a SME Listed Company with BSE Limited (BSE). For encouraging retail investor participation and attracting more investors to invest their capital in the Company we decided to migrate to the Main Board of BSE and simultaneously list our equity shares with National Stock Exchange of India (NSE). We believe this migration will increase our stock performance and market capitalization as well. The process of migration in BSE and listing of equity shares with NSE is already under process and is expected to be complete during the financial year 2023-24.

Our journey so far has been indelible and momentous, and I would like to once again place on record, our sincere gratitude to all our employees, customers, partners, and other stakeholders that continue to support the Company's endeavors.

Northern Spirits Limited also acknowledges the support extended by various government agencies. We would also like to express our appreciation to our liquor/wines fraternity for their continued support and trust in us.

*Yours sincerely,
Ankush Bakshi
Managing Director*

Company Overview

Northern Spirits Limited (NSL) embarked on its journey in the year 2012 to make a mark in the liquor business. Initially, it was incorporated as a private limited company on September 13, 2012.

Subsequently the Company was converted into a Public Limited Company and was listed on April 04, 2019 in the SME platform with BSE Limited. NSL operates as an alcohol beverage company and it imports and distributes wide range of alcoholic beverages and caters to customers all over in India.

Distribution of Alcohol Beverage in India is a very specialized field unlike a normal trading business and that is why there are not more than 15-20 serious players in India. NSL is a prominent distribution house with presence in North and East India. NSL has a unique portfolio of premium brands encompassing every major category of wine and spirits. As one of the most comprehensive portfolios in the market, it provides the Group with a unique competitive advantage. Constantly evolving thanks to a dynamic management policy driven by brand acquisitions or disposals, NSL's portfolio allows it to always be in line with new trends while investing in the most promising segments and brands. To ensure an optimal allocation of resources for key brands across all our markets, the Group uses its brand planning tool – the House of Brands – which encompasses five categories of brands: Strategic International Brands, Specialty Brands, Strategic Local Brands, Wines and Prestige Brands.



The Promoters of NSL have a commendable experience of more than 45 years in a highly competitive industry and a highly motivated and professional employee strength who have been the pioneers in taking NSL to the position that it commands now.

The Company has been operating in the domestic market and has a wide range of supplies from international market through its import operations. The Company's operations are likely to increase the reach of supplies in the present locations and are growing wider with an established business model to operate and explore foreign market. The Company is determined to reach its goals by hiring more employees and staff in different sectors of the business and are engaged in active recruitment in different locations within the Country.

NSL envisages becoming PAN India leaders in alcohol distribution, making the most of opportunities emerging in new markets.

Our Mission

We aim to provide most efficient and transparent route to market solutions to our channel partners.

Our Vision

We want to be the most coveted alcohol distribution house in India that uses innovation and creative solutions to attain competitive advantage while capitalizing on regional and national opportunities.

Northern Spirits Limited has forayed into its First Retail format at Garden Galleria Mall, Noida – “The Liquor Exchange”. We believe in giving the customers a walk in experience in this 2000 sq. ft. format displaying some of the most coveted brands of the world.



Today, one of the world’s fastest-growing beverage markets is the alcohol sector in India. The reasons are an increasing urban population and rising disposable income, which are anticipated to fuel the development of India’s alcohol market. Furthermore, premiumization as well as growth in the out-of-home segment are driving value growth in the alcohol market.

India holds the position of the third-largest market for alcoholic beverages globally, with a market size of around USD 35 billion and a projected compound annual growth rate (CAGR) of 6.8 per cent between 2020 and 2023.

Currently, this industry supports approximately 20 million jobs, and with its growing landscape, further employment opportunities are likely to be created. The alcohol industry is a significant sector of the Indian economy. It not only provides the states with up to 2 lakh crores in revenue, but it also directly supports nearly 40 lakh farmers.

Our Customer Base

DLF | SHOPPING
MALLS



spencer's

Makes fine living affordable



QUEST



ITC'S HOTEL GROUP



The Oberoi Group



TAJ

HYATT®



THE LEEEA

PALACES HOTELS RESORTS



NATURE'S
BASKET



Lite Bite Foods

IMPRESARIO

&

Many

more.....

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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:
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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

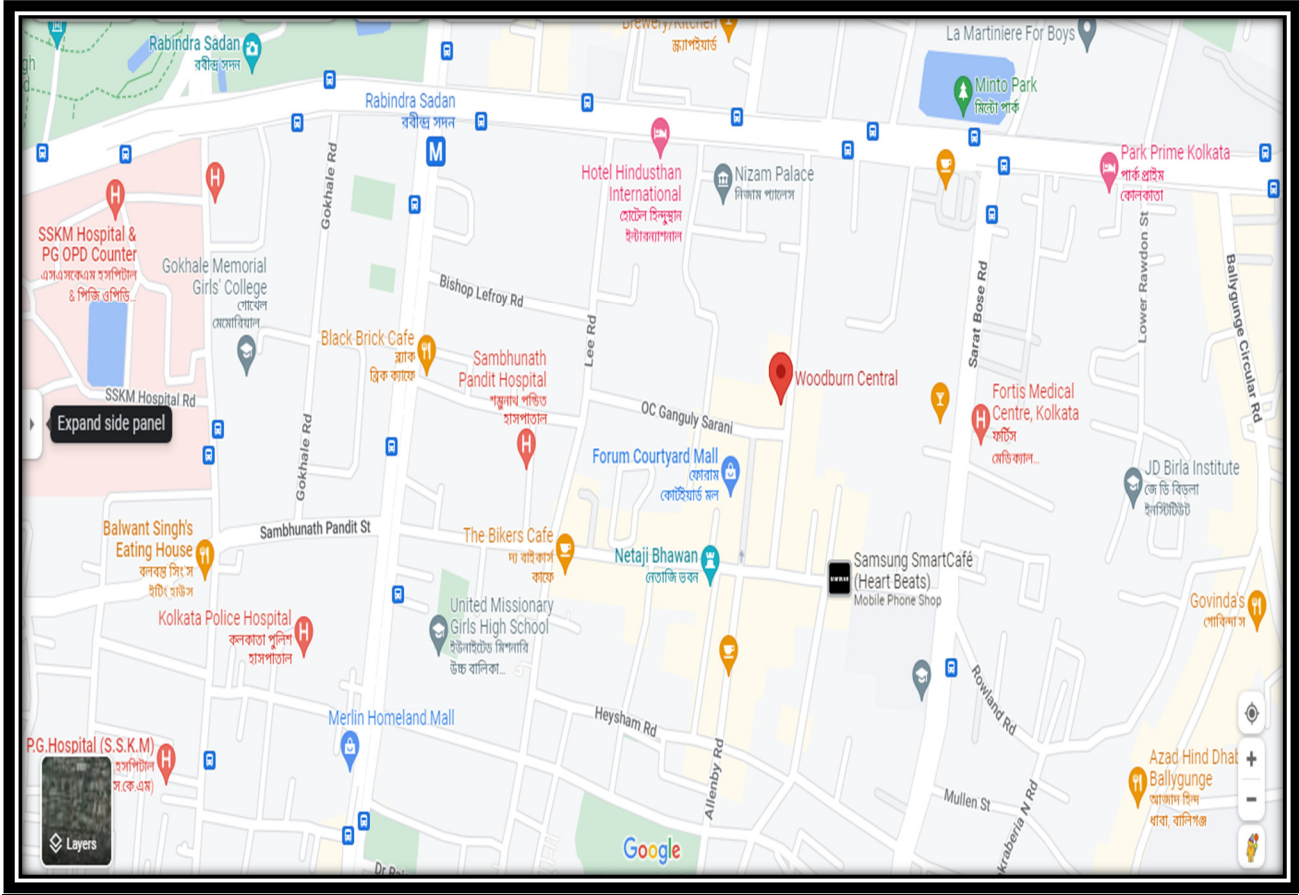
s/d-

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.

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in submitting the 11th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2023.

SUMMARY OF FINANCIAL RESULTS

The summarized financial performance of the Company for the year under review as compared with previous year's figures are given hereunder:

(Rs. in Lakhs)

PARTICULARS	F.Y. 2022-23	F.Y. 2021-22
Net Sales / Income from Business Operations	90,534.10	26,764.31
Other Income	32.01	13.99
Total Income	90,566.11	26,778.31
Total Expenditure	89,074.40	25,981.58
Profit/(Loss) Before Tax	1,491.71	796.73
Less: Tax Expenses	378.34	196.43
Profit/(Loss) After Tax	1,113.37	600.29
Basic & Diluted Earnings per Equity Share	6.94	3.74

OPERATIONAL REVIEW

Gross revenues for this financial year stood at Rs. 90,566.11 Lakhs as against Rs. 26,778.31 Lakhs in the previous year. After providing for depreciation and taxation the net profit of the Company for the year under review was placed at Rs. 1,113.37 Lakhs as compared to the net profit of Rs. 600.29 Lakhs incurred during the previous year registering a growth of 85.47%. The Earnings Per Share (EPS) stood at Rs. 6.94 (face value of Rs. 10/- each) for the financial year ended 31st March, 2023. Company has delivered a robust performance both in terms of profitability and turnover driven by a strong focus on operational efficiency and market diversification.

DIVIDEND

No Dividend was declared for the current financial year due to conservation of Profits incurred by the Company.

The provisions of Section 125(2) of the Companies Act, 2013 relating to transfer of Unclaimed Dividend to Investor Education and Protection Fund do not apply as there was no dividend declared and paid by the Company.

DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS

Your Directors confirm that Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company are given in the notes to the financial statements.

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Therefore, it is not required to furnish information in respect of outstanding deposits under non- banking, non-financial Companies (Reserve Bank) Directions, 1966 and Companies (Accounts) Rules, 2014.

DEBENTURES

During the financial year under review, the Company has not issued or allotted any Debentures and does not have any outstanding Debentures

SHARE CAPITAL

The paid-up equity capital as on March 31, 2023 was Rs. 16,05,12,000. No Bonus Shares were issued neither company bought back any of its securities during the year under review. The company has not issued any shares with differential voting rights nor granted stock options nor sweat equity shares. As on March 31, 2023, none of the Directors of the Company hold instruments convertible into equity shares of the Company. The Company has paid Listing Fees for the financial year 2023-24 to BSE Limited, where its equity shares are listed.

EXTRACTS OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92(3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in prescribed Form – MGT 9 is furnished in **Annexure – A** and is attached to this Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

However, the Board has adopted this Policy in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Regulations) to ensure that all Related Party Transactions shall be subject to this policy and approval or ratification in accordance with Applicable Law. This Policy contains the policies and procedures governing the review, determination of materiality, approval and reporting of such Related Party Transactions. The Policy on Related Party Transactions is uploaded in the Company's website www.northernspirits.co.in

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Management and Business Risk Evaluation is an ongoing process within the Organization. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. At present the Company has not identified any element of risk which may threaten the business or existence of the Company.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as “Code of Conduct for Board of Directors & Senior Management Personnel”. The Code has been posted on the Company’s website www.northernspirits.co.in

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

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

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or outflow during the year under review.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In pursuance of the provision of Section 135 of the Companies Act, 2013, the CSR provisions have become applicable to your Company during this financial year. Company has constituted a Corporate Social Responsibility Committee on May 25, 2022. The CSR Policy and the Annual Report on CSR have been annexed to the Directors Report as **Annexure - B** and **Annexure – C** respectively.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates on the date of this report.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES AND EQUITY SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any Sweat Equity Shares or Equity Shares with Differential Rights during the financial year.

INTERNAL COMPLAINT REGARDING SEXUAL HARRASSMENT

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees.

There were no cases of sexual harassment of woman at work place (Prevention, Prohibition and Redressal) Act, 2013. Also, there are no instances of child labour/ forced labour/ involuntary labour and discriminatory employment during the year.

DIRECTORS’ RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its Responsibility Statement:-

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating efficiently.

Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in Annexure - D and is attached to this report.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company held Twelve (12) Board Meetings during the financial year under review. Detailed information is given in the Corporate Governance Report.

BOARD COMMITTEES

Details of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee have been disclosed under Corporate Governance Report.

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

DETAILS OF RECOMMENDATIONS OF AUDIT COMMITTEE WHICH WERE NOT ACCEPTED BY THE BOARD ALONG WITH REASONS

The same is not applicable as the Audit Committee's recommendations were accepted and implemented by the Board.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. The Code has been posted on the Company's website www.northernspirits.co.in

All Board of Directors and the designated employees have confirmed compliance with the Code.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board comprises of seven Directors of which three are Independent. Pursuant to provisions of Section 152(6) of the Companies Act, 2013 and Articles of Association of the Company **Mrs. Roshni Bakshi (DIN: 08090225)** will retire by rotation at the ensuing AGM of the Company and being eligible, offers herself for re-appointment.

In terms of the provisions of Section 149, 152 of the Companies Act, 2013 which came into effect from 1st April, 2014, Schedule IV and other applicable provisions, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors can hold office for a term of up to five (5) consecutive years on the Board of Directors of the Company and are not liable to retire by rotation. All Independent Directors of the Company have submitted a declaration that each of them meets the criteria of Independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year.

The following are the Key Managerial Personnel of the Company:

Sr. No.	Name	DIN/PAN	Designation
1.	Ankush Bakshi	02547254	Managing Director
2.	Anuj Bakshi	02500120	Executive Director & Chief Financial Officer
3.	Amit Kumar*	BQCPK1315B	Chief Financial Officer
4.	Abhijeet Prasad#	CLEPP6637H	Company Secretary

* Mr. Amit Kumar, Chief Financial Officer of the Company has resigned w.e.f. May 05, 2022.

Mr. Abhijeet Prasad was appointed as a Company Secretary and Compliance Officer of the Company on 26.04.2022 and he has resigned from the post w.e.f. 31.03.2023

None of the Directors of your Company is disqualified under the provisions of Section 164(2)(a) & (b) of the Companies Act, 2013 and a certificate dated August 17, 2023 received from Mrs. Puja Pujari, Company Secretary in Practice certifying that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the Company by SEBI/Ministry of Corporate Affairs or any such statutory authority is annexed to the Corporate Governance Report.

PARTICULARS OF MANAGERIAL REMUNERATION

Pursuant Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, detailed statement is attached as **Annexure-E**.

There is no employee whose remuneration exceeds the limits prescribed under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

REMUNERATION OF DIRECTORS

The details regarding remuneration to Directors are shown separately in MGT-9 attached as **Annexure - A** which forms part of the Directors Report.

DISCLOSURE OF COMPOSITION VIGIL MECHANISM POLICY

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

The policy on vigil mechanism is attached with this report as **Annexure F** and is also available on the website of the company i.e. www.northernspirits.co.in

DETAILS OF COMPOSITION OF COMMITTEES

(i) Audit Committee

The Audit Committee of the Company as on the date of this report is constituted of following Directors:

Names	Designation	Category
Mr. Sathvik Jain	Chairperson	Independent
Mr. Rahul Gupta*	Member	Independent
Mrs. Malti Jaiswal*	Member	Independent
Mr. Ankush Bakshi	Member	Independent

* Since Mr. Rahul Gupta, Independent Director has resigned from the Company his position as Member of the Audit Committee also relinquished w.e.f. February 13, 2023. The Audit Committee has been re-constituted on February 13, 2023 by appointment of Mrs. Malti Jaiswal as an Independent Director of the Company and as a Member of the Committee.

(ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company as on the date of this report is constituted of following Directors:

Names	Designation	Category
Mr. Jagjit Singh Kochar	Chairperson	Independent
Mrs. Malti Jaiswal*	Member	Independent
Mr. Sathvik Jain	Member	Independent

* Since Mr. Rahul Gupta, Independent Director has resigned from the Company his position as Member of the Nomination and Remuneration Committee also relinquished w.e.f. February 13, 2023. The Nomination and Remuneration Committee has been re-constituted on February 13, 2023 by appointment of Mrs. Malti Jaiswal as an Independent Director of the Company and as a Member of the Committee.

(iii) Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company as on the date of this report is constituted of following Directors:

Names	Designation	Category
Mrs. Malti Jaiswal*	Chairperson	Independent
Mr. Jagjit Singh Kochar	Member	Independent
Mr. Sathvik Jain	Member	Independent

* Since Mr. Rahul Gupta, Independent Director has resigned from the Company his position as Chairperson of the Stakeholders Relationship Committee also relinquished w.e.f. February 13, 2023. The Stakeholders Relationship Committee has been re-constituted on February 13, 2023 by appointment of Mrs. Malti Jaiswal as an Independent Director of the Company and as a Chairperson of the Committee.

(iv) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company has been constituted on May 25, 2022 and consists of following Directors:

Names	Designation	Category
Mr. Sathvik Jain	Chairperson	Independent
Mrs. Kanika Bakshi	Member	Executive
Mrs. Roshni Bakshi	Member	Executive

BOARD EVALUATION

During the financial year, formal annual evaluation of the Board, its committees and individual Directors was carried out pursuant to the Board Performance Evaluation Policy of the Company.

The criteria for the performance evaluation of the Board of Directors includes aspects such as its composition and structure, and the effectiveness of its processes, information flow and functioning. The criteria for the performance evaluation of individual Directors includes aspects, such as the Director's contribution to the Board of Directors and Committee meetings, including preparation on the issues to be discussed as well as meaningful and constructive contribution and inputs during meetings. In addition, the Chairperson is evaluated on the key aspects of his role.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc. The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirement of Schedule IV of the Companies Act, 2013, Independent Directors had a separate meeting on March 31, 2023 without the attendance of Non-Independent Directors and Members of management. All the Independent Directors were present at the said meeting. The activities prescribed in paragraph VII of Schedule IV to the Act were carried out at the said meeting.

STATUTORY AUDITORS

Pursuant to Section 139 and 142 of the Companies Act, 2013 and Rules made thereunder, M/s JKSS & Associates (Formerly J.K. Sarawgi & Company), Chartered Accountants (ICAI Firm Registration No. 006836C) were re-appointed as Statutory Auditors for a second term of 5 consecutive years from the conclusion of 11th Annual General Meeting until the conclusion of the 16th Annual General Meeting.

SECRETARIAL AUDIT REPORT

Mrs. Puja Pujari, Practicing Company Secretary, having office at 2, Nawab lane, Kolkata - 700001 has been appointed as Secretarial Auditors of the Company for financial year ended 31st March, 2023. The Secretarial Audit Report received from the Secretarial Auditor is annexed to this report marked as **Annexure – G** and forms part of this report.

COST AUDIT

As per directives of the Central Government and in pursuance to the provisions of Section 148 of the Companies Act, 2013 read with rules framed there under, the Company is not required to carry out an audit of cost accounts.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

Certain observations made in the Secretarial Audit Report with regard to few lapses under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The However, the Company would ensure in future that all the provisions are complied to the fullest extent.

FRAUD REPORTING

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of the business of the Company.

LISTING OF SHARES

The Equity Shares of the Company are listed on the SME platform of BSE Limited, Mumbai. The Listing Fee has been paid to the Stock Exchanges for the FY 2023-24. The ISIN No. of the Company is INE01BL01012.

Company at the board meeting held on March 18, 2023 has proposed to seek approval of the members through Postal Ballot for migration of equity shares of the Company from SME platform to Main Board of BSE Limited as well as Listing of equity shares of the Company on the Main Board of National Stock Exchange of India Limited. The same has been approved by the members of the Company by requisite majority at the Postal Ballot voting results published by the Company April 29, 2023. The migration and listing process is already underway and shall be completed during the FY 2023-24.

TRANSFER OF SHARES COMPULSORILY IN DEMAT MODE

SEBI had vide Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5th July 2018 and NSE circular no. NSE/CML/2018/26 dated 9th July 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April 2019, except in case of transmission or transposition of securities. **Securities of the listed companies can be transferred (except in case of transmission or transposition) only in the dematerialized form.** In view of the above and to avail the benefits of dematerialisation, Members are requested to consider dematerialising shares held by them in physical form.

In case any of the Shareholders have any queries or need any assistance in this regard, please contact;

<p>NORTHERN SPIRITS LIMITED Registered Office Address: 5A, Woodburn Park Road, Woodburn Central, Unit-603, 6th Floor, Kolkata- 700020, West Bengal Tel: 033-35446094 E-mail: info@northernspirit.in Website: www.northernspirits.co.in</p>	<p><u>Registrar & Share Transfer Agent</u> Maheshwari Datamatics Pvt Ltd 23, R.N Mukherjee Road, 5th Floor Kolkata- 700 001 West Bengal Tel.: (033) 2248 2248, Fax: (033) 2248 2248 Email id: accounts@mdpl.in/mdpldc@yahoo.com Website: www.mdplin.in</p>
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CORPORATE GOVERNANCE

The Company is committed to maintain transparency in its operations & hence it complies with the Corporate Governance requirements.

The Corporate Governance Report as per Schedule V(C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and requisite Certificate of Compliance from Statutory Auditor regarding compliance of conditions of Corporate Governance are annexed and forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report of the Company comprising of management perception, risks and concerns, internal control systems are annexed and forms part of the Annual Report and is annexed to the report as **Annexure – H**.

ACKNOWLEDGEMENTS

Your Directors would like to express their gratitude for the assistance and co-operation received from its bankers, financial institutions, Government Authorities, business associates, stakeholders and members during the year under review.

Your Directors also appreciate the dedicated and committed services rendered by the employees at all levels for the growth of the Company.

Your Directors also wish to place on record their deep sense of acknowledgement to the esteemed shareholders for their continued support and encouragement for the Company.

For and on Behalf of the Board of Directors

Place: Kolkata
Date: May 30, 2023

s/d-
Ankush Bakshi
Managing Director
DIN: 02547254

Annexure – A to the Directors Report

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2021

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS

1.	CIN	L15500WB2012PLC185821
2.	Registration Date	13.09.2012
3.	Name of the Company	Northern Spirits Limited
4.	Category/Sub-category of the Company	Company limited by shares
5.	Address of the Registered office and contact details	5A, Woodburn Park Road, Woodburn Central, Unit 603, 6th Floor, Kolkata-700020, West Bengal Tel: 033-35446094 E-mail: info@northernspirit.in Website: www.northernspirits.co.in
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Maheshwari Datamatics Pvt Ltd 23, R.N Mukherjee Road, 5th Floor Kolkata- 700 001 West Bengal Tel.: (033) 2248 2248, Fax: (033) 2248 2248 Email id: accounts@mdpl.in/ mdpldc@yahoo.com Website: www.mdplin.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading and Distribution	4630	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
NOT APPLICABLE			

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(A) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2022]				No of Shares held at the end of the year [As on 31/Mar/2023]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	10749000	0	10749000	66.9670	10749000	0	10749000	66.9670	0.0000
b) Central Govt.	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) State Govt(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Bodies Corp.	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Banks/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
f) Society/Trust	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sub-total (A)(1)	10749000	0	10749000	66.9670	10749000	0	10749000	66.9670	0.0000
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
b) Other - Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) Bodies Corp.	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Banks/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Any other	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sub-total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	10749000	0	10749000	66.9670	10749000	0	10749000	66.9670	0.0000
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
b) Banks/FI									
c) Central Govt.	0	0	0	0.0000	0	0	0	0.0000	0.0000

d) State Govt(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
f) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
g) FIIs	0	0	0	0.0000	0	0	0	0.0000	0.0000
h) Foreign Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
i) Others (specify)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Alternate Investment Funds									
Foreign Portfolio Investor Category I	0	0	0	0.0000	0	0	0	0.0000	0.0000
Foreign Portfolio Investor Category II	0	0	0	0.0000	0	0	0	0.0000	0.0000
Provident Funds / Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
Asset Reconstruction Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
Other Financial Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sovereign Wealth Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
Foreign Direct Investment	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sovereign Wealth Funds - Foreign	0	0	0	0.0000	0	0	0	0.0000	0.0000
Foreign Bank	0	0	0	0.0000	0	0	0	0.0000	0.0000
Foreign Bodies- D R	0	0	0	0.0000	0	0	0	0.0000	0.0000
Other Foreign Port Folio Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000

Shareholding by Companies or Bodies Corporate where Central/State Government is a promoter	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sub-total(B)(1):-	0	0	0	0.0000	0	0	0	0.0000	0.0000
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	48000	0	48000	0.2990	149000	0	149000	0.9283	0.6293
ii) Overseas	0	0	0	0.0000	0	0	0	0.0000	0.0000
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	547200	0	547200	3.4091	771498	0	771498	4.8065	1.3974
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3951000	0	3951000	24.6150	2615000	0	2615000	16.2916	(8.3234)
c) Others (Specify)									
Non Resident Indians	522000	0	522000	3.2521	1680000	0	1680000	10.4665	7.2144
Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
Custodian of Enemy Property	0	0	0	0.0000	0	0	0	0.0000	0.0000
Foreign Nationals	0	0	0	0.0000	0	0	0	0.0000	0.0000
Clearing Members	36000	0	36000	0.2243	17702	0	17702	0.1103	(0.1140)
Trusts	0	0	0	0.0000	0	0	0	0.0000	0.0000
Foreign Portfolio Investor (Individual)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Associate Companies / Subsidiaries	0	0	0	0.0000	0	0	0	0.0000	0.0000
Employee Trusts	0	0	0	0.0000	0	0	0	0.0000	0.0000
Resident Individual	198000	0	198000	1.2336	69000	0	69000	0.4299	(0.8037)

(HUF)									
Domestic Corporate Unclaimed Shares Account	0	0	0	0.0000	0	0	0	0.0000	0.0000
Investor Education and Protection Fund Authority	0	0	0	0.0000	0	0	0	0.0000	0.0000
Directors and their relatives	0	0	0	0.0000	0	0	0	0.0000	0.0000
Key Managerial Personnel	0	0	0	0.0000	0	0	0	0.0000	0.0000
Relatives of Promoters	0	0	0	0.0000	0	0	0	0.0000	0.0000
Trusts where any person belonging to Promoter and Promoter Group category is trustee, beneficiary or author of the trust	0	0	0	0.0000	0	0	0	0.0000	0.0000
Foreign Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sub-total(B)(2):-	5302200	0	5302200	33.0331	5302200	0	5302200	33.0331	0.0000
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5302200	0	5302200	33.0331	5302200	0	5302200	33.0331	0.0000
C.1. Shares held by Custodian for GDRs & ADRs	0	0	0	0.0000	0	0	0	0.0000	0.0000
C.2. Employee Benefit Trust/Employee Welfare Trust under SEBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
Grand Total (A+B+C)	16051200	0	16051200	100.0000	16051200	0	16051200	100.0000	0.0000

(B) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Ankush Bakshi	5809600	36.194	50.050	5809600	36.194	50.050	0.000
2.	Anuj Bakshi	4809600	29.964	39.664	4809600	29.964	39.664	0.000
3.	Kulbir Bakshi	70000	0.436	0.000	70000	0.436	0.000	0.000
4.	Amita Bakshi	39800	0.248	0.000	39800	0.248	0.000	0.000
5.	Kanika Bakshi	10000	0.062	0.000	10000	0.062	0.000	0.000
6.	Roshni Bakshi	10000	0.062	0.000	10000	0.062	0.000	0.000

(C) Change in Promoters' Shareholding

Sr. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	KULBIR BAKSHI				
	a) At the Beginning of the Year	70000	0.436		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			70000	0.436
2	ANKUSH BAKSHI				
	a) At the Beginning of the Year	5809600	36.194		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5809600	36.194
3	ANUJ BAKSHI				
	a) At the Beginning of the Year	4809600	29.964		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4809600	29.964
4	ROSHNI BAKSHI				
	a) At the Beginning of the Year	10000	0.062		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.062
5	AMITA BAKSHI				
	a) At the Beginning of the Year	39800	0.248		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			39800	0.248

6	KANIKA BAKSHI				
	a) At the Beginning of the Year	10000	0.062		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.062

(D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding at the beginning [01/Apr/22]/end of the year [31/Mar/23]		Cumulative Shareholding during the year [01/Apr/22 to 31/Mar/23]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	KETAN HASMUKHLAL DOSHI				
	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	31/12/2022 - Transfer	57000	0.3551	57000	0.3551
	31/03/2023 - Transfer	(15000)	0.0935	42000	0.2617
	c) At the End of the Year			42000	0.2617
2.	KHUSHI ADVERTISING IDEAS PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	31/12/2022 - Transfer	84000	0.5233	84000	0.5233
	31/03/2023 - Transfer	(44000)	0.2741	40000	0.2492
	c) At the End of the Year			40000	0.2492
3.	KAMAL KUMAR AGARWAL (HUF)				
	a) At the Beginning of the Year	45000	0.2804		
	b) Changes during the year				
	30/09/2022 - Transfer	(45000)	0.2804	0	0.0000
	c) At the End of the Year			0	0.0000
4.	SHAH SAURABH NARESHKUMAR HUF #				
	a) At the Beginning of the Year	51000	0.3177		
	b) Changes during the year				
	30/06/2022 - Transfer	(51000)	0.3177	0	0.0000
	31/12/2022 - Transfer	12000	0.0748	12000	0.0748

	31/03/2023 - Transfer	1000	0.0062	13000	0.0810
	c) At the End of the Year			13000	0.0810
5.	KAUSHAL ASHWIN GANDHI				
	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	31/12/2022 - Transfer	60000	0.3738	60000	0.3738
	31/03/2023 - Transfer	(45000)	0.2804	15000	0.0935
	c) At the End of the Year			15000	0.0935
6.	MONA LAROIA				
	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	30/09/2022 - Transfer	81000	0.5046	81000	0.5046
	31/12/2022 - Transfer	(81000)	0.5046	0	0.0000
	c) At the End of the Year			0	0.0000
7.	ALPESH NARPATCHAND JAIN				
	a) At the Beginning of the Year	498000	3.1026		
	b) Changes during the year				
	30/09/2022 - Transfer	66000	0.4112	564000	3.5138
	c) At the End of the Year			564000	3.5138
8.	SHARAD AGARWAL				
	a) At the Beginning of the Year	154000	0.9594		
	b) Changes during the year				
	30/09/2022 - Transfer	(51000)	0.3177	103000	0.6417
	31/12/2022 - Transfer	(4000)	0.0249	99000	0.6168
	31/03/2023 - Transfer	1000	0.0062	100000	0.6230
	c) At the End of the Year			100000	0.6230
9.	NIHIR CHANDRAKANT SHAH *				
	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	31/12/2022 - Transfer	45000	0.2804	45000	0.2804
	31/03/2023 - Transfer	15000	0.0935	60000	0.3738
	c) At the End of the Year			60000	0.3738
10.	RITIKA BHANDARI				
	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	30/09/2022 - Transfer	91000	0.5669	91000	0.5669
	31/12/2022 - Transfer	(91000)	0.5669	0	0.0000

	c) At the End of the Year			0	0.0000
11.	VISHAL BHANDARI #				
	a) At the Beginning of the Year	150000	0.9345		
	b) Changes during the year				
	30/06/2022 - Transfer	(60000)	0.3738	90000	0.5607
	30/09/2022 - Transfer	57000	0.3551	147000	0.9158
	31/12/2022 - Transfer	(147000)	0.9158	0	0.0000
	c) At the End of the Year			0	0.0000
12.	YATIKA #				
	a) At the Beginning of the Year	54000	0.3364		
	b) Changes during the year				
	30/06/2022 - Transfer	-33000	0.2056	21000	0.1308
	30/09/2022 - Transfer	-21000	0.1308	0	0.0000
	c) At the End of the Year			0	0.0000
13.	BHAVNA HITESH PATEL				
	a) At the Beginning of the Year	693000	4.3174		
	b) Changes during the year				
	30/06/2022 - Transfer	9000	0.0561	702000	4.3735
	30/09/2022 - Transfer	(159000)	0.9906	543000	3.3829
	31/12/2022 - Transfer	(148000)	0.9220	395000	2.4609
	31/03/2023 - Transfer	5000	0.0312	400000	2.4920
	c) At the End of the Year			0	0.0000
14.	HITESH MOHAN PATEL				
	a) At the Beginning of the Year	2084000	12.9835		
	b) Changes during the year				
	30/06/2022 - Transfer	354000	2.2054	2438000	15.1889
	30/09/2022 - Transfer	(367000)	2.2864	2071000	12.9025
	31/12/2022 - Transfer	(807000)	5.0277	1264000	7.8748
	31/03/2023 - Transfer	(110000)	0.6853	1154000	7.1895
	c) At the End of the Year			1154000	7.1895
15.	DIMPLE V PATEL #				
	a) At the Beginning of the Year	384000	2.3923		
	b) Changes during the year				
	30/09/2022 - Transfer	(297000)	1.8503	87000	0.5420
	31/12/2022 - Transfer	(60000)	0.3738	27000	0.1682
	31/03/2023 - Transfer	6000	0.0374	33000	0.2056
	c) At the End of the Year			33000	0.2056

16.	VIPUL M PATEL				
	a) At the Beginning of the Year	243000	1.5139		
	b) Changes during the year				
	30/09/2022 - Transfer	75000	0.4673	318000	1.9812
	31/12/2022 - Transfer	-279000	1.7382	39000	0.2430
	31/03/2023 - Transfer	22000	0.1371	61000	0.3800
	c) At the End of the Year			61000	0.3800
17.	JAYESHBHAI ISHWARBHAI PALADIYA				
	a) At the Beginning of the Year	24000	0.1495		
	b) Changes during the year				
	30/09/2022 - Transfer	(24000)	0.1495	0	0.0000
	c) At the End of the Year			0	0.0000
18.	VIR BHUVAN KHIMJI *				
	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	31/12/2022 - Transfer	125000	0.7788	125000	0.7788
	31/03/2023 - Transfer	30000	0.1869	155000	0.9657
	c) At the End of the Year			155000	0.9657
19.	AKUL SINGHAL #				
	a) At the Beginning of the Year	60000	0.3738		
	b) Changes during the year				
	30/09/2022 - Transfer	(60000)	0.3738	0	0.0000
	c) At the End of the Year			0	0.0000
20.	PRAKASH BANDU SHINDE *				
	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	31/03/2023 - Transfer	88000	0.5482	88000	0.5482
	c) At the End of the Year			88000	0.5482
21.	YASH HITESH PATEL				
	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	30/09/2022 - Transfer	78000	0.4859	78000	0.4859
	31/12/2022 - Transfer	(77000)	0.4797	1000	0.0062
	31/03/2023 - Transfer	(1000)	0.0062	0	0.0000
	c) At the End of the Year			0	0.0000
22.	SUMEET SINGH SAHNI *				

	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	31/12/2022 - Transfer	567000	3.5324	567000	3.5324
	c) At the End of the Year			567000	3.5324
23.	SABAH SAHNI *				
	a) At the Beginning of the Year	0	0.0000		
	b) Changes during the year				
	31/12/2022 - Transfer	540000	3.3642	540000	3.3642
	c) At the End of the Year			540000	3.3642

* Not in the list of Top 10 shareholders as on 01/04/2022 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2023.

Ceased to be in the list of Top 10 shareholders as on 31/03/2023. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2022.

(D) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	ANKUSH BAKSHI				
	a) At the Beginning of the Year	5809600	36.194		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5809600	36.194
2.	ANUJ BAKSHI				
	a) At the Beginning of the Year	4809600	29.964		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4809600	29.964
3.	ROSHNI BAKSHI				
	a) At the Beginning of the Year	10000	0.062		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.062
4.	KANIKA BAKSHI				
	a) At the Beginning of the Year	10000	0.062		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			10000	0.062
5.	AMIT KUMAR*				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000

6.	ABHIJEET PRASAD#				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000

* Mr. Amit Kumar, Chief Financial of the Company has resigned w.e.f. May 05, 2022.

Mr. Abhijeet Prasad who was appointed as a Company Secretary and Compliance Officer of the Company on April 26, 2022 has resigned w.e.f. March 31, 2023.

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loan excluding deposit	Unsecured Loan	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	67,74,45,269	-	-	67,74,45,269
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (1+2+3)	67,74,45,269	-	-	67,74,45,269
Change in Indebtedness during the Financial Year				
• Addition	815,31,87,456	6,00,00,000	-	821,31,87,456
• Reduction	793,98,56,015	-	-	793,98,56,015
Net Change	21,33,31,441	6,00,00,000	-	27,33,31,441
Indebtedness at the end of the financial year				
(i) Principal Amount	89,07,76,710	6,00,00,000	-	95,07,76,710
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (1+2+3)	89,07,76,710	6,00,00,000	-	95,07,76,710

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount (Rs. In Lakhs)
		Ankush Bakshi	Anuj Bakshi	Roshni Bakshi	Kanika Bakshi	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	24.00	24.00	4.80	4.80	57.60

	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2.	Commission	NIL	NIL	NIL	NIL	NIL
3.	Others– Remuneration benefits	NIL	NIL	NIL	NIL	NIL
	Total (A)	24.00	24.00	4.80	4.80	57.60

B. Remuneration to Other Directors (All being Independent)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount (Rs. in Lakhs)
		Jagjit Singh Kochar	Sathvik Jain	Rahul Gupta*	Malti Jaiswal#	
1	Fees for attending Board/ Committee Meetings	0.12	0.12	0.12	0.04	0.40
2	Commission	NIL	NIL	NIL	NIL	NIL
3	Others	NIL	NIL	NIL	NIL	NIL

* Mr. Rahul Gupta, Independent Director of the Company has resigned w.e.f. February 13, 2023.

Mrs. Malti Jaiswal has been appointed as an Independent Director of the Company w.e.f. February 13, 2023.

C. Remuneration to Key Managerial Personnel

Sr. No.	Particulars of Remuneration	Particulars of Remuneration		Total Amount (Rs. in Lakhs)
		Gross Salary		
		(a) Salary as per provisions contained in section 17(1) of Income Tax Act, 1961	Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	
	Name of Key Managerial Personnel			
1.	Amit Kumar*	0.28	NIL	0.28
2.	Anuj Bakshi**	-	-	-
3.	Mr. Abhijeet Prasad#	3.05	NIL	3.05
	Total	3.33	NIL	3.33

* Mr. Amit Kumar, Chief Financial of the Company has resigned w.e.f. May 05, 2022.

** Mr. Anuj Bakshi, Executive Director of the Company has been appointed as the Chief Financial Officer of the Company w.e.f. May 05, 2022. Mr. Anuj Bakshi has not drawn any salary separately as a Chief Financial Officer of the Company.

Mr. Abhijeet Prasad who was appointed as a Company Secretary and Compliance Officer of the Company on April 26, 2022 has resigned w.e.f. March 31, 2023.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers in Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

CORPORATE SOCIAL RESPONSIBILITY POLICY [PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013]

Introduction

The concept of Corporate Social Responsibility (CSR) has been developing since early 1970's in India. Philanthropy and CSR is not a novel concept for Indian Companies. Even before the introduction of any statutory guidelines, some of the Companies were discharging their Corporate Social Responsibilities by engaging themselves in socio economic and other philanthropic activities like promoting education, contributing to the social benefits in the situations of natural calamities and health of the common people by organizing health camps. With the passage of the Companies Act 2013, the mandate for corporate service responsibility has been formally introduced to the dash Board of the Indian Companies. The CSR mandate is an attempt to supplement the Govt. efforts of equitably delivering the benefits of the growth and to engage the corporate world with the Country's development agenda.

Though there is no specific commonly applicable definition of CSR, it is the "continuous commitment by the business to behave ethically and contribute to economic development while improving the quality of life of work force and their families as well as local community and society". It is the responsibility of the corporate entity toward the society in consideration of the support given and sacrifice made by the society. Corporate Social Responsibility (CSR) is the concept where by organizations serve the interest of the society by taking the responsibility for the impact of their activities on customers, employees, shareholders, communities, environment in all aspects of their operation.

As per the Companies Act 2013 and rules made under clause 135 the CSR " means and includes but is not limited to (i) Projects and program relating to activities specified in schedule VII (subject to amendments) to the Act or (ii) projects and programs relating to activities under taken by Board of Directors of the Company in pursuance of recommendations of the CSR Committee of the Board as per the declared CSR policy of the Company subject to the condition that such policy will cover subjects enumerated in schedule VII of the Act".

Our Companies Corporate Social Responsibility (CSR) policy is broadly based on the principles of National voluntary guidelines on social, environmental and economic responsibilities of business released by the Ministry of Corporate Affairs, SEBI guidelines on Business Responsibility Reporting, Companies Act 2013 and ethos of our Sponsor, Canara Bank.

Objectives of the Corporate Social Responsibility (CSR) Policy

- To promote socio economic development in rural areas, improve education, eradicate extreme hunger and poverty, promote gender equality and empowering women, reducing child mortality and improving maternal health, health care and sanitization, ensuring environmental sustainability, employment enhancing vocational skills, social business projects, promoting and protecting natural heritage and culture and such other matters of common good.
- Contribution to the prime Ministers National relief fund or any other fund set up by Central Govt. or State Govt. for social economic development, relief and rehabilitation of persons effected

by natural calamities, funds for the welfare of schedule Caste and Schedule Tribes and other backward classes, minority and women.

- Promotion and financing any other activities to be advised by the Govt. or approved by the Board from time to time.
- Promote eligible Trusts and Societies and/or encourage eligible trusts and societies or other implementing agencies, registered under section 8 of the Companies Act, who are engaged in promoting the above objectives solely with our company or jointly with any other companies.

The responsibility of the Board in implementation of CSR rules:

- The Board shall constitute a Corporate Social Responsibility Committee of the Board for the purpose of preparing a detailed plan of the CSR activities including decisions regarding the expenditure, types of the activities to be under taken, agencies like Trust/s, Societies, individuals etc. to implement such CSR activities, roles and responsibilities of such Trusts, Societies, individuals etc., monitoring and reporting mechanism.
- The Board of the Company shall after taking into account the recommendations made by the CSR Committee, approve the CSR policy for the Company and disclose contents of such policy in its report and also place it on the Company’s website. The Board shall ensure that the activities as are included in CSR policy of the Company are undertaken by the Company, ensure that the Company spends in financial year, at least 2% of the average net profits (before tax) made during the preceding 3 financial years. If the Company fails to spend such amount, the Board shall in its report specify the reasons for not spending the amount. Company shall give the preference to the local areas.
- The Directors of the Company are responsible for Disclosure of information in the Directors’ report under Section 134(3)(O) of the Act, specifying reasons for not spending the required amount for CSR activities. Failure to disclose such information on CSR policy in the Directors’ Report as required under Section 134(3)(O), the Company is liable to pay a fine of Rs.50000 and every officer responsible for such default is liable for imprisonment for a term which may extend to three years or fine of not less than Rs.50000 and up to a limit of Rs.5 lacs or both.

Functions and Responsibilities of the CSR Committee:

- The CSR Committee of the Board shall formulate and recommend a CSR policy to the Board, indicating the activities to be under taken under CSR policy which is in tune with the Schedule VII of the Companies Act and any modifications made by the Govt. from time to time. The Committee shall also review the CSR policy from time to time / once in a year or such other periodical intervals as may be required. The Company shall study the CSR policies of other peer group housing finance companies/ CISR and take necessary guidance for the CSR activities, mode of spending CSR funds for eligible activities at periodical intervals and recommend to the CSR Committee, any modifications in the policy, objectives and allocation/ spending of CSR funds.
- The CSR Committee shall estimate, compute the amount of expenditure to be incurred on CSR activities on an annual basis or project to project basis. All the expenditure to be incurred towards CSR activities shall be reviewed by the Board, subject to such monetary ceilings as may be prescribed by the Company’s Act. Unutilized CSR budget of a particular year to be permitted for carryover to the next financial year as per the provisions of the Act.
- The CSR Committee of the Board to monitor the progress in implementation of CSR projects and programs and report to the Board at half yearly intervals for review.

- The CSR Committee shall approve the activities and budget for CSR expenditure from time to time and review such expenditure at half yearly intervals. The Company may also examine contributing a portion of the eligible amount to Prime Ministers National Relief Fund and such other activities and get the benefit of Tax concession and complying with the Statutory requirements.

The CSR Activities and strategy:

The CSR policy should exclude the normal business activities of the Company. As per the CSR policy the activities included by the Company are to be related to the activities included in schedule VII and other amendments made thereof from time to time of the Companies Act, 2013. The CSR activities may be either independent projects and programs or activities, either new or ongoing, but will not include the activities that are undertaken in pursuance to the normal course of the business. Similarly, contribution of any amount directly or indirectly made to any political party shall not be considered as CSR activity. While, taking up any CSR activities and for spending the amount year marked for CSR activities, preference shall be given to local areas and areas in and around where the branches operate.

The gist of the activities for which the Company will spend the targeted amount which specified in the objectives of the CSR policy, the Company may cover all or any of the following activities under the CSR undertaken in India. In other words expenditure incurred in CSR projects or programs or activities undertaken outside India are not eligible to be covered under CSR expenditure. The CSR policy of the company shall include the following activities:

- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water.
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.
- Scholarship to the students, trainees etc., introduction of earn while you learn scheme to the poor students.
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward group.
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, water and air.
- Protection of national heritage, art and culture including restoration of building and sites of historical importance and works of arts and handicrafts.
- Measure for benefits of armed forces veterans war widows and their dependents.
- Training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports.
- Contribution to the Prime Ministers National Relief Fund or other fund set up by the Central Govt. for socio economic development and relief and welfare of the SC, ST and other backward classes, minorities and women.
- Contributes or funds provided to technology incubators located within academics institutions which are approved by the Central Govt.
- Rural Development and other community Projects of common interests.
- Welfare majors for differently abled, old, homeless and the destitute.

- Disaster management and activities including those related to amelioration and mitigation.

The strategy for implementation of the CSR activities will be reviewed from time to time, The Board may decide to undertake the CSR activities approved by the CSR committee through a registered trust or a Society or a Company, established by the Company itself or its holding Company or any other Associate Company under Section 8 of the Companies Act.

The Company may also entrust such CSR activities to any other Company, Society or Trust with established track record of 3 years in undertaking similar programs or projects. The modalities of utilisation of funds on such projects and programs and monitoring and reporting the mechanism will be introduced by the Company.

The Company may also collaborate with other Companies, Trust, Societies for undertaking projects or programs or CSR activities in such a manner that the CSR Committees of the respective Companies are in a position to report separately on such projects or programs in accordance with the mechanism approved by the CSR Committee.

Subject to the approval of CSR Committee of the Board, Company may also build the CSR capacities of the employees of the Company or other implementing Agencies through institutions with the established track records of at least 3 financial years, but such expenditure shall not exceed 5% of the total CSR expenditure of the Company in one financial year.

The CSR expenditure:

There is no maximum ceiling for CSR expenditure by the Company. However, as per clause 135 of the Companies Act, the Company shall spend a minimum of 2% of average net profit of the preceding 3 years for CSR activities. The net profit means, the profit of the Company as per financial statements prepared in accordance with the applicable provision Act but shall not include any profit arising from any overseas branch or branches, dividends received from any other Companies in India. The surplus, if any, arising out of CSR projects or programs or activities shall not form part of the business profits of the Company.

The expenditure for various projects, programs and activities are to be decided at the initial stage by the Company and such projects, programs and activities are to be approved by the CSR Committee of the Board. Once these projects, programs are approved by the CSR Committee, expenses for such activities may be permitted by the Company. A separate Bank account shall be maintained for monitoring the expenses for CSR activities and all the operations in the said Bank account shall be authorised by the Officials nominated by the Managing Director. The expenditure incurred for CSR activities by the Company are subject to audit by the Internal Auditors of the Company. Such audit shall be carried out at half yearly or such other intervals as may be advised by the CSR Committee of the Board.

At the end of each financial year, the Company shall prepare an annual report on CSR containing the particulars as furnished separately.

Monitoring the CSR activities:

Various CSR activities, projects and programs are to be monitored by the Company and progress is to be reported to be CSR committee of the Board at periodical intervals once in a half year or such other shorter intervals as may be required by the CSR Committee of the Board.

Annexure – C to the Directors Report

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

1. Brief outline on CSR Policy of the Company:

The Company has currently identified the following Priority Projects to be undertaken by the CSR Committee:

1. Promoting education including special education especially among children, women, elderly and the differently abled and livelihood enhancement projects in backward areas;
2. Promoting health care including preventive health care and sanitation and making available safe drinking water;

The Company has framed its CSR policy in compliance with the provisions of the Companies Act, 2013 and the policy is duly approved by the Board of Directors.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1.	Mr. Sathvik Jain	Chairman	2	2
2.	Mrs. Kanika Bakshi	Member	2	2
3.	Mrs. Roshni Bakshi	Member	2	2

3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	https://northernspirits.co.in/wp-content/uploads/2023/03/CSR-Policy-NSL.pdf
4.	out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).	Not Applicable
5.	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any	NIL

Sr. No.	Financial Year	Amount available for set-off from preceding financial year	Amount required to be set-off for the financial year, if any
NIL			
6.	Average net profit of the company as per section 135(5)		Rs. 571.09 Lakhs

7.	(a) Two percent of average net profit of the company as per section 135(5)	Rs. 11.42 Lakhs
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	NIL
	(c) Amount required to be set off for the financial year, if any	-
	(d) Total CSR obligation for the financial year (7a+7b-7c).	Rs. 11.42 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total amount spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second provision to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Rs. 11.50 Lakhs	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(Rs. in Lakhs)

Sr. No.	Name of the Project	Item from the List of activities in Schedule VII of the Act	Local Area (Yes/No)	Location of the Project		Amount spent for the Project	Mode of Implementation-Direct (Yes/No)	Mode of Implementation Through implementing Agency	
				State	District			Name	CSR Regn. Number
1.	Promoting Social Welfare	Promoting Social Welfare	Yes	Rajasthan	Jaipur	11.50	No. Paid by Company to RN Nowal Foundation	RN Nowal Foundation, North Avenue Block, Vishwakarma Industries Area S.O. Jaipur, Rajasthan 302013	CSR00042647

(d) Amount spent in Administrative Overheads:	Nil
(e) Amount spent on Impact Assessment, if applicable:	N.A.
(f) Total amount spent for the Financial Year	Rs. 11.50 Lakhs

(g) Excess amount for set off, if any

Sr. No.	Particulars	Amount
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 11.42 Lakhs
(ii)	Total amount spent for the Financial Year	Rs. 11.50 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs. 0.08 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or	Nil

	activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 0.08 Lakhs

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Nil

NOMINATION & REMUNERATION POLICY

INTRODUCTION

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Listing Agreement, as amended from time to time. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

CONSTITUTION OF THE COMMITTEE

The Board of Directors of the Company (Board) constituted the committee to be known as the Nomination and Remuneration Committee consisting of three non-executive directors out of which two shall be the Independent Directors. The Chairman of the Committee shall be an Independent Director.

OBJECTIVE AND PURPOSE OF THE POLICY

The objective of the policy is to ensure that -

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

ROLE OF THE COMMITTEE

The role of the NRC will be the following: -

- a) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- b) To formulate criteria for evaluation of Independent Directors and the Board.
- c) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) To carry out evaluation of Director's performance.
- e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) To devise a policy on Board diversity, composition, size.
- h) To devise a policy on Board diversity, composition, size.
- i) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/her appointment, as per Company's Policy.

A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the position.

The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders bypassing a special resolution.

TERM/TENURE

Managing Director/Whole Time Director

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No reappointment shall be made earlier than one year before the expiry of term.

Independent Director

An Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

Removal

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

Remuneration to Managing Director/Whole Time Director:

The Remuneration/Commission etc. to be paid to Managing Director/Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regards to remuneration to Managing Director/Whole-time Directors.

Remuneration to Non-Executive/Independent Director:

The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

All the remuneration of the Non-Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company.

Any remuneration paid to Non-Executive/Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i. The Services are rendered by such Director in his capacity as the professional; and
- ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/Purchase Schemes, shall determine the stock options and other share-based payments to be made to Directors (other than Independent Directors).

Remuneration to Key Managerial Personnel and Senior Management:

The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive any, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/Purchase Schemes, shall determine the stock options and other share-based payments to be made to Key Managerial Personnel and Senior Management.

The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

The Committee may delegate any of its powers to one or more of its members.

Annexure – E to the Directors Report

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- a) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;

Name	Designation	Remuneration drawn in FY 2022-23 (Amount in Lakhs)	Ratio to Median Remuneration
Mr. Ankush Bakshi	Managing Director	24.00	-
Mr. Anuj Bakshi	Executive Director	24.00	-
Mrs. Roshni Bakshi	Executive Director	4.80	-
Mrs. Kanika Bakshi	Executive Director	4.80	-
Mr. Jagjit Singh Kochar	Independent Director	0.12	N.A.#
Mr. Sathvik Jain	Independent Director	0.12	N.A.#
Mr. Rahul Gupta*	Independent Director	0.12	N.A.#
Mrs. Malti Jaiswal**	Independent Director	0.04	N.A.#

Except sitting fees, no remuneration is paid to the Non-Executive Independent Directors.

* Mr. Rahul Gupta, Independent Director of the Company has resigned w.e.f. February 13, 2023.

** Mrs. Malti Jaiswal has been appointed as an Independent Director of the Company w.e.f. February 13, 2023

- b) Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name	Designation	% Increase
Mr. Ankush Bakshi	Managing Director	100.00
Mr. Anuj Bakshi	Executive Director	100.00
Mrs. Roshni Bakshi	Executive Director	60.00
Mrs. Kanika Bakshi	Executive Director	60.00
Mr. Jagjit Singh Kochar	Independent Director	N.A.#
Mr. Sathvik Jain	Independent Director	N.A.#
Mr. Rahul Gupta*	Independent Director	N.A.#
Mrs. Malti Jaiswal**	Independent Director	N.A.#
Mr. Amit Kumar ¹	Chief Financial Officer	-
Mr. Anuj Bakshi ²	Chief Financial Officer	-
Mr. Abhijeet Prasad ³	Company Secretary	-

Except sitting fees, no remuneration is paid to the Non-Executive Independent Directors.

* Mr. Rahul Gupta, Independent Director of the Company has resigned w.e.f. February 13, 2023.

** Mrs. Malti Jaiswal has been appointed as an Independent Director of the Company w.e.f. February 13, 2023

¹ Mr. Amit Kumar, Chief Financial of the Company has resigned w.e.f. May 05, 2022.

² Mr. Anuj Bakshi, Executive Director of the Company has been appointed as the Chief Financial Officer of the Company w.e.f. May 05, 2022.

³ Mr. Abhijeet Prasad who was appointed as a Company Secretary and Compliance Officer of the Company on April 26, 2022 has resigned w.e.f. March 31, 2023.

- c) percentage increase in the median remuneration of employees in the financial year: Nil
- d) number of permanent employees on the rolls of company; 66
- e) Explanation on the relationship between average increase in remuneration and company performance: The profit before tax for the financial year ended March 31, 2023 increased by 87.23% and the profit after tax for the financial year ended March 31, 2023 increased by 85.4%.
- f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company; Remuneration of Key Managerial Personnel have not increased.
- g) Average percentile increased already made in the salaries of employees other than the managerial personnel in the last- financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Not Applicable
- h) comparison of remuneration of each of the Key Managerial Personnel against the performance of the company;

Name	Designation	% Increase	Comparison
Mr. Ankush Bakshi	Managing Director	Nil	NA
Mr. Anuj Bakshi	Executive Director	Nil	
Mrs. Roshni Bakshi	Executive Director	Nil	
Mrs. Kanika Bakshi	Executive Director	Nil	
Mr. Amit Kumar*	CFO	NA	
Mr. Anuj Bakshi**	Executive Director & CFO	NA	
Mr. Abhijeet Prasad#	Company Secretary	NA	

* Mr. Amit Kumar, Chief Financial of the Company has resigned w.e.f. May 05, 2022.

** Mr. Anuj Bakshi, Executive Director of the Company has been appointed as the Chief Financial Officer of the Company w.e.f. May 05, 2022.

Mr. Abhijeet Prasad who was appointed as a Company Secretary and Compliance Officer of the Company on April 26, 2022 has resigned w.e.f. March 31, 2023.

- i) the key parameters for any variable component of remuneration availed by the directors; Company's financial results, the performance of the business unit, individual performance, skills and competence, fulfilment of various improvement targets or the attainment of certain financial objectives.
- j) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; NIL
- k) We hereby affirm that the remuneration paid to the managerial and non-managerial personnel is as per the Remuneration Policy of the Company.

The Remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters has been provided in the Report.

WHISTLE BLOWER POLICY

Our Whistle Blower Policy encourages disclosure in good faith of any wrongful conduct on a matter of general concern and protects the whistle blower from any adverse personnel action.

SCOPE OF THE POLICY

The policy covers malpractices and events which have taken place/suspected to have taken place, is being taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company's rules and policies, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and to report the same in accordance with the policy.

COVERAGE

The following activities, events may be brought to the notice of the designated officer:

- i. Violation of Code of Conduct of the Company.
- ii. Unethical, immoral, biased conduct or behavior.
- iii. Abuse of the power or the authority given.
- iv. Breach of contract
- v. Tampering or manipulating any record and data of the Company.
- vi. Any activity, malpractice or wrongdoing which may be harmful for the persons working in or for the Company or for the Company's image.
- vii. Financial irregularities and any type of fraud.
- viii. Misappropriation of the Company's funds.
- ix. Any activity which is criminal and illegal in nature.
- x. Negligence, lapse causing harm to environment or health, safety of the employees of the Company or public.
- xi. Concealment of above activities.
- xii. Such other issues as may be prescribed by the Audit Committee.

PROCEDURE TO BE FOLLOWED UNDER THIS MECHANISM

Disclosure: Any person may disclose, preferably in writing the following:

- i. Brief details of the malpractice found or discovered,
- ii. Name of the alleged wrongdoer,
- iii. Evidence, if any, to support the allegation,
- iv. Remedial actions required to be taken,
- v. Any other relevant details.

The disclosure may be made within 30 days of being aware of the event to the designated officer of the Company. The time limit of 30 days may be extended at the discretion of the designated officer, after considering the circumstances. The personal making the said disclosure may disclose his / her identity to the designated officer. The identity of the person reporting the malpractice will be kept confidential if the same is provided with a condition to keep it anonymous.

Note: In exceptional cases, the person making the disclosure can have direct access to the Chairperson of the Audit Committee of the Company.

REPORTING CHANNEL

- All complaints/ disclosures will be received and recorded by the Ombudsperson. The contact details of the Ombudsperson are enclosed herewith as 'ANNEXURE I'.
- Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated.
- If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, she/he can make a direct appeal to the Chairman of the Audit Committee.
- All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Ethics Counsellor, the same should be forwarded to the Company's Ethics Counsellor or the Chairman of the Audit Committee for further appropriate action. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- The Whistleblower may disclose his/her identity in the covering letter forwarding such Protected Disclosure Anonymous disclosures will also be entertained.

AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

ANNEXURE – I

OMBUDSPERSON

**Chairperson of the Audit Committee
Mr. Sathvik Jain, Non-Executive, Independent Director
Email Id: sathvikjain06@gmail.com**

Or

**A letter addressed to Audit Committee marked as “Private & Confidential” and delivered to
‘Chairman of the Audit Committee’**

**NORTHERN SPIRITS LIMITED
Address: 5A, Woodburn Park Road, Woodburn Central Unit 603,
6th Floor Kolkata -700020, West Bengal, India.
Email: info@northernspirit.in
Website: northernspirtis.co.in
Contact: 033-35446094**

Annexure – G to the Directors Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2023

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

To

The Members

NORTHERN SPIRITS LIMITED

5A, Woodburn Park Road, Woodburn Central

Unit No 603, 6th Floor

Kolkata – 700020.

1. I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Northern Spirits Limited [CIN: L15500WB2012PLC185821] (hereinafter called the company). Secretarial Audit was conducted based on records made available to me, in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion/understanding thereon.
2. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to me and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I, on strength of those records, and information so provided, hereby report that in my opinion and understandings, the Company has, during the audit period covering the financial year ended on March 31, 2023, appears to have complied with the statutory provisions listed hereunder and also in my limited review, that the Company has proper and required Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes' book, forms and returns filed and other records maintained by the Company and made available to me, for the financial year ended on March 31, 2023 according to the applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- iv. Applicable provisions of Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder. - Not applicable since the company does not have any overseas transactions during the year.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009; – Not Applicable as the Company did not issue any security during the financial year under review.
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014; - Not Applicable as the Company does not have Employee Stock Option Scheme for its employees;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; – Not applicable as the Company has not issued any debt securities during the financial year under review;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; – Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not Applicable as the Company has not done any buyback of its securities during the financial year under review.
 - i. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 as amended till date.
- vi. Other Laws specifically applicable to the Company as under:

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Regulations/Agreements entered into by the Company with Bombay Stock Exchange Limited pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Mr. Rahul Gupta an Independent Director of the company resigned from the board and was replaced by Mrs. Malti Jaiswal who was appointed as a Non-Executive Independent Director on the board of the company w.e.f 13.02.2023. The Company has also appointed Mr. Anuj Bakshi, Executive Director as the Chief Financial Officer of the company w.e.f 05.05.2022.

The Company has appointed M/s Swapan & Associates, Chartered Accountants as internal Auditors to conduct the internal audit of the company for the period 2022-2023.

I further report that,

The Company has during the year under review passed three (3) resolutions through Postal Ballot for Migration of Equity Shares of the Company from the SME platform to the main board of the BSE Limited, Listing of Equity Shares of the Company on the main board of National Stock Exchange Limited and Appointment of Mrs. Malti Jaiswal (08852633) as an Independent of the Company. The results of the Postal Ballot were declared by the Company on April 29, 2023 and the said resolutions have been approved by the members of the Company by requisite majority.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There were no dissenting views on any decisions of the Board, as recorded in the Minutes of Board meetings.

I further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), I am of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

As informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory/regulatory authorities and initiated actions for corrective measures, wherever necessary.

There are no other specific events/actions in pursuance of the above referred laws, rules, regulations guidelines etc., having a major bearing on the Company's Affairs.

I further report that during the audit period there were no instances of:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity;
- ii. Redemption / buy-back of securities;
- iii. Foreign technical collaborations.

I further report that my Audit is subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and I am not responsible for any lapses in those compliances on the part of the Company.

Puja Pujari
Practicing Company Secretary
Membership No. A54368
COP No. 20171
P.R CERTIFICATE NO: 3636/2023
UDIN: A054368E000814149

Place: Kolkata
Date: 17.08.2023

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

Annexure A

To
The Members,
NORTHERN SPIRITS LIMITED
5A, Woodburn Park Road, Woodburn Central
Unit No 603, 6th Floor
Kolkata – 700020.

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provides a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I further report that, based on the information provided by the Company, its officers, and authorised representatives during the conduct of the audit and also on the review of quarterly compliance report issued by the respective departmental heads/ Company Secretary/Managing Director & CEO, and taken on record by the Board of the Company, in my opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like Labour Laws & Environment Laws.
8. I further report that the Compliance by the Company of applicable Financial Laws like Direct & Indirect Tax Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial auditor and other designated professionals.

Miss. Puja Pujari
Company Secretary
Membership No. A54368
COP No. 20171

Place: Kolkata
Date: 17.08.2023

P.R CERTIFICATE NO: 3636/2023
UDIN: A054368E000814149

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMY OVERVIEW AND DEVELOPMENT

Fiscal 2023 started off with a year to be full of uncertainties. The year 2022 was marred by three powerful challenges – Russia’s invasion of Ukraine, widening inflation impacting cost of living and a slowdown in China caused by strong Zero Covid policy adopted by the Chinese government. Despite these challenges, number of economies across the globe showed signs of resilience from third quarter onwards. Global inflation peaked during the third quarter of the year while the monetary tightening by various central banks is starting to cool demand along with easing supply chain pressures.

The Indian economy, however, appears to have moved on after its encounter with the pandemic, staging a full recovery in financial year 2022 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in financial year 2023. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated.

Growth of the Indian economy

	FY 2020	FY 2021	FY 2022	FY 2023
Real GDP growth(%)	3.7	-6.6	8.7	7.2

India’s currency weakened from Rs. 75.91 to a US dollar to Rs. 82.34 as on 31st March, 2023 due to a stronger dollar and weaker current account deficit.

The country’s retail inflation, measured by the consumer price index (CPI) eased to 5.66% in March 2023. Inflation data on the wholesale Price Index (which calculates the overall prices of goods before selling at retail prices) eased to 4.73% during the period. In 2022, CPI hit its highest of 7.79% in April 2022; WPI reached its highest of 15.88% in May 2022.

India moved up in the Ease of Doing Business (EoDB) rankings from 100th in 2017 to 63rd in 2022.

As global indicators suggest an economic slowdown, the Indian economy is expected to be robust and avoid such slowdown. The optimism is derived from its heavy reliance on the domestic levers of growth. Various agencies are pegging the country’s growth between 6-6.5%, continuing to make it one of the world’s fastest growing major economies.

Furthermore, this optimism stems from the benefits of efficiency gains resulting from greater formalization, higher financial inclusion, and economic opportunities created by digital technology based economic reforms. It is expected that this will broad-base growth and continue to drive consumption in the economy.

INDIAN SPIRITS INDUSTRY

India holds the position of the third-largest market for alcoholic beverages globally, with a market size of around USD 35 billion and a projected compound annual growth rate (CAGR) of 6.8 per cent between 2020 and 2023.

The Indian spirit industry has faced many disruptions in recent years, some of them are excise duty hikes across states, changes in route-to-market in some states, demonetization, highway ban and GST implementation. Even after facing turbulent times, the industry is poised for strong growth as there are a number of tailwinds which will drive the demand for the coming years.

Currently, the Indian Spirits industry consists of two distinctive markets differentiated based on the target audience, product characteristics and distribution network:

1. Indian Made Foreign Liquor (IMFL) or Premium Segment
2. Indian Made Indian Liquor (IMIL) or Value & Value Plus Segment

While IMIL caters to a large segment of the Indian population, it is believed that the price point at which consumers buy alcohol will increase and the Indian Alcohol Industry will move towards Premiumization. Companies are focusing on product development and the efforts being aimed either at the top where margins are high or at the base where volumes are high, backed with high growth as well. Also, showcasing new products, branding of shelf space in retail outlets and company outreach to its customers through multiple marketing initiatives so that it suits consumers' preferences and the core focus is on brand recognition/brand recall.

The alcohol industry has quickly recovered after lockdown, which is a sign of its robust and sizable consumer base. Numerous homegrown brands have carved out a place for themselves in the segment as alcoholic beverage companies have made their way into the domestic market. They are maximising the potential of digital media, which is assisting the segment's expansion in numerous ways. In contrary to the past, alcohol brands can now advertise their goods through digital platforms, social media, concerts, events, and a variety of other venues.

Currently, this industry supports approximately 20 million jobs, and with its growing landscape, further employment opportunities are likely to be created. The alcohol industry is a significant sector of the Indian economy. It not only provides the states with up to 2 lakh crores in revenue, but it also directly supports nearly 40 lakh farmers.

ICRIER estimates that by 2030, 50% of Indian drinkers will continue to purchase more products in the same category of alcoholic beverages, 26% will switch to higher-end brands, and 24% will spend money on newer alcohol categories. With this robust growth prospective, India is likely to dominate the alcohol beverage market in the upcoming years.

OUTLOOK

Considering India's large number of young people, the industry has numerous opportunities. Young adults are likely to drive much of the expected and projected future demand as they approach the legal drinking age and become more affluent. To capture as much of the younger generation as possible, brand

owners are focusing on online marketing and storefronts. The spirits industry is all set for its growth phase, in order to sustain growth, it needs an enabling ecosystem.

According to a Drinks Market Analysis conducted by the London-based International Wines and Spirits Record (IWSR), India is the world's largest consumer of whiskey. Furthermore, the Indian alcohol market is expanding rapidly, with wine and vodka showing very high demand. Also, according to a study by ICRIER and law firm PLR Chambers, Indian consumers' changing drinking habits are reportedly reflecting their increased exposure to foreign brands and international travel.

People have become accustomed to the taste of more expensive wines and spirits due to an increase in home consumption during the pandemic. They started choosing premium brands and began emphasizing quality over quantity in their beverages as a result. Consumers are increasingly gravitating toward boutique brands and premium niches, and they are willing to pay more for a unique experience. Prior to the introduction of fine dining, there was little alcohol consumption in clubs or restaurants in India. Today, with a thriving fine dining culture present in all metro areas as well as Tier II and Tier III cities, this has completely changed. After being isolated for two years due to the pandemic, an increasing number of young people, especially in cities, are now socializing in restaurants, clubs, pubs, and bars. The demand for alcoholic beverages has further increased as a result of a number of factors, including rapid urbanization, shifting consumer preferences, and a sizable and expanding middle-class population with rising purchasing power. This demand for alcoholic beverages has been experienced at several levels throughout the nation.

RISKS AND CONCERNS

Risk is an integral and unavoidable component of business. Given the challenging and dynamic environment of operations, your company is committed to manage risk for accomplishment of its goals. Though risks cannot be eliminated, an effective risk management program ensures that risks are reduced, avoided, mitigated or shared. Following are the identified key business risks of the Company:

Regulatory risk: Your Company operates in a sector which is highly exposed to the risk of changing regulations.

Mitigation measure: Your Company closely monitors the regulatory environment and prepares for any foreseeable changes. In addition, its team of expert and experienced professionals ensures prompt and appropriate measures to meet the changes in regulatory framework. At all times, the Company ensures strict adherence to laws and policies.

Inflation risk: Your Company like other companies is part of Indian economy and is facing risk of inflation and high fluctuation in commodity prices.

Mitigation measure: The Company's long-standing relationship with most suppliers ensures steady availability of products at competitive prices.

Economic risk: The performance of the Company is dependent on robust consumption, led by rising income levels. This in turn is dependent on robust economic growth, cost of input and on the basis of disposable income.

Mitigation measure: The Company is focused on driving agility and responsiveness across the value chain.

FINANCIAL PERFORMANCE AND ACCOUNTING TREATMENT

Gross revenues for this financial year stood at Rs. 90,566.11 Lakhs as against Rs. 26,778.31 Lakhs in the previous year. After providing for depreciation and taxation the net profit of the Company for the year under review was placed at Rs. 1,113.37 Lakhs as compared to the net profit of Rs. 600.29 Lakhs incurred during the previous year registering a growth of 85.47%. The Earnings Per Share (EPS) stood at Rs. 6.94 (face value of Rs. 10/- each) for the financial year ended 31st March, 2023. Company has delivered a robust performance both in terms of profitability and turnover driven by a strong focus on operational efficiency and market diversification.

The Company is looking forward to grasp the available opportunities and focusing on permitted avenues. The uncertain state of the global economy however remains a cause of concern.

In the preparation of financial statements, provisions of prescribed accounting standards have been followed and the financial statements produces true and fair view of the business transactions of the Company.

HUMAN RESOURCE DEVELOPMENT

The Company's relation with the employees and investors continues to be cordial which are the most valuable resources of our organization.

Company is committed to sustainable work practices and a transparent work culture which helps in attracting and retaining the talented people in the industry. The Company continues to focus on employee core connect, engagement, learning and development to build a workplace that is safe engaging and productive. Employees are presented with various learning opportunities to enhance career growth. Over the years your company has been able to build a team of qualified, dedicated & motivated professionals. The working atmosphere provided to the employees is aimed at creating a sense of ownership which helps them to shoulder greater responsibilities.

The Company firmly believes that its human resources are the key enablers for the growth of the Company and, therefore, an important asset. Taking this into account, the Company continues to invest in developing its human capital and establishing its brand in the market to attract and retain the best talent.

Employee relations during the period under review continued to be healthy, cordial and harmonious at all levels and the Company is committed to maintaining good relations with the employees.

ADEQUACY OF INTERNAL CONTROL SYSTEM

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal financial control systems in the Company, its compliance with operating systems, accounting procedures and policies at all levels of the Company. The internal control system facilitates optimum utilisation of available resources to ensure the protection of interest of all the stakeholders. Significant audit observations and the corrective actions thereon are presented to the Audit Committee of the Board. The control framework is established and maintained by the Company. The observations by the auditors is perused by the Management, the Audit Committee as well as the Board for proper implementation. The Company's internal financial controls have been found to be adequate and effective.

CAUTIONERY STATEMENT

The statements in the above analysis, describing the Company's projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. The actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in government regulations, tax regimes, economic developments within the country and abroad, and other related factors.

For and on Behalf of the Board of Directors

Place: Kolkata
Date: May 30, 2023

s/d-
Ankush Bakshi
Managing Director
DIN: 02547254

CORPORATE GOVERNANCE REPORT

Pursuant to Schedule V(c) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“The Regulations”)

1. COMPANY S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is committed to good corporate governance which enjoins the highest standard of ethical and responsible conduct of business to create value for all stake holders. The philosophy of your Company is to enhance the long-term economic value of the Company, its stakeholders and the society at large by adopting better corporate practices which not only ensures that the Company operates within the regulatory framework but also strive to achieve more transparency in management and institutional soundness. The Company’s philosophy on Corporate Governance is based on the following principles:

- Lay solid foundations for management.
- Promote ethical and responsible decision-making.
- Structure the Board to add value.
- Encourage enhanced performance.
- Safeguard integrity in financial reporting.
- Respect the right of the shareholders.
- Recognise the legitimate interest of shareholders.
- Remunerate fairly and responsibly.
- Recognise and manage business risks.
- Make timely and balanced disclosures.
- Legal and statutory compliances in its true spirit

Your Company is following transparent and fair practices of good Corporate Governance and its constant endeavor is to continually improve upon those practices. The Company recognizes communication as key element in the overall Corporate Governance framework and therefore, emphasizes on keeping abreast its stakeholders including investors, lenders, vendors and customers on continuous basis by effective and relevant communication through Annual Reports, quarterly results, corporate announcements and reflecting the same on the Company’s official website i.e. www.northernspirits.co.in

The Company has complied with the principles and practices of good Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter called “the Listing Regulations”.

2. BOARD OF DIRECTORS

2.1 Composition

The Board of Directors of the Company consists of an optimal mix of Executive and Non-Executive Directors. The Board of Directors of your Company as on March 31, 2023 consists of Seven (7) members comprising of one Chairman who is an Executive Director, three Executive Directors one of whom is a Managing Director and three Non-Executive Independent Directors. All Non-Executive Independent Directors bring a wide range of expertise and experience to the Board. Company being a SME Company is not required to constitute the Board in conformity with the requirements set forth by Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) and the Companies Act, 2013 (“the Act”). There is no Nominee Director in the Company.

The composition of the Board as on March 31, 2023 is as follows:

- Executive Director – 4
- Non-Executive Independent Directors – 3

Names of the Director		% to the total number of Directors
I	Independent Director	42.86 %
	Mr. Sathvik Jain	
	Mr. Jagjit Singh Kochar	
	Mrs. Malti Jaiswal	
II	Non-Executive Non-Independent Director	0.00%
	Nil	
III	Executive Director	57.14 %
	Mr. Ankush Bakshi	
	Mr. Anuj Bakshi	
	Mrs. Roshni Bakshi	
	Mrs. Kanika Bakshi	

* Mr. Rahul Gupta, Independent Director of the Company has resigned w.e.f. February 13, 2023.

Mrs. Malti Jaiswal has been appointed as an Independent Director of the Company w.e.f. February 13, 2023.

The composition of the Board reflects the judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company. The Board periodically evaluates the need for change in its size and composition to ensure that it remains aligned with statutory and business requirements.

None of the Directors hold office in more than ten Public Companies. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. All Directors are also in compliance with the limit on Independent Directorships of listed companies as prescribed under Regulation 17A of the Listing Regulations. The Board confirms that the Independent Directors fulfil the conditions specified in these regulations and that they are Independent of the management.

In terms of the provisions of Schedule V of the Listing Regulations, detail of skills/expertise/competency of the Directors with reference to business and industry of the Company are given as under:

Name of Director	Expertise in specific functional area
Ankush Bakshi (DIN: 02547254)	Mr. Ankush Bakshi is aged about 43 years and possesses post graduate degree. Mr. Bakshi 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 Company has completed and achieved various targets and plans and has achieved higher levels of growth.
Anuj Bakshi	Mr. Anuj Bakshi, aged about 44 years, is the Promoter

(DIN: 02500120)	Director and Chief Financial Officer of the Company. Mr. Bakshi is a B. Com (Hons) graduate and is on the Board of the Company since incorporation. In his career that spans close to 21 years, Mr. Anuj Bakshi has been instrumental in the growth of the organization. His dynamic leadership & passion for the business has been acknowledged by the other members of the Board.
Roshni Bakshi (DIN: 08090225)	Mrs. Roshni Bakshi, aged 40 years is the Promoter Director of the Company and is on the Board since March 21, 2018. She has done her schooling from Mayo College Girls School (Ajmer) and joined Sophia Polytechnic (Mumbai) for Hotel Administration and Food Technology. She has specialized in Baking and Pastry from California Culinary Academy (San Francisco). Her expertise and knowledge in the field of administrative operations have yielded fruitful results for the Company.
Kanika Bakshi (DIN: 08090236)	Mrs. Kanika Bakshi aged 38 years is the Promoter Director of the Company. She holds a bachelor's degree in Arts from University of Delhi. She is associated with the Company from March 21, 2018. Her vast knowledge and expertise in the field of HR and administrative operations has been commendable.
Sathvik Jain (DIN: 07732825)	Mr. Sathvik Jain aged about 34 years is a Commerce graduate and possess vast knowledge and expertise in the field of management and administration. His administrative skills and creative ideas has been very valuable to the company and undoubtedly prove to be an advantage to the organization.
Jagjit Singh Kochar (DIN: 06552295)	Mr. Jagjit Singh Kochar is aged about 64 years has vast knowledge and expertise in the field of management and administration. He holds a bachelor degree from Guru Nanak Dev University. He has completed his schooling from Amritsar. His administrative skills has been very valuable for the Company to attain higher levels of growth.
Rahul Gupta* (DIN: 05310120)	Mr. Rahul Gupta has been the Independent Director of the Company. He holds a bachelor degree in Commerce and has vast knowledge in the field of accounts and taxation which has undoubtedly proved to be an advantage for the Company.
Malti Jaiswal# (DIN: 08852633)	Ms. Malti Jaiswal aged 36 years is the Non- Executive and Independent Director of the Company. She is an Associate Company Secretary having Membership No. A53918, with an experience of around 10 years in Company Law, Accounting and Taxation. Her knowledge and expertise will undoubtedly prove to be an advantage to the organization.

* Mr. Rahul Gupta, Independent Director of the Company has resigned w.e.f. February 13, 2023.

Mrs. Malti Jaiswal has been appointed as an Independent Director of the Company w.e.f. February 13, 2023.

2.2 Appointment of directors

Directors in the Company are appointed or re-appointed with the approval of the shareholders in general meetings. The Company has issued letter of appointment to all the Independent directors and terms and conditions of their appointment are disclosed on the website of the Company i.e. www.northernspirits.co.in

2.3 Major functions of the Board

The Company has clearly defined the roles, functions, responsibility, and accountability of the Board of Directors. In addition to its primary role of monitoring corporate performance, the major functions of the Board comprise:

- Approving corporate philosophy;
- Reviewing and approving strategic and business plan;
- Reviewing and approving financial plans and budgets;
- Monitoring corporate performance against such strategic and business plans;
- Review of Business risk issues;
- Ensuring ethical behavior and compliance with laws and regulations;
- Reviewing and approving borrowing limits.

2.4 Board Meetings

During the financial year 2022-23, Twelve (12) Board Meetings were held on the following dates:-

April 26, 2022; May 05, 2022; May 13, 2022; May 25, 2022; August 19, 2022; November 10, 2022; January 02, 2023; February 01, 2023; February 13, 2023; March 04, 2023; March 18, 2023; March 31, 2023;

2.5 Changes during the Year

During the financial year 2022-23, there has been few changes in the Board of Directors and Key Managerial Personnel of the Company.

- Mr. Abhijeet Prasad was appointed as a Company Secretary and Compliance Officer of the Company on April 26, 2022 and has resigned from the Company w.e.f. March 31, 2023.
- Mr. Amit Kumar, Chief Financial of the Company has resigned w.e.f. May 05, 2022.
- Mr. Anuj Bakshi, Executive Director of the Company has been appointed as the Chief Financial Officer of the Company w.e.f. May 05, 2022.
- Mr. Rahul Gupta, Independent Director of the Company has resigned w.e.f. February 13, 2023.
- Mrs. Malti Jaiswal has been appointed as an Independent Director of the Company w.e.f. February 13, 2023.

2.6 Re-appointment of Directors Proposed at upcoming AGM

In terms Section 152(6) of the Companies Act, 2013, Mrs. Roshni Bakshi (DIN: 08090225), Executive Director of the Company is liable to retire by rotation and is eligible for re-appointment at the forthcoming Annual General Meeting.

2.7 Information supplied to the Board

The Board has complete access to all information with the Company. The information is provided to the Board on regular basis and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes the following, extent to the applicability during the year as per the Regulations.

- Annual Operating Plans and Budgets and any updates.
- Capital budgets and any updates.
- Quarterly, Half Yearly and Yearly Results of the Company.
- Minutes of the Meetings of Audit Committee and other Committees of the Board.
- The information on recruitment of Senior Officers just below the Board level.

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company along with the declaration made by all the respective departmental heads and by the Chairman and Managing Director regarding compliance with all applicable laws.

2.8 Chart/matrix setting out the skills/expertise/competence of the Board of Directors

Pursuant to Schedule V, Part C of SEBI LODR Regulations 2015 read with Amendments thereof, below are the list of core skills/expertise/competencies identified by the Board of Directors for the year under review as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board:

Sr. No.	Category	Core skills/expertise/competencies identified by the Board of Directors	Available with the Board
1.	Understanding of Business/Industry	Experience and knowledge of Liquor Distribution.	Yes
2.	Financial	Ability to analyse and understand the key financial statements, assess financial viability of the projects and efficient use of resources.	Yes
3.	Critical and innovative Thoughts	The ability to critically analyse the information and develop innovative approaches and solutions.	Yes
4.	Mergers and Acquisitions	A history of leading growth through acquisitions and other business combinations, analyze the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans.	Yes
5.	Strategy and strategic Planning	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies.	Yes
6.	Board Service and Governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholders interests and observing appropriate governance practices.	Yes
7.	Risk and compliance Oversight	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks.	Yes

2.9 Separate Meeting of Independent Directors and Performance Evaluation

During the financial year 2022-23, 1 (One) separate meeting of Independent Directors was held on 31st March, 2023, whereby, all the Independent Directors were present and without the presence of the Non-Independent Directors and the members of the management of the Company.

This meeting was conducted in a manner so as to enable the Independent Directors to discuss and review the performance of Non-Independent Directors and the Board as a whole, performance of the Chairman of the Company after taking into account the views of Executive Directors and Non-Executive Directors and for assessing the quality, quantity and timeliness of flow of information between the Company management and the Board.

The Independent Directors in their separate meeting:

- i. reviewed the performance of non-independent Directors and the Board as a whole;
- ii. reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

- The ability to contribute to and monitor our corporate governance practices.
- The ability to contribute by introducing international best practices to address business challenges and risks.
- Active participation in long-term strategic planning.
- Commitment to the fulfilment of a Director's obligations and fiduciary responsibilities; these include participation in Board and Committee meetings.
- performance of the directors
- fulfilment of the independence criteria as specified in these regulations and their independence from the management.

The criteria for the performance evaluation included the following:

- The Board – Structure, composition and quality of Board, Board meeting schedule, agenda and collaterals, board meeting practices and overall board effectiveness.
- Board Committees – Composition, charter, information flow and effectiveness of the meetings, recommendation to the Board, etc.
- Individual Directors – Attendance at the meetings, preparedness for discussion, quality of contribution, engagement with fellow board members, KMPs and senior management, etc.
- The Chairman - The Chairman was additionally evaluated on few parameters such as leadership provided to the Board, promoting effective participation of all board members in the decision making process, etc.

The Independent Directors had to assess the performance of the Board and committees as a whole and for the assessment of Executive Chairperson, Executive Director, Non-Executive Director, Board and Committees as a whole.

Based on the criteria set by the Nomination and Remuneration Committee, the Board carries out an annual evaluation of its own performance, its Committees and individual Director(s) including the Chairman of the Board. The questionnaires on performance evaluation are prepared in line with the Companies Act, 2013, the Listing Regulations and in accordance with the set guideline Board evaluation, issued by the SEBI. Proper mechanism has been provided to each Director for their feedback and evaluation. The parameters for performance evaluation of the Board includes the roles and responsibilities of the Board, timeliness for circulating the board papers, content and the quality of information provided to the Board, overseeing and guiding on major plans of action, risk management, annual budget/capex, acquisition and investment/ divestments etc. The performance of the Committees are evaluated based on criteria such as adequate independence of each Committee, frequency of meetings and time allocated for discussions at meetings, functioning of Board Committees and effectiveness of its advice & recommendation to the Board, etc. Performance evaluation of Independent Directors is done by the entire Board, excluding the Independent Director being evaluated, based on various aspects such as attendance, contribution in Board and Committee meetings, judgment, performance and exercise of duties with due and reasonable care.

In addition, the evaluation criterion for Chairman includes attendance, effectiveness of leadership, relationship with Board and shareholders, effective and maximum usage of Board support system etc.

The Executive Directors are evaluated on various aspects, including inter alia overall performance of Management, accomplishment of long-term objectives, efforts made by them towards enhancing brand equity, compliance with regulatory law(s) and to encourage new initiatives and expansions etc. Non-Executive Directors are also evaluated on the basis of criteria such as attendance and participation in meetings of Board and Committees, contribution to the development of long-term strategy and risk management, updating in the relevant areas such as corporate governance, industry and market scenario etc.

The Nomination and Remuneration Committee and Board of Directors expressed their satisfaction towards the process followed by the Company for evaluating the performance of the Directors, Board as a whole including Chairman and its Committees.

3. COMMITTEES OF THE BOARD

The Board of Directors of the Company being at the fiduciary position have crucial role in the governance structure of the Company and the Board has constituted various Committees to deal with specific areas/ activities which need a closer review or which are operational or routine matters. In order to perform the duties in true spirit and in the interest of the Company and its stakeholders in efficient and timely manner, the Board has delegated its powers to various committees.

The Committees of the Board of Directors are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice.

Your Company has four Board level committees:

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Stakeholders' Relationship Committee
- d) Corporate Social Responsibility Committee

A. AUDIT COMMITTEE

Constitution and Composition

As on the 31st March, 2023 the "Audit Committee" comprised of two (2) Non-Executive Independent Directors and one (1) Executive Director, who have financial/accounting acumen to specifically look into internal controls and audit procedures. All the members are financially literate and have accounting and financial management expertise. The members of the Audit Committee are Mr. Sathvik Jain (Chairperson), Mrs. Malti Jaiswal and Mr. Ankush Bakshi. Mr. Abhijeet Prasad (CS and Compliance Officer) acts as the Secretary to the Audit Committee.

Audit Committee Meeting

During the year, Four (4) meetings of the Audit Committee were held on the following dates:

May 25, 2022; August 19, 2022; November 10, 2022; February 13, 2023;

The following table gives the composition of the Audit Committee and the attendance record of members of the Committee:

Sr. No.	Name of Member	Designation	Category	No. of Meetings Attended
1.	Mr. Sathvik Jain	Chairperson	Independent	4
2.	Mr. Rahul Gupta*	Member	Independent	3
3.	Mrs. Malti Jaiswal*	Member	Independent	1
4.	Mr. Ankush Bakshi	Member	Executive	4

* Since Mr. Rahul Gupta, Independent Director has resigned from the Company his position as Member of the Audit Committee also relinquished w.e.f. February 13, 2023. The Audit Committee has been re-constituted on February 13, 2023 by appointment of Mrs. Malti Jaiswal as an Independent Director of the Company and as a Member of the Committee.

In addition to the Members of the Audit Committee, the Statutory Auditors attended the meetings of the Committee as invitees. Members held discussions with Statutory Auditors during the meetings of the Committee. The Audit Committee reviewed the half-yearly and year to date un-audited and annual audited financials of the Company before submission to the Board of Directors for its consideration and approval. The Committee also reviewed the internal control systems of the company.

Powers of Audit Committee

The Audit Committee has been empowered with the adequate powers as mandated in Regulation 18 of The Regulations, which includes the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees.
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any Related Party Transactions.
 - g. modified opinion(s) in the Draft Audit Report.
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

21. The Audit Committee of the Board shall review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
22. The Audit Committee to review utilization of loans and/or advances from investment by holding company in subsidiary company exceeding Rs. 100 crores or 10% of asset size of subsidiary, whichever is low.
23. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.
24. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rs. 100 cores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
25. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation, etc. on the listed entity and its shareholders.

B. STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Section 178 (5) of the Act, read with Regulation 20 of the Listing Regulations the "Stakeholders Relationship Committee" has been constituted to look into the Shareholders'/Investors' grievances i.e. Non-receipt of Annual Reports, Dividend payments, other miscellaneous complaints and redressal of the same. The said Committee is also authorised to effect transfers/transmissions of Equity Shares/Debentures and other securities and also to issue Duplicate Share Certificates and other securities and matters related or incidental thereto.

Composition

As on 31st March, 2023 the members of the Stakeholders Relationship Committee are Mrs. Malti Jaiswal (Chairperson), Mr. Jagjit Singh Kochar and Mr. Sathvik Jain. Mr. Abhijeet Prasad (CS and Compliance Officer) acts as the Secretary to the Stakeholders Relationship Committee.

Stakeholders Relationship Committee Meeting

During the year, Two (2) meetings of the Shareholders'/Investors' Grievance Committee were held on the following dates:

May 25, 2022; November 10, 2022;

The following table gives the composition of the Stakeholders Relationship Committee and the attendance record of Members of the Committee:

Sr. No.	Name of Member	Designation	Category	No. of Meetings Attended
1.	Mrs. Malti Jaiswal*	Chairperson	Independent	Nil
2.	Mr. Rahul Gupta*	Chairperson	Independent	2
3.	Mr. Jagjit Singh Kochar	Member	Independent	2
4.	Mr. Sathvik Jain	Member	Independent	2

* Since Mr. Rahul Gupta, Independent Director has resigned from the Company his position as Chairperson of the Stakeholders Relationship Committee also relinquished w.e.f. February 13, 2023. The Stakeholders Relationship

Committee has been re-constituted on February 13, 2023 by appointment of Mrs. Malti Jaiswal as an Independent Director of the Company and as a Chairperson of the Committee.

Status of Investor Complaints:

Number of complaints received during financial year 2022-23 - Nil

Number of complaints resolved to the satisfaction of stakeholders during year 2022-23 – N.A.

Number of pending complaints as on 31st March, 2023 – Nil

Cases of non-acceptance by the Board of Directors, of any recommendation of the Stakeholders Relationship Committee during the year under review, pursuant to Schedule V, Part C of SEBI LODR Regulations 2015 read with Amendments thereof: NIL

C. NOMINATION AND REMUNERATION COMMITTEE

In accordance with provisions of section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee of the Board was constituted to oversee the Company's nomination process for the senior management and to decide their salary, perquisites and commission / performance linked remuneration etc., to be paid to them and other employees within the broad frame-work of the Policy, merit and Company's performance.

Composition

As on 31st March, 2023 the members of the Nomination and Remuneration Committee are Mr. Jagjit Singh Kochar (Chairperson), Mrs. Malti Jaiswal and Mr. Sathvik Jain. Mr. Abhijeet Prasad (CS and Compliance Officer) acts as the Secretary to the Nomination and Remuneration Committee.

Nomination and Remuneration Committee Meeting

During the year, Four (4) meetings of the Nomination and Remuneration Committee were held on the following dates:

April 26, 2022; May 05, 2022; February 13, 2023; March 04, 2023;

The following table gives the composition of the Nomination and Remuneration Committee and the attendance record of members of the Committee as shown in the table below:

Sr. No.	Name of Member	Designation	Category	No. of Meetings Attended
1.	Mr. Jagjit Singh Kochar	Chairperson	Independent	4
2.	Mr. Rahul Gupta*	Member	Independent	2
3.	Mrs. Malti Jaiswal*	Member	Independent	2
4.	Mr. Sathvik Jain	Member	Independent	4

* Since Mr. Rahul Gupta, Independent Director has resigned from the Company his position as Member of the Nomination and Remuneration Committee also relinquished w.e.f. February 13, 2023. The Nomination and Remuneration Committee has been re-constituted on February 13, 2023 by appointment of Mrs. Malti Jaiswal as an Independent Director of the Company and as a Member of the Committee.

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Pursuant to Section 135 of Companies Act, 2013, the Corporate Social Responsibility became applicable to the Company during the Financial Year 2022-23 and hence Company constituted the Corporate Social Responsibility Committee of the Board of Directors with effect from May 25, 2022.

Composition

The composition of the CSR Committee is in line with provisions of Section 135 of the Companies Act, 2013. As on 31st March, 2023 the members of the Corporate Social Responsibility Committee are Mr. Sathvik Jain (Chairperson), Mrs. Kanika Bakshi and Mrs. Roshni Bakshi. Abhijeet Prasad (CS and Compliance Officer) acts as the Secretary to the Nomination and Remuneration Committee.

Corporate Social Responsibility Committee Meeting

During the year Two (2) meetings of the Corporate Social Responsibility Committee were held on the following dates:

May 25, 2022; March 31, 2023;

The following table gives the composition of the Corporate Social Responsibility Committee and the attendance record of members of the Committee as shown in the table below:

Sr. No.	Name of Member	Designation	Category	No. of Meetings Attended
1.	Mr. Sathvik Jain	Chairperson	Independent	2
2.	Mrs. Kanika Bakshi	Member	Executive	2
3.	Mrs. Roshni Bakshi	Member	Executive	2

Evaluation Criteria

The Company has adopted an Evaluation policy to evaluate performance of each director, the Board as a whole and its committees. Evaluation is also carried out by the Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act 2013 and Code for Independent Directors' as outlined under Schedule IV of the Companies Act, 2013. Such evaluation factors various criteria including contribution, domain expertise, strategic vision, industry knowledge, participation in discussions etc.

4. SUBSIDIARY COMPANIES

As on March 31, 2023, the Company does not have any subsidiary Company as defined under the Companies Act, 2013. Your Company does not have any material unlisted Indian subsidiary, and hence, is not required to nominate an Independent Director of the Company on the Board of any material unlisted subsidiary. The Policy on Material Subsidiaries can be accessed on the Company's website www.northernspirits.co.in

5. GENERAL BODY MEETING

Annual General Meetings

The Details of Last Three Annual General Meeting are as follows:

Financial Year	Date	Time	Venue	Details of Special Resolutions passed and postal ballot conducted during the year.
2021-22	15.09.2022	3:00 P.M.	Registered Office	No Special Resolutions were passed.
2020-21	30.09.2021	3:30 P.M.	Registered Office	Two Special Resolutions were passed namely - 1. Increase in the borrowing power in terms of section 180(1)(c) of the Companies Act, 2013. 2. Creation of Charges in terms of section 180(1)(a) of Companies Act, 2013. No postal ballot was conducted during the F.Y 2020-21.
2019-20	29.09.2020	11:30 A.M.	Registered Office	No Special Resolutions were passed. No postal ballot was conducted during the F.Y 2019-20.

Extra-ordinary General Meetings:

No Extra-Ordinary General Meetings were held during the F.Y. 2022-23.

Postal Ballot

Three special resolutions were passed during F.Y. 2021-22 through postal ballot notice dated March 28, 2023 for seeking approval of members regarding –

- i. Migration of Equity Shares of the Company from the SME platform to the main board of the BSE Limited
- ii. Listing of Equity Shares of the Company on the main board of National Stock Exchange Limited
- iii. Appointment of Mrs. Malti Jaiswal (08852633) as an Independent of the Company

Court Convened Meeting of Shareholders

During the year no Court Convened Meetings were convened and held.

6. MEANS OF COMMUNICATION

The Half Yearly Unaudited Results and the Annual Audited Financial Results of the Company are sent to the stock exchanges immediately after they are approved by the Board. Also, they are uploaded on the Company's website www.northernspirits.co.in. The results are published in accordance with the guidelines of the Stock Exchange.

The Company's website www.northernspirits.co.in contains a separate dedicated section 'Investor Relations' wherein shareholders' information including financial results is available. The Company's Annual Report is also available in a user- friendly and downloadable form.

The Company has designated the email-id info@northernspirit.in exclusively for investor servicing.

7. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting

The forthcoming AGM of the Company shall be held on Friday, the 22nd Day of September 2023 at 11.00 A.M. at the Registered Office of the Company situated at 5A, Woodburn Park Road, Woodburn Central, Unit-603, 6th Floor, Kolkata- 700020, West Bengal.

Financial Year:

Financial year of the Company commences on April 1 and ends on March 31.

Financial reporting for the 1st Half Year End i.e. September 30, 2022 – November 14, 2022

Audited yearly Results for the year ending March 31, 2023 - May 30, 2023

Date of Book Closure

Saturday, September 16, 2023 to Friday, September 22, 2023 (both days inclusive). No dividend is proposed by board of directors for payment.

Cut-off date for determining the names of shareholders eligible to vote

Friday, September 15, 2023

Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting

Friday, August 25, 2023

Listed on Stock Exchanges

The Shares of the Company are listed on the following Stock Exchanges:

1. BSE Limited (BSE), Scrip Code: 542628
P J Towers, Dalal Street, Mumbai- 400001

The Annual Listing Fees for the year 2023-24 has been paid in advance to the aforesaid Stock Exchanges. Company at the board meeting held on March 18, 2023 has proposed to seek approval of the members through Postal Ballot for migration of equity shares of the Company from SME platform to Main Board of BSE Limited as well as Listing of equity shares of the Company on the Main Board of National Stock Exchange of India Limited. The same has been approved by the members of the Company by requisite majority at the Postal Ballot voting results published by the Company April 29, 2023. The migration and listing process is already underway and shall be completed during the FY 2023-24.

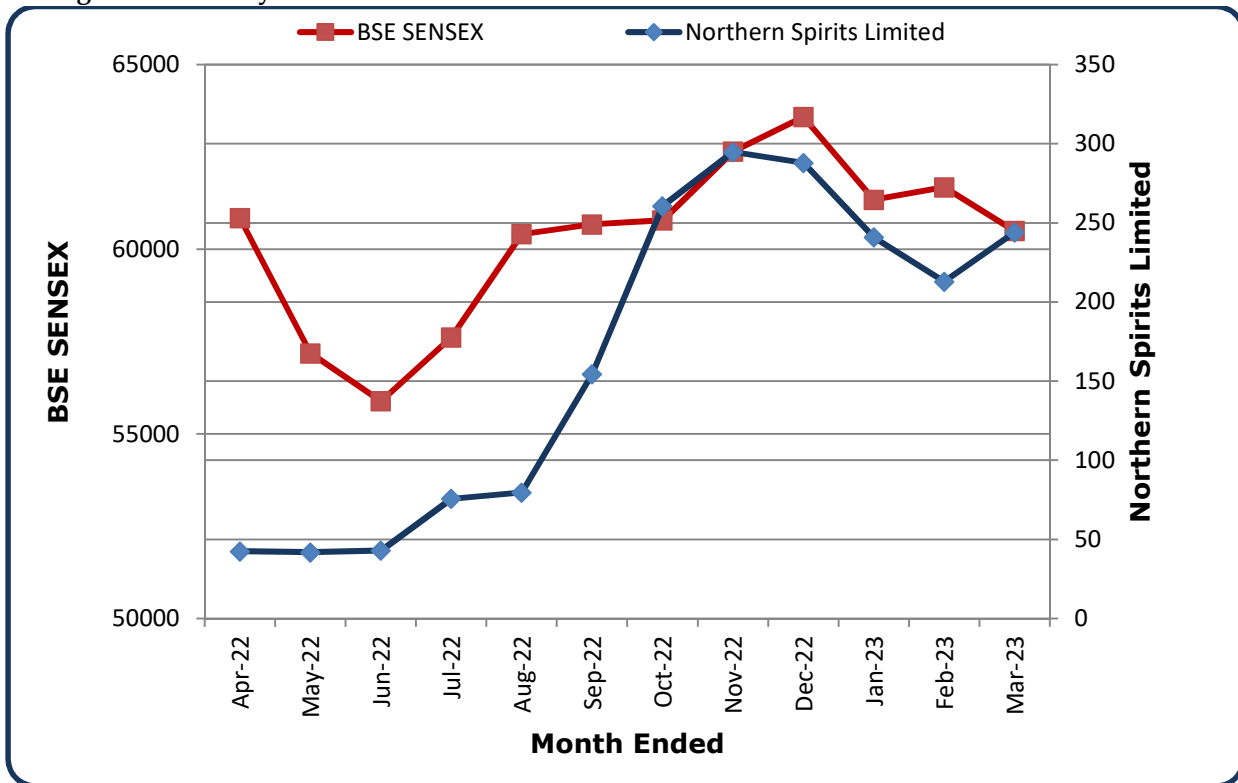
Market Price Data- High, Low During Each Month in Last Financial Year

The Equity Shares of the Company were listed on BSE Limited with effect from April 04, 2019. Monthly high and low quotations of shares traded on BSE Limited for the Year 2022-23 is given below -

Month	BSE	
	High Price	Low Price
Apr-22	42.50	28.00
May-22	41.90	31.15
Jun-22	43.05	36.00
Jul-22	75.75	34.00
Aug-22	79.75	43.00
Sep-22	154.5	60.20
Oct-22	260.70	132.55

Nov-22	294.80	217.95
Dec-22	287.95	190.35
Jan-23	241.00	178.70
Feb-23	213.00	184.00
Mar-23	244.10	174.80

Performance of the Company's equity shares (high price) in comparison to BSE Sensex and NSE Nifty during the financial year 2022-23:



Registrar & Transfer Agent

Maheshwari Datamatics Pvt Ltd is the Registrar and Transfer agent for handling both the share registry work relating to shares held in physical and electronic form at single point. The Share Transfers were duly registered and returned in the normal course within stipulated period, if the documents were clear in all respects.

The Shareholders are therefore advised to send all their correspondences directly to the Registrar and Transfer Agent of the Company at the below mentioned address:

Maheshwari Datamatics Pvt Ltd
 23, R.N Mukherjee Road, 5th Floor
 Kolkata- 700 001 West Bengal
 Tel.: (033) 2248 2248,
 Fax: (033) 2248 2248
 Email id: accounts@mdpl.in/
 mdpldc@yahoo.com
 Website: www.mdplin.in

However, for the convenience of Shareholders, correspondences relating to Shares received by the Company are forwarded to the Registrar and Transfer Agent for action thereon.

Share Transfer System

None of the shares are held in physical form.

Shareholding pattern of the Company as per category of shareholders as on March 31, 2023:

Category	No. of Shares	Percentage (%)
Promoter & Promoter Group	10749000	66.967
Public Shareholding	5302200	33.033
Others	Nil	Nil

Distribution of Shareholding as on March 31, 2023:

Sr. No.	No of Equity Shares Held	Holders	% age	No of Shares	% age
1.	1 To 500	-	-	-	-
2.	501 To 1000	88	26.9113	87702	0.5464
3.	1001 To 2000	42	12.8441	83298	0.5189
4.	2001 To 3000	82	25.0765	246000	1.5326
5.	3001 To 4000	11	3.3639	43200	0.2692
6.	4001 To 5000	8	2.4465	40000	0.2492
7.	5001 To 10000	47	14.3731	364000	2.2677
8.	10001 To above	49	14.9847	15187000	94.616
	Total	327	100	16051200	100

Outstanding ADRs/GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

Addresses for Correspondence:

For Share transfer/demat/remat of shares or any other query relating to shares:-

Maheshwari Datamatics Pvt Ltd
23, R.N Mukherjee Road, 5th Floor
Kolkata- 700 001 West Bengal
Tel.: (033) 2248 2248,
Fax: (033) 2248 2248
Email id: accounts@mdpl.in/mdpldc@yahoo.com
Website: www.mdplin.in

For Investor Assistance:

Mr. Ankush Bakshi – Managing Director
5A, Woodburn Park Road,
Woodburn Central, Unit-603, 6th Floor,
Kolkata- 700020, West Bengal
Tel: 033-35446094
E-mail: info@northernspirit.in

Website: www.northernspirits.co.in

Email for investors:

The Company has designated info@northernspirit.in as email address especially for Investors' Grievances.

Depositories:

National Securities Depository Limited

Trade World, 'A' Wing, 4th & 5th Floors,
Kamala Mills Compound,
Lower Parel, Mumbai – 400 013
Tel. No.: (022) 2499 4200
Fax No.: (022) 2497 6351
Email: info@nsdl.co.in
Website: www.nsdl.co.in

Central Depository Services (India) Limited

Marathon Futurex, A-Wing, 25th floor,
N M Joshi Marg, Lower Parel,
Mumbai – 400 013
Toll free No.: 1800-22-5533
Email: complaints@cDSLIndia.com
Website: www.cdslindia.com

SEBI has commenced processing of investor complaints in a centralized web-based complaints redress system i.e. SCORES. The Company has supported SCORES by using it as a platform for communication between SEBI and the Company.

Updation of Shareholders information:

The Shareholders of the Company are requested to intimate their latest Residential Address along with the details of their Shareholding in "Updation of Shareholder's Information Form" (which can be obtained from the Registered Office of the Company. The duly filled form for Updation of information may either be sent to the Company at its Registered Office or be hand-delivered at the Annual General Meeting of the Company.

10. OTHER DISCLOSURES

Basis of Related Party Transactions:

During the year 2022-23, there were no material individual transactions with related parties, which are not in normal course of business or are not on an Arm's Length basis. The statements in summary form of transactions with Related Parties in the ordinary course of business, if any, are placed periodically before the Audit Committee for its consideration and review. All disclosures related to financial and commercial transactions where Directors are interested are provided to the Board and the interested Directors neither participated in the discussion nor did they vote on such matters. The details of the Related Party Transactions, if any, during the year are given in the Notes forming part of financial statements.

Further, the Company has formulated a policy on materiality of Related Party Transactions in accordance with the Regulation 23 of the Regulations and the same is available on the website of the Company i.e. www.northernspirits.co.in

Risk Management Framework:

In pursuance to the Companies Act, 2013 and Regulation 17(9) of the Regulations, the Board of Directors of the Company has in place mechanisms to inform Board Members about the risk assessment and minimization procedures and periodical review to ensure that executive management controls risk by means of a properly defined framework.

Compliance by the Company:

A penalty amounting to Rs. 29,500 was levied on the Company by BSE Limited (BSE) regarding delay in appointment of Company Secretary pursuant to the SEBI (LODR) Regulations, 2015. Company made 25 days of delay in appointment of Company Secretary in the Company due to vacancy caused by resignation of the previous Company Secretary. Your Company has paid the penalty amount to BSE and also complied with the SEBI (LODR) Regulations, 2015 by appointing Mr. Abhijeet Prasad as the Company Secretary and Compliance Officer of the Company on April 26, 2022.

Apart from this, there were no instances of any non-compliance by the Company or any penalties imposed on the Company by SEBI or any other Statutory Authority, on any matter related to the Capital Markets, during the last three years.

Whistle Blower Policy/Vigil Mechanism:

The Whistle Blower Policy/Vigil Mechanism Policy of the Company has been formulated as per Regulation 22 of the Regulations and Section 177 of the Companies Act, 2013. The mechanism under the Policy has been appropriately communicated within the organization. The purpose of this policy is to provide a framework to promote responsible whistle blowing by employees. It protects the employees who wish to raise a concern about serious irregularities, unethical behaviour, actual or suspected fraud within the Company by reporting the same to the Audit Committee.

During the year, no unethical behavior has been reported. Further, the Company has not denied any personnel access to the Audit Committee and it will provide protection to Whistle Blower, if any, from adverse personnel action.

The Whistle Blower Policy of the Company is available on the website i.e. www.northernspirits.co.in

Policy on criteria for Determining Materiality of Events:

The Policy on criteria for determining Materiality of Events has been framed in accordance with Regulation 30 of the Regulations which defines the criteria for determining the materiality of events or information related to the Company provides that such information should be adequately disseminated in pursuance with the Regulations and further provides for the overall governance framework for such determination of materiality. The said policy is available on the website of the Company i.e. www.northernspirits.co.in

Code of Conduct and Corporate Ethics:

Company believes that Good Corporate Governance is the key to the Conduct of Company's Business in a transparent, reliable and vibrant manner. It is of paramount importance for any Company to create an atmosphere of faith, integrity, accountability, responsibility and financial stability by adhering to commitment, ethical business conduct, a high degree of transparency thereby unlocking the individual intellectual capabilities and enabling its Board of Directors to conduct its duties under a moral authority, which ultimately leads to enhance legitimate needs and value of the stakeholders. A copy of "Code of

Conduct for Board of Directors & Senior Management Personnel” formulated in terms of Regulation 17 of the Regulations has been posted at Company’s official website i.e. www.northernspirits.co.in

Policy for determining ‘material’ subsidiaries:

The policy to determine a material subsidiary has been framed and the same is available on the website of the Company i.e. www.northernspirits.co.in

Certificate from a Company Secretary in Practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority:

Certificate as required under Part C of Schedule V of Listing Regulations, received from Mrs. Puja Pujari (Membership No. 54368, CP No. 20171), Practicing Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors at their meeting held on July 22, 2021. The certificate given by Mrs. Puja Pujari published in this Report is annexed to this Corporate Governance Report as **Annexure – C**.

Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace.

The details relating to the number of complaints received and disposed of during the financial year 2022-23 are as under:

- a. Number of complaints filed during the financial year: **NIL**
- b. Number of complaints disposed of during the financial year: **NIL**
- c. Number of complaints pending as on end of the financial year: **NIL**

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

In order to prevent misuse of any unpublished price sensitive information (UPSI), maintain confidentiality of all UPSI and prohibit any insider trading activity and abusive self-dealing of securities, in the interest of the shareholders at large, the Company has framed a Code of Conduct for Prohibition of Insider Trading. The said Code prohibits the Designated Persons of the Company from dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company.

The details of dealing in Company’s shares by Designated Employees/Designated Persons are quarterly placed before the Audit Committee. The Code also prescribes sanction framework and any instance of breach of code is dealt in accordance with the same. A copy of the said Code is made available to all employees of the Company and compliance of the same is ensured.

Further the Company has framed a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the same is available on the website of the Company at www.northernspirits.co.in

Reconciliation of share capital audit

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central

Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Code of Conduct

The members of the Board and senior management personnel have affirmed the compliance with Code of Conduct applicable to them during the year ended March 31, 2023. **Annexure - A** of the Corporate Governance Report contains a certificate by the Managing Director/Whole-time Director in terms of SEBI (LODR) Regulations, 2015 on the compliance declarations received from Independent Directors, Non-executive Directors and Senior Management.

CEO/CFO Certification

Mr. Ankush Bakshi, Managing Director and Mr. Anuj Bakshi, Chief Financial Officer (CFO) of the Company have furnished to the Board, the requisite Compliance Certificate under Regulation 17(8) of SEBI LODR Regulations, 2015 for the financial year ended March 31, 2023.

The CEO/CFO Certificate is published as **Annexure-B** of this Corporate Governance Report.

For and on Behalf of the Board of Directors

Place: Kolkata
Date: May 30, 2023

s/d-
Ankush Bakshi
Managing Director
DIN: 02547254

Annexure - A

COMPLIANCE WITH CODE OF CONDUCT

In accordance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that during the year 2022-23, all the Directors and Senior Managerial personnel have complied with the Code of Conduct, as applicable to them, and have given a confirmation in this regard.

For Northern Spirits Limited

s/d-

Ankush Bakshi

Managing Director

DIN: 02547254

Place: Kolkata

Date: May 30, 2023

Annexure - B

CEO/CFO CERTIFICATE

We have reviewed financial statements and the cash flow statement for the year 2022-23 and that to the best of our knowledge and belief:

- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- 3) No transaction entered into by the Company during the above said period, which is fraudulent, illegal or violative of the Company's Code of Conduct.

Further, we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial statements and we have disclosed to the Auditors and the Audit Committee, wherever applicable:

- i. Deficiencies in the design or operation of internal controls, if any, which came to our notice and the steps we have taken or propose to take to rectify these deficiencies;
- ii. Significant changes in internal control over financial reporting during the year 2022-23;
- iii. Significant changes in accounting policies during the year 2022-23 and that the same have been disclosed in the notes to the financial statements;
- iv. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Northern Spirits Limited

s/d-

Anuj Bakshi

CFO

s/d-

Ankush Bakshi

Managing Director

Place: Kolkata

Date: May 30, 2023

Annexure - C

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

To,
The Board of Directors,
NORTHERN SPIRITS LIMITED
5A, Woodburn Park Road, Woodburn Central
Unit No 603, 6th Floor
Kolkata – 700020.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Northern Spirits Limited (CIN: L15500WB2012PLC185821) having Registered Office at 5A, Woodburn Park Road, Woodburn Central, Unit No 603, 6th Floor, Kolkata – 700020 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of Appointment in the Company	Cessation during the year (if any)
1	Mr. Ankush Bakshi	02547254	13.09.2012	-
2	Mr. Anuj Bakshi	02500120	13.09.2012	-
3	Mrs. Roshni Bakshi	08090225	21.03.2018	-
4	Mrs. Kanika Bakshi	08090236	21.03.2018	-
5	Mr. Jagjit Singh Kochar	06552295	11.06.2018	-
6	Mr. Sathvik Jain	07732825	04.08.2018	-
7	Mr. Rahul Gupta	05310120	04.08.2018	13.02.2023
8	Mrs. Malti Jaiswal	08852633	13.02.2013	-

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Puja Pujari
Practicing Company Secretary
Membership No. A54368
COP No. 20171

Place: Kolkata
Date: 17.08.2023

P.R CERTIFICATE NO: 3636/2023
UDIN: A054368E000816316

INDEPENDENT AUDITORS REPORT

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTHERN SPIRITS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **NORTHERN SPIRITS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and notes to the standalone financial statements including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2023, and its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements management is responsible for assessing the company's

ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Standalone Financial Statement

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 147 (3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair representation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the

standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Standalone Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in

“Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Company’s (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For J K S S & Associates
(Formerly known as J K Sarawgi & Company)
Chartered Accountants
FRN No.: 006836C

FCA Jeet Agarwal
Partner

Membership No.: 064038
UDIN: 23064038BGTUFE9184

Place: Kolkata
Dated: May 30, 2023

Re: NORTHERN SPIRITS LIMITED
ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

The Annexure referred to in our Independent Auditor's Report to the members of the company on the financial statements for the year ended 31st March, 2023, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
(B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all Property, plant and equipment are verified every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
(b) According to the information and explanations given to us and on the basis

of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

(iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ("GST"), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Duty of Excise, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Duty of Excise, Cess and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes.

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and

according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

- (d) According to the information and explanations provided to us during the course of audit, the company does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, Section 135 of the Companies Act, 2013 is not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- (xxi) The Company does not have any Holding Company / Subsidiary / Associate / Joint Venture. Accordingly, clauses 3(xxi) of the Order is not applicable.

For J K S S & Associates
(Formerly known as J K Sarawgi & Company)
Chartered Accountants
FRN No.: 006836C

FCA Jeet Agarwal
Partner

Membership No.: 064038
UDIN: 23064038BGTUFE9184

Place: Kolkata
Dated: May 30, 2023

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and regulatory Requirements' of our report of even date)

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

Opinion

We have audited the internal financial controls over financial reporting of **NORTHERN SPIRITS LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India" (ICAI).

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and the standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed

risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

For J K S S & Associates
(Formerly known as J K Sarawgi & Company)
Chartered Accountants
FRN No.: 006836C

FCA Jeet Agarwal
Partner

Place: Kolkata
Dated: May 30, 2023

Membership No.: 064038
UDIN: 23064038BGTUFE9184

ANNUAL ACCOUNTS

Northern Spirits Limited
Balance Sheet as at 31st March, 2023

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		(Rs. in Lakhs)	(Rs. in Lakhs)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	1,605.12	1,605.12
(b) Reserves and Surplus	2	6,738.49	5,625.11
(2) Non-Current Liabilities			
(a) Long Term Borrowings	3	778.25	1,003.84
(3) Current Liabilities			
(a) Short Term Borrowings	4	8,729.52	5,770.62
(b) Trade Payables	5	-	-
(b) Other current liabilities	6	23.34	21.77
(c) Short-term provisions	7	400.37	220.46
Total		18,275.09	14,246.91
II. Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	8	1,044.25	1,034.04
(b) Deferred Tax Asset	9	9.45	7.80
(2) Current assets			
(a) Inventories	10	5,148.69	4,055.81
(b) Trade receivables	11	10,692.24	6,327.46
(c) Cash and cash equivalents	12	729.46	1,029.50
(d) Short-term loans and advances	13	650.99	1,792.30
Total		18,275.09	14,246.91

The above balance sheet should be read in conjunction with accompanying notes.
The accompanying notes are an integral part of the Financial Statements

As per our report on even date
For J K S S & Associates
(Formerly J K Sarawgi & Company)
Chartered Accountants
FRN: 006836C

For and on behalf of the Board of Directors

(FCA JEET AGARWAL)
Partner
Membership number: 064038
UDIN: 23064038BGTUFE9184
Place: Kolkata
Date: May 30, 2023

Ankush Bakshi
Managing Director
DIN: 02547254

Anuj Bakshi
Executive Director &
Chief Financial Officer
DIN: 02500120

Northern Spirits Limited
Profit and Loss statement for the year ended 31st March, 2023

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		(Rs. in Lakhs)	(Rs. in Lakhs)
Revenue from operations	14	90,534.10	26,764.31
Other Income	15	32.01	13.99
Total Revenue		90,566.11	26,778.31
<i>Expenses:</i>			
Purchase of Stock-in-Trade	16	82,506.58	22,290.22
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	17	(1,092.88)	(344.84)
Employee benefit expense	18	287.96	239.77
Financial costs	19	777.65	499.80
Depreciation and amortization expense	8	22.91	12.27
Other expenses	20	6,560.68	3,284.36
Total Expenses		89,062.90	25,981.58
Profit before tax		1,503.21	796.73
CSR Expenses		11.50	
Tax expense:			
Current Tax		379.98	200.10
Deferred Tax Liability		(1.65)	(3.67)
Tax Expenses for Earlier Years			
Profit/(Loss) for the period		1,113.37	600.29
Basic & Diluted Earnings per equity share: (Rs)	32	6.94	3.74

The above balance sheet should be read in conjunction with accompanying notes.

The accompanying notes are an integral part of the Financial Statements

As per our report on even date

For J K S & Associates

(Formerly known as J K Sarawgi & Company)

Chartered Accountants

FRN: 006836C

For and on behalf of the Board of Directors

Ankush Bakshi

Managing Director
DIN: 02547254

Anuj Bakshi

Executive Director &
Chief Financial Officer
DIN: 02500120

(FCA JEET AGARWAL)

Partner

Membership number: 064038

UDIN: 23064038BGTUFE9184

Place: Kolkata

Date: May 30, 2023

Northern Spirits Limited
Cash Flow Statement for the year ended 31st March, 2023

Particulars	Figures as at the end of current reporting period (Rs. in Lakhs)	Figures as at the end of previous reporting period (Rs. in Lakhs)
A. Cash Flow from Operating Activities		
PROFIT BEFORE TAX	1,503.21	796.73
ADJUSTMENTS FOR:	22.91	12.27
Depreciation and amortization expense		
Interest paid	777.65	499.80
CSR Expenses	(11.50)	
Interest Income	(32.01)	(13.99)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,260.26	1,294.80
ADJUSTMENTS FOR: Inventories	(1,092.88)	(344.84)
Trade receivables	(4,364.79)	(1,653.93)
Loans and advances	1,141.31	812.33
Other Payables	(198.49)	(108.57)
CASH GENERATED FROM OPERATIONS	(2,254.58)	(0.21)
Interest Income	32.01	13.99
NET CASH FROM OPERATING ACTIVITIES	(2,222.57)	13.78
B. Cash Flow from Investing Activities		
Purchase of property, plant and equipment, Intangibles etc.	(33.13)	(29.65)
NET CASH USED IN INVESTING ACTIVITIES	(33.13)	(29.65)
C. Cash Flow from Financing Activities		
Proceeds from issue of share capital	0.00	0.00
Proceeds from Borrowings	374.41	245.34
Interest paid	(777.65)	(499.80)
NET CASH USED IN FINANCING ACTIVITIES	(403.24)	(254.46)
NET INCREASE IN CASH AND CASH EQUIVALENTS	(2,658.94)	(270.32)
OPENING CASH AND CASH EQUIVALENTS	(4,741.11)	(4,470.79)
CLOSING CASH AND CASH EQUIVALENTS	(7,400.05)	(4,741.11)

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS-7 "Statement of Cash Flows".

2. CASH AND CASH EQUIVALENTS:

Cash and cash equivalents as above	(7,400.05)	(4,741.11)
Cash credit facilities (Note 4)	(8,129.52)	(5,770.62)
Cash and cash equivalents (Note 11)	7.35	0.95
Other bank balances (Note 11)	722.11	1,028.55

The accompanying notes are an integral part of the Financial Statements

As per our report on even date

For J K S S & Associates
(Formerly known as J K Sarawgi & Company)
Chartered Accountants
FRN: 006836C

For and on behalf of the Board of Directors

(FCA JEET AGARWAL)

Partner

Membership number: 064038

UDIN: 23064038BGTUFE9184

Ankush Bakshi
Managing Director
DIN: 02547254

Anuj Bakshi
Executive Director &
Chief Financial Officer
DIN: 02500120

Place: Kolkata

Date: May 30, 2023

Northern Spirits Limited
Notes annexed to and forming part of Balance Sheet

NOTE 1: SHARE CAPITAL

Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting Period	
	Number of shares	Rs. in Lakhs	Number of shares	(Rs. in Lakhs)
(a) Authorised				
1900000 Equity shares of Rs.10/- each with voting rights	1,90,00,000	1,900.00	1,90,00,000	1,900.00
(b) Issued, Subscribed and Paid up				
16051200 Equity shares of Rs.10 each with voting rights	1,60,51,200	1,605.12	1,60,51,200	1,605.12
Total	1,60,51,200	1,605	1,60,51,200	1,605
List of Shareholders holding more than 5% share capital				
Name of Shareholders	No. of Shares	%	Value/Share	Total Value
Anuj Bakshi	48,09,600	29.96	10	481
Ankush Bakshi	58,09,600	36.19	10	581
Hitesh Mohan Patel	11,28,000	7.03	10	113
TOTAL	1,17,47,200	73.19		1,175

NOTE 1A. SHARES HELD BY PROMOTERS

Current Reporting Period				
Sr. No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Anuj Bakshi	48,09,600	29.96	0
2	Ankush Bakshi	58,09,600	36.19	0
3	Roshni Bakshi	10,000	0.06	0
4	Amita Bakshi	39,800	0.25	0
5	Kulbir Bakshi	70,000	0.44	0
6	Kanika Bakshi	10,000	0.06	0

Previous reporting Period				
Sr. No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	Anuj Bakshi	48,09,600	29.96	0
2	Ankush Bakshi	58,09,600	36.19	0
3	Roshni Bakshi	10,000	0.06	0
4	Amita Bakshi	39,800	0.25	0
5	Kulbir Bakshi	70,000	0.44	0
6	Kanika Bakshi	10,000	0.06	0

NOTE- 1B. STATEMENTS OF CHANGES IN EQUITY

Current Reporting Period				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
1,60,51,200	Nil	Nil	Nil	1,60,51,200

Previous reporting Period				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
1,60,51,200	Nil	Nil	Nil	1,60,51,200

NOTE 2: RESERVES AND SURPLUS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	(Rs. in Lakhs)	(Rs. in Lakhs)
(A) Securities Premium		
Opening balance	3,229.33	3,229.33
Closing balance	3,229.33	3,229.33
(B) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	2,395.78	1,795.49
Add: Profit / (Loss) for the year	1,113.37	600.29
Closing balance	3,509.16	2,395.78
Total (A+B)	6,738.49	5,625.11

NOTE 3: LONG TERM BORROWINGS

Particulars	Terms of Repayment	Interest Rate (22-23)	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
SECURED LOANS			(Rs. in Lakhs)	(Rs. in Lakhs)
GECL/Covid Loans from State Bank of India	Equated Monthly Installments	8.50% (1 Year MCLR + 1%)		1,003.84
Canara Bank			778.25	
TOTAL			778.25	1,003.84

NOTE 4: SHORT TERM BORROWINGS

Particulars	Terms of Repayment	Interest Rate (22-23)	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
SECURED LOANS			(Rs. in Lakhs)	(Rs. in Lakhs)
Loans from Banks Cash Credit Facilities State Bank of India Canara Bank	Payable on Demand	11.85% (1 Year MCLR + 1%)	2,912.02	5,553.12
WCDL Loan Canara Bank	Payable on Demand	8.65%	5,000.00	
GECL/Covid Loans from State Bank of India Canara Bank	Equated Monthly Installments	8.50% (1 Year MCLR + 1%)	217.50	217.50
From Director's	Payable on Demand		600.00	
TOTAL			8,729.52	5,770.62

NOTE 5: TRADE PAYABLES
Figures for the Current Reporting Period
(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	-	-	-	-	-
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-

Figures for Previous Reporting Period
(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	-	-	-	-	-
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-

NOTE 6: OTHER CURRENT LIABILITIES

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
Expenses Payable	(Rs. in Lakhs) 23.34	(Rs. in Lakhs) 21.77
Total	23.34	21.77

NOTE 7: SHORT TERM PROVISIONS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	(Rs. in Lakhs)	(Rs. in Lakhs)
(a) Provision - for TAX		
Provision for Income Tax (Current Years)	379.98	200.10
(b) Provision - Others		
Statutory Liabilities	20.39	20.37
Total	400.37	220.46

NOTE 8: FIXED ASSETS

(All amounts in Lakhs)

Particulars	Gross Block						Depreciation and Amortization						Net Book Value			
	As at 31st March, 2021	Additions	Withdrawals and adjustments	As at 31st March, 2022	Additions	Withdrawals and adjustments	As at 31st March, 2023	Up to 31st March, 2021	For the year	On Withdrawals and adjustments	Upto 31st March, 2022	For the year	On Withdrawals and adjustments	Upto 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
8A. Property, plant and equipment																
Fire Extinguisher	1.88	0.00	0.00	1.88		0.00	1.88	0.99	0.16	0.00	1.15	0.13	0.00	1.28	0.60	0.73
Air Conditioner	2.28		0.00	2.28	0.35	0.00	2.63	1.39	0.16	0.00	1.55	0.17	0.00	1.72	0.91	0.73
Furniture	24.43	25.71	0.00	50.14	7.85	0.00	57.99	17.84	2.61	0.00	20.45	8.29	0.00	28.74	29.25	29.69
Laptop	1.56	0.00	0.00	1.56		0.00	1.56	1.49	0.04	0.00	1.53		0.00	1.53	0.02	0.02
Intercom	0.32	0.00	0.00	0.32		0.00	0.32	0.17	0.03	0.00	0.20	0.02	0.00	0.22	0.10	0.12
Water Machine	0.25	0.00	0.00	0.25		0.00	0.25	0.14	0.02	0.00	0.16	0.02	0.00	0.18	0.07	0.08
Invertor	0.97	0.00	0.00	0.97		0.00	0.97	0.51	0.08	0.00	0.59	0.07	0.00	0.66	0.31	0.38
Computer	4.79	1.84	0.00	6.64	0.35	0.00	6.99	4.49	0.19	0.00	4.68	1.46	0.00	6.14	0.85	1.96
DVR	0.91	0.00	0.00	0.91		0.00	0.91	0.55	0.07	0.00	0.61	0.06	0.00	0.67	0.25	0.30
Bar Code Printer	2.13	0.00	0.00	2.13		0.00	2.13	1.14	0.18	0.00	1.32	0.15	0.00	1.47	0.66	0.81
Office at Woodburn Park	434.35	0.00	0.00	434.35		0.00	434.35	0.00	0.00	0.00	0.00		0.00	0.00	434.35	434.35
Office at Rajarhat	38.45	0.00	0.00	38.45		0.00	38.45	0.00	0.00	0.00	0.00		0.00	0.00	38.45	38.45
Land & Building	502.46	0.00	0.00	502.46		0.00	502.46	0.00	0.00	0.00	0.00		0.00	0.00	502.46	502.46
Maruti Eco Van	4.43	0.00	0.00	4.43		0.00	4.43	3.79	0.20	0.00	3.99	0.17	0.00	4.16	0.27	0.44
Printer	1.03	0.00	0.00	1.03		0.00	1.03	0.98	0.03	0.00	1.01		0.00	1.01	0.02	0.02
Bio Metric Machine	0.10	0.00	0.00	0.10		0.00	0.10	0.05	0.01	0.00	0.06	0.01	0.00	0.07	0.03	0.04
Scanning Machine	0.37	0.00	0.00	0.37		0.00	0.37	0.23	0.03	0.00	0.26	0.02	0.00	0.28	0.10	0.12
CCTV	1.90	0.00	0.00	1.90		0.00	1.90	0.78	0.20	0.00	0.99	0.17	0.00	1.15	0.75	0.92
Coffee Machine	0.13	0.00	0.00	0.13		0.00	0.13	0.06	0.01	0.00	0.07	0.01	0.00	0.08	0.05	0.06
Generator	2.20	0.00	0.00	2.20		0.00	2.20	0.99	0.22	0.00	1.21	0.18	0.00	1.39	0.81	0.99
Delivery Van	0.70	0.00	0.00	0.70		0.00	0.70	0.54	0.06	0.00	0.60	0.04	0.00	0.64	0.06	0.09
Electric Fittings	0.25	0.00	0.00	0.25		0.00	0.25	0.15	0.03	0.00	0.17	0.02	0.00	0.19	0.06	0.08
Mobile Phone	1.24	0.00	0.00	1.24		0.00	1.24	0.56	0.12	0.00	0.68	0.10	0.00	0.79	0.46	0.56
Water Purifier	0.12	0.00	0.00	0.12		0.00	0.12	0.06	0.01	0.00	0.07	0.01	0.00	0.08	0.05	0.06
Motor Car	70.90	0.00	0.00	70.90	24.58	0.00	95.48	47.84	7.20	0.00	55.04	10.98	0.00	66.02	29.46	15.86
Office Equipments	1.96	2.09	0.00	4.05		0.00	4.05	0.88	0.21	0.00	1.09	0.54	0.00	1.62	2.43	2.96
Television	0.97	0.00	0.00	0.97		0.00	0.97	0.43	0.10	0.00	0.53	0.08	0.00	0.61	0.36	0.44
Aqua Guard	0.25	0.00	0.00	0.25		0.00	0.25	0.11	0.02	0.00	0.14	0.02	0.00	0.16	0.09	0.11
Bar Code Scanner	2.35	0.00	0.00	2.35		0.00	2.35	0.91	0.26	0.00	1.17	0.21	0.00	1.39	0.96	1.18

Currency Counting Machine	0.08	0.00	0.00	0.08		0.00	0.08	0.03	0.01	0.00	0.04	0.01	0.00	0.05	0.03	0.04
TOTAL	1,103.76	29.65	0.00	1,133.40	33.13	0.00	1,166.53	87.09	12.27	0.00	99.36	22.92	0.00	122.28	1,044.25	1,034.04
											0.00			0.00		
8B. Intangible Assets (acquired)																
Track and Traces Software	0.41	0.00	0.00	0.41	0.00	0.00	0.41	0.41	0.00	0.00	0.41	0.00	0.00	0.41	0.00	0.00
TOTAL	0.41	0.00	0.00	0.41	.	0.00	0.41	0.41	0.00	0.00	0.41	0.00	0.00	0.41	0.00	0.00

Notes: Land and Building include gross amounts of INR 5,02,45,840 in respect of which the title deed is yet to be registered in the name of the Company.

Property plant and equipment pledged as security

NOTE 9: DEFERRED TAX ASSETS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	(Rs. in Lakhs)	(Rs. in Lakhs)
Opening Balance	7.80	4.14
Add/Less: During the year	1.65	3.67
Total	9.45	7.80

Movement in deferred tax assets balances	Opening Balance	Recognised in profit or loss
2022-23		
Deferred Tax assets in relation to:		
On fiscal allowances on property, plant and equipment, etc.	9.45	1.65
Total deferred tax assets	9.45	1.65
2021-22		
Deferred Tax assets in relation to:		
On fiscal allowances on property, plant and equipment, etc.	4.14	3.67
Total deferred tax assets	4.14	3.67

NOTE 10: INVENTORIES

(At lower of cost and net realisable value)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	(Rs. in Lakhs)	(Rs. in Lakhs)
Stock in Trade (acquired for Trading) (at lower of cost and net realisable value)	5,148.69	4,055.81
Total	5,148.69	4,055.81

NOTE 11: TRADE RECEIVABLES**Figures for the Current Reporting Period****(Rs. in Lakhs)**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables-Considered Goods	10,692.24	-	-	-	-	10,692.24
Undisputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Total	10,692.24	-	-	-	-	10,692.24

Figures for Previous Reporting Period**(Rs. in Lakhs)**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables-Considered Goods	6,327.46	-	-	-	-	6,327.46
Undisputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables-Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
Total	6,327.46	-	-	-	-	6,327.46

NOTE 12: CASH AND CASH EQUIVALENTS

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	(Rs. in Lakhs)	(Rs. in Lakhs)
A) Cash In Hand	6.65	0.86
B) Bank Balance		
In Current Accounts	0.70	0.09
In Fixed Deposit Accounts	722.11	1,028.55
Total	729.46	1,029.50

NOTE 13: SHORT TERM LOANS AND ADVANCES

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting Period
	(Rs. in Lakhs)	(Rs. in Lakhs)
Advances other than Capital Advances	128.79	1,554.64
Security Deposits		
Others	27.03	16.00
Balance with Government Authorities		
Vat Credit	42.92	18.55
Income Tax (Refundable) AY 2022-2023	3.01	
Income Tax (Current Year)	449.24	203.11
Total	650.99	1,792.30

NOTE 14: REVENUE FROM OPERATIONS

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	(Rs. in Lakhs)	(Rs. in Lakhs)
Sales of Products & Services *	90,534.10	26,657.02
Other Operating Revenues #		107.30
Total - Sales	90,534.10	26,764.31

*** Revenue from Contracts with Customers**

With effect from 1st April, 2018, the Company has adopted Ind AS 115 'Revenue from Contracts with Customers' that replaces Ind AS 18. It introduces a new five-step approach to measuring and recognising revenue from contracts with customers. Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for sales of goods and services to a customer.

Revenue Recognition

Sales for the Financial Year 2022-2023, of Rs. 9,05,34,10,330/-, includes the AED amount of Rs. 3,13,60,32,780/-

NOTE 15: OTHER INCOME

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	(Rs. in Lakhs)	(Rs. in Lakhs)
Interest Received	32.01	13.99
Total	32.01	13.99

NOTE 16: PURCHASES OF STOCK IN TRADE

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	(Rs. in Lakhs)	(Rs. in Lakhs)
Purchase of Stock in Trade	82,506.58	22,290.22
Total	82,506.58	22,290.22

NOTE 17: CHANGE IN INVENTORIES

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	(Rs. in Lakhs)	(Rs. in Lakhs)
<u>Inventories at the end of the year:</u>		
Stock in Trade	5,148.69	4,055.81
	5,148.69	4,055.81
<u>Inventories at the beginning of the year:</u>		
Stock in Trade	4,055.81	3,710.97
	4,055.81	3,710.97
Net (increase) / decrease	(1,092.88)	(344.84)

NOTE 18: EMPLOYEE BENEFIT EXPENSES

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	(Rs. in Lakhs)	(Rs. in Lakhs)
Salaries and Bonus	220.49	203.00
Staff Welfare Expenses	4.90	2.35
Employer's Contribution to PF, ESI	4.88	4.42
Director's Sitting Fees	0.10	
Director's Remuneration	57.60	30.00
Total	287.96	239.77

NOTE 19: FINANCE COST

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	(Rs. in Lakhs)	(Rs. in Lakhs)
Bank Interest & Bank Charges	721.92	475.76
Loan Processing Fees	55.73	24.03
Total	777.65	499.80

NOTE 20: OTHER EXPENSES

Particulars	Figures for the current reporting period	Figures for the previous reporting period
	(Rs. in Lakhs)	(Rs. in Lakhs)
Freight Outwards	138.00	17.77
Duties Paid**	5,651.62	2,873.02
Labour Charges	18.54	7.19
Packing Expenses & Delivery Charges	5.15	0.36
Clearing & Forwarding	166.45	18.64
Loading & Unloading Expenses	31.46	8.42
Electric Expenses	5.15	2.00
Audit Fees	0.75	0.75
Consultancy Charges/Legal Expenses	27.57	21.14
Rent Paid	136.17	92.13
Travelling Charges	8.16	3.67
Office Expenses	9.89	6.57
Insurance Charges	15.89	10.59
Miscellaneous Expenses	31.46	4.67
Printing & Stationery	8.14	2.60
Rates & Taxes	222.03	203.17
Telephone Expenses	2.32	1.22
Computer Software	0.11	0.85
Brokerage	3.29	3.27
Advertisement	0.53	
Repairs & Maintenance	27.86	2.77
Security Charges	14.67	-
Warehouse Charges	26.15	-
Godown Expenses	9.35	3.59
Total	6,560.68	3,284.36

*** Duties paid includes Excise and Custom Duties paid during the year.

NOTE 21. EMPLOYEE BENEFITS

Disclosure pursuant to Ind AS- 19 " Employee Benefits"

a. Defined Contribution Plans

Provident Fund:

Provident Fund covers substantially all permanent workmen. Contributions towards Provident Fund are made as a percentage of salary, as per regulations to a fund administered by

government authority.

The obligation of the Company is limited to the extent of contributions made on a monthly basis.

During the year, the Company has recognised the following amounts in the Statement of Profit & Loss, which are included in contribution to provident fund in the employee benefit expense.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Provident Fund	4.88	4.20

b. Defined Benefit Plans

Gratuity:

Currently, the Company does not have any employee who is eligible for payment of gratuity

The Company's activities exposes it to credit risk, liquidity risk and market risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, deposits with banks, trade receivables, loans and other financial assets measured at amortised cost	Review of receivables	Diversification of bank deposits, monitoring of credit limits and assessment of recoverability of loan from subsidiaries
Liquidity Risk	Borrowings and other financial liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market Risk- Interest Rate	Short-term borrowings at floating liabilities	Sensitivity Analysis of Interest rates	Diversified portfolio of fixed and variable interest rate loans
Market Risk- Foreign Exchange	Future commercial transactions, financial assets and liabilities not denominated in INR	Sensitivity Analysis	Cash flow forecasting

NOTE 22. OPERATING LEASES

The company's significant operating leasing arrangements are in respect of premises. These arrangements are usually renewable on mutually agreeable terms. The company has paid lease rental of Rs. 1,36,16,799/- during the year.

NOTE 23. CONTINGENT LIABILITIES

There is the Contingent Liability of Rs. 19.20 Crores, which is under the purview due to the excise Policy of West Bengal Government, against which the Company has created FD of Rs. 4.80 Crores

NOTE 24. CORPORATE SOCIAL RESPONSIBILITY

The Company had spent Rs. 11,50,000/- towards Corporate Social Responsibility under Section 135 of the Companies Act, 2013

NOTE 25. CAPITAL COMMITMENTS

There are no capital commitments during the period under review.

NOTE 26. RELATED PARTY TRANSACTIONS

List of Related Parties where control exists and related parties with whom transactions have taken place and relationships

Sr. No.	Name of the Related Party	Relationship
1	Ankush Bakshi	Key Managerial Personnel
2	Anuj Bakshi	
3	Roshni Bakshi	
4	Kanika Bakshi	

NOTE 27. The Company has not received intimation from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, disclosures relating to amount unpaid as on 31st March, 2023 together with interest paid or payable under this Act have not been given.

NOTE 28. The company does not have any derivative contracts as at 31st March, 2023

NOTE 29. Previous Year's figures have been regrouped/reclassified to confirm to the current year's classification.

NOTE 30. All amounts disclosed in the financial statements and notes have been rounded off to the nearest in Hundreds

NOTE 31.

Income Tax Expenses	Figures for the current reporting period	Figures for the previous reporting period
	(Rs. in Lakhs)	(Rs. in Lakhs)
A. Amount recognized in profit or loss current tax		
Income Tax for the Current Year	380	200
Adjustments/(credits) related to previous years	-	-
Total Current Tax	380	200
B. Deferred Tax		
Deferred Tax for the year	2	4
Total Deferred Tax	2	4

NOTE 32.

Additional notes to Financial Statements	Figures for the current reporting period	Figures for the previous reporting period
	(Rs. in Lakhs)	(Rs. in Lakhs)
Earnings per share Earnings per share has been computed as under		
a. Profit for the year	1,113	600
b. Weighted average number of Ordinary Shares outstanding for computing the basic earnings per share	1,60,51,200	1,60,51,200
c. Earnings per share on profit for the year (Face Value Rs. 10/- per share)		
Earnings per Equity Shares	6.94	3.74
Earnings per Equity Shares	6.94	3.74

NOTE 33 - RATIOS

Ratios	Numerator	Denominator	Current Reporting Period	Previous reporting period	% of Change
Current Ratio	Current Assets	Current Liabilities	1.88	2.20	-0.31
Debt Equity Ratio	Debt Capital	Shareholder's Equity	1.14	0.80	0.34
Debt Service coverage ratio	EBITDA-CAPEX	Debt Service (Int+Principal)	1.30	0.76	0.54
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity	0.69	0.37	0.32
Inventory Turnover Ratio	COGS	Average Inventory	15.81	5.41	10.40
Trade Receivables turnover ratio	Net Sales	Average trade receivables	8.47	4.23	4.24
Trade payables turnover ratio	Total Purchases (Fuel Cost + Other Expenses+Closing Inventory-Opening Inventory)	Closing Trade Payables	0.00	0.00	0.00
Net capital turnover ratio	Sales	Working capital (CA-CL)	11.22	3.72	7.50
Net profit ratio	Net Profit	Sales	0.0123	0.0224	-0.01
Return on Capital employed	Earnings before interest and tax	Capital Employed	1.4210	0.8077	0.61
Return on investment	Net Profit	Investment	-	-	-



NORTTHERN SPIRITS LIMITED

CIN: L15500WB2012PLC185821

5A, Woodburn Park Road, Woodburn Central, Unit 603,
6th Floor, Kolkata-700020, West Bengal

Tel: 033-35446094

E-mail: info@northernspirit.in