

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

Notice is hereby given that an Extra-Ordinary General Meeting of the members of NORTHERN SPIRITS LIMITED (CIN: L15500WB2012PLC185821) will be held on Tuesday, January 28, 2025 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 special businesses: -

ITEM NO. 1

To fix borrowing powers under Section 180(1)(c) of the Companies, Act, 2013 and in this regard if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all the previous resolutions passed by the shareholders of the Company, in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013, read with the rules framed there under, the Articles of Association of the Company and other applicable laws [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the consent of the members of the Company be and is hereby accorded to the Board of Directors (“Board”), to borrow money for and on behalf of the Company from time to time as the Board may deem requisite and proper for the business of the Company, by way of loans, advances, deposits or otherwise, whether the same be unsecured or secured by guarantee of any bank, persons and /or secured by mortgage, charge, hypothecation or pledge, of all or any of the Company's assets, whether movable or immovable, on such terms and conditions as the Board may think fit, from, including without limitation, any Bank and/or other financial institution and/or foreign lender and/or anybody corporate/entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board, notwithstanding that the money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves and security premium account as per the latest annual audited financial statements of the Company, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs. 250 Crore (Rupees Two Hundred Fifty Crore only) and the aggregate of the paid-up capital, free reserves of the Company and security premium, whichever is higher.”

“RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

ITEM NO. 2

Authority for Creation of Charges on the Movable and Immovable Properties of the Company in respect of Borrowings under Section 180(1)(a) of the Companies, Act, 2013 and in this regard if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of all the previous resolutions passed by the shareholders of the Company, in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the allied rules framed there under, the

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

Articles of Association of the Company, and other applicable laws, if any, (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors, to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments, if any, to secure the amount borrowed by the Company or any third party from time to time, for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings which shall not, at any time exceed Rs. 250 Crore (Rupees Two Hundred Fifty Crore only) and the aggregate of the paid-up capital, free reserves of the Company and security premium, whichever is higher.”

“**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

ITEM NO. 3

Appointment of Mr. Dinesh Shaw (DIN: 10826257) as a Non-Executive Independent Director of the Company and in this regard if thought fit, to pass the following Resolution as a Special 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 re-enactment 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. Dinesh Shaw (DIN: 10826257) 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 November 02, 2024 up to November 01, 2029 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 and Mr. Pankaj Khanna, Company Secretary of the Company be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

For Northern Spirits Limited

Place: Kolkata
Date: December 16, 2024

Pankaj Khanna
(Company Secretary)
M. No. A27867

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

Notes:

- 1) A member entitled to attend and vote at the Extra-Ordinary General Meeting (EOGM) 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 carrying voting rights. A proxy so appointed shall not act as a proxy for any other person or shareholder.

- 2) The proxy holder shall prove his/her identity at the time of attending the meeting.
- 3) When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
- 4) 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.
- 5) 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.
- 6) 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 EOGM.
- 7) Explanatory Statement, pursuant to Section 102 of Companies Act, 2013 relating to Business as aforesaid to be transacted at this EOGM, is annexed.
- 8) In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the Listing Regulations, the Company has engaged the services of NSDL to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
- 9) Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **January 21, 2025**. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 10) Members are requested to bring their Attendance Slip.

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

- 11) In relation to permanent registration of email address, Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Pvt Ltd, 23 R. N Mukherjee Road, 5th floor, Kolkata – 700001, W.B.
- 12) All relevant documents referred to in the Explanatory Statement would be made available for inspection at the website of the Company at www.northernspirit.co.in
- 13) 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.
- 14) 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.
- 15) **Voting through electronic means:** In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on **January 21, 2025** (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the said rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL from a place other than the venue of the Meeting (remote e-voting).
- 16) **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting: From 9.00 a.m. (IST) on Saturday, January 25, 2025 and end of remote e-voting: Up to 5.00 p.m. (IST) on Monday, January 27, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **January 21, 2025**.
- 17) The members who have cast their votes by remote e-voting prior to the EOGM may also attend the EOGM, but shall not be entitled to cast their vote again or change it subsequently.
- 18) 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 EOGM through Poll/Ballot paper.
- 19) 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 EOGM in a fair and a transparent manner. The scrutinizer will submit, not later than 48 hours of the conclusion of the EOGM, a consolidated Scrutinizer's report of the total votes cast in favour

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

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.

- 20) 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.
- 21) 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.
- 22) The route map showing directions to reach the venue of the Meeting, is annexed.
- 23) **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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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

	<ol style="list-style-type: none">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the 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.4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> </p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<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/EasiRegistration4. 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,

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

	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:
--	------------------

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

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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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?

- 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.

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

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

For Northern Spirits Limited

Place: Kolkata

Date: December 16, 2024

Pankaj Khanna
(Company Secretary)
M. No. A27869

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated December 16, 2024 and shall be taken as forming part of the Notice.

ITEM NO. 1

To fix borrowing powers under Section 180(1)(c) of the Companies, Act, 2013.

Members of the Company are hereby informed that keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various banks and/or financial institutions and/ or any other lending institutions and/or bodies corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves and security premium of the Company. In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 (the “Act”) the power to borrow money in excess of the paid-up share capital, free reserves and security premium account and creation of security on such borrowing can be exercised by the Board of Directors only with the consent of the shareholders obtained by a special resolution.

In view of the above, the Board of Directors recommend the resolution as set out under Item No. 1 of the Notice of EOGM for approval of the Members of the Company as a special resolution. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether financially or otherwise, in the resolution mentioned at Item No. 1 of the Notice.

ITEM NO. 2

Authority for Creation of Charges on the Movable and Immovable Properties of the Company in respect of Borrowings under Section 180(1)(a) of the Companies, Act, 2013.

In the normal course of business, the Company from time to time is required to avail Term Loans, Working Capital, External Borrowings or any other financial accommodation. A charge on the assets/properties of the Company, both present and future, is normally given as security for such borrowings. As the documents to be executed for the creation of such charge/mortgages from time to time to secure such borrowings, may contain the power to take over the management of the Company in certain events, it is necessary for the shareholders to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for the creation of the mortgage/charge as set out in this resolution.

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a special resolution. Therefore, in order to enable the Board of Directors of the Company to borrow money for the business needs of the Company and to create such charges, mortgages and hypothecations to secure the amount borrowed by the Company, it is proposed to fix the borrowing limits to Rs. 250 Crore (Rupees Two Hundred Fifty Crore only) or as defined in the aforesaid resolutions.

As such, it is necessary to obtain approval of the shareholders by means of a special resolution, to enable the Board of Directors of the Company to create charge / mortgage / hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures / bonds, to secure the repayment of moneys borrowed by the Company (including

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

temporary loans obtained from the Company's Bankers in the ordinary course of business). As the documents to be executed between the Company and the lenders may contain the power to take over the management of the Company in certain events, it is necessary to obtain Members' approval under Section 180 (1) (a) of the Companies Act, 2013, by way of a special resolution.

The Board of Directors recommends the resolution set out in Item No. 2 of the Notice of EOGM for approval of the Members as a special resolution. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether financially or otherwise, in the resolution mentioned at Item No. 2 of the Notice.

ITEM NO. 3

Appointment of Mr. Dinesh Shaw (DIN: 10826257) as a Non-Executive Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on November 02, 2024 approved the appointment of Mr. Dinesh Shaw (DIN: 10826257) as an Additional Director in the category of Independent Director, not liable to retire by rotation, for a term of 5 (five) years with effect from November 02, 2024.

Pursuant to Regulation 17(1C) of the Listing Regulations, the directorship of Mr. Dinesh Shaw has to be approved by the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. The proposed special resolution as set out at Item No. 3 of this Notice, has been proposed keeping in sight the said requirement. Appropriate notice has been received from a member proposing candidature of Mr. Dinesh Shaw as a Director of the Company pursuant to Section 160 of the Act.

The Company has received declaration from Mr. Dinesh Shaw that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations. The Board opines that Mr. Dinesh Shaw fulfils the conditions specified under Section 149(6) and Schedule IV of the Act, Regulation 16 of the Listing Regulations and also that he is independent of the management. Mr. Dinesh Shaw is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority.

Mr. Dinesh Shaw, aged about 34 years is a qualified Company Secretary from the Institute of Company Secretaries of India. He has more than 8 (eight) years of rich and varied expertise in finance, accounts, taxation and law.

The Board of Directors recommends the resolution set out in Item No. 3 of the Notice of EOGM for approval of the Members as a special resolution. None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Dinesh Shaw are concerned or interested, whether financially or otherwise, in the resolution mentioned at Item No. 3 of the Notice.

For Northern Spirits Limited

Place: Kolkata
Date: December 16, 2024

Pankaj Khanna
(Company Secretary)
M. No. A27867

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

Details of Directors seeking appointment/re-appointment/continuation of the appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Dinesh Shaw
Father's Name	Shri. Jagdish Shaw
Designation of Director and Category	Independent Director, Non-Executive
Date of Birth / Age	11.04.1990 / 34 years
Nationality	Indian
Director Identification No.	10826257
Date of First Appointment on Board	02.11.2024
Terms and Conditions of Appointment	As per the Letter of Appointment
Experience and expertise in specific functional areas	Mr. Dinesh Shaw, aged about 34 years has more than 8 years of rich and varied expertise in finance, accounts, taxation and law.
Qualification	Company Secretary (CS) from the Institute of Company Secretaries of India
Directorship held in other Companies including listed companies	Nil
Names of listed entities from which he/she has resigned in the past three years	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Nil
Chairman/Member of the Committee of the Board of Directors of other companies in which he/she is a director	Nil
Relationships with other Directors, Manager and Key Managerial Personnel of the Company	No relation
Number of shares held in the Company	Nil
Remuneration drawn in financial year 2022-23 (including sitting fees, if any)	Not Applicable

NORTHERN SPIRITS LIMITED

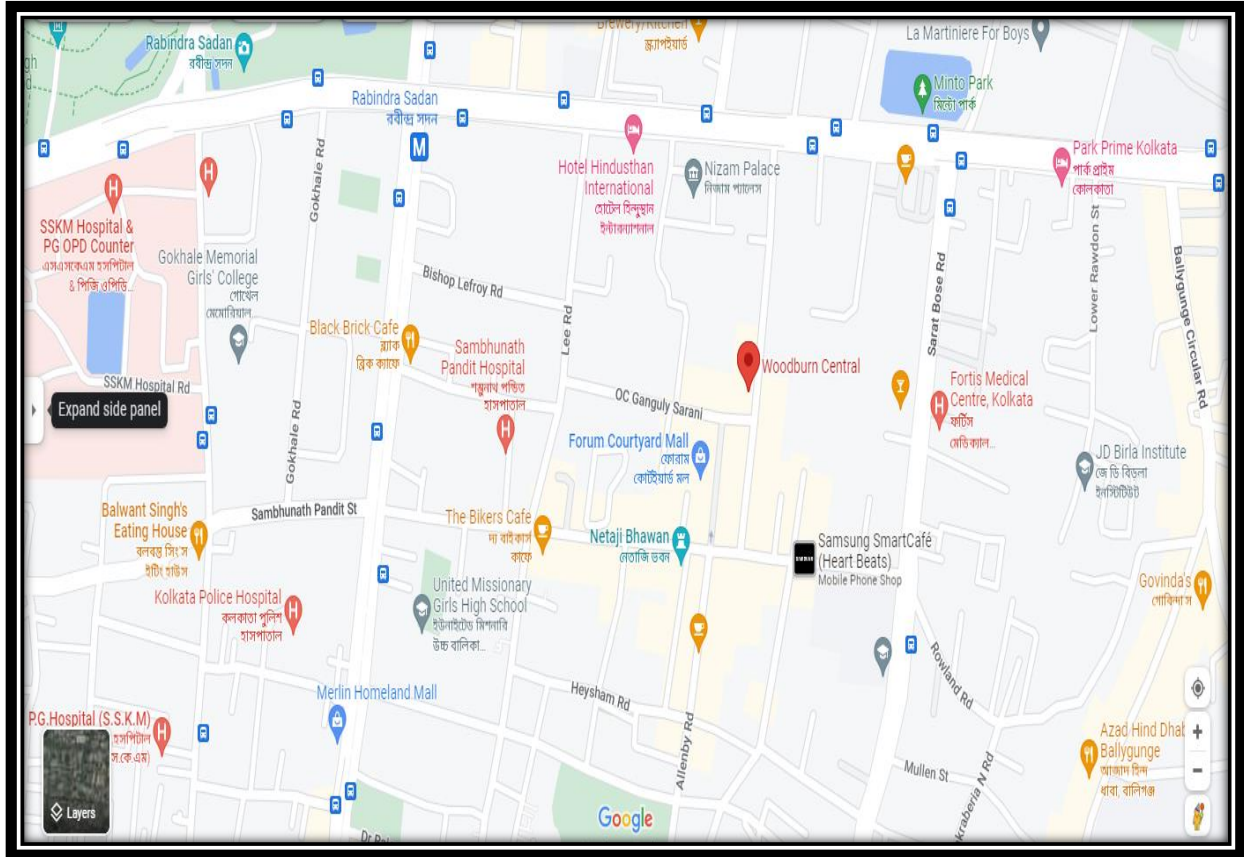
CIN: L15500WB2012PLC185821

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

ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY 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 Extra-Ordinary General Meeting of M/s. Northern Spirits Limited being held on Tuesday, 28th January, 2025 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 Extra-Ordinary General Meeting of the Company to be held on Tuesday, 28th January, 2025 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:

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

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

Item No.	Resolutions	For	Against
SPECIAL BUSINESS			
1.	To fix borrowing powers under Section 180(1)(c) of the Companies, Act, 2013.		
2.	Authority for Creation of Charges on the Movable and Immovable Properties of the Company in respect of Borrowings under Section 180(1)(a) of the Companies, Act, 2013.		
3.	Appointment of Mr. Dinesh Shaw (DIN: 10826257) as a Non-Executive Independent Director of the Company.		

Signed this day of 2025.

Signature of Shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s):

Notes:

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.