



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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SCRUTINIZER'S REPORT

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

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

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

- 3.1. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India)

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





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

3.2. The Company had hosted the Notice of Postal ballot on its website and the website of NSDL (E-voting Agency) and also intimated the same to BSE Limited on **28th March, 2023**.

3.3. Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, Notice of the Postal Ballot, was published on **29th March, 2023** in **Business Standard (English language newspaper - All India editions)** and **Sukhabar (Bengali language newspaper)**.

4. In terms of the aforesaid notice, Members' were required to convey their assent or dissent, as the case may be, only through the e-voting system, on the e-voting platform provided by National Securities Depository Limited ("NSDL") from **Thursday, March 30, 2023 at 09.00 A.M. (IST) to Friday, April 28, 2023 at 05.00 P.M. (IST)** ("the voting period").
5. On completion of the voting period of the Postal ballot, we unblocked the results of the e-voting on the NSDL e-voting platform and downloaded the results for scrutiny.
6. After the scrutiny of the e-voting results, we report that the Special Resolutions as contained in the Item Nos. 1 to 3 of the Notice of Postal Ballot dated 18th March, 2023 have been passed with requisite majority.

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

For S.N. ANANTHASUBRAMANIAN & CO.

Company Secretaries



S. N. Viswanathan

Partner | ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E000222038

28th April, 2023 | Thane

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Company Secretaries

Result of Postal Ballot

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

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

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

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

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

For S.N. ANANTHASUBRAMANIAN & CO.

Company Secretaries



S. N. Viswanathan

Partner

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Result of Postal Ballot

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

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

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

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

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

For S.N. ANANTHASUBRAMANIAN & CO.

Company Secretaries





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Result of Postal Ballot

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

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

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

For S.N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

S. N. Viswanathan



S. N. Viswanathan
Partner | ACS: 61955 | COP No.: 24335
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