



## NORTHERN PROJECTS LIMITED

Registered Office :  
"TRINITY PLAZA", 3RD FLOOR  
84/1A, TOPSIA ROAD (SOUTH)  
KOLKATA-700 046, INDIA  
TEL : (033) 3021-6800, 2285-1079 & 81  
FAX : (033) 3021-6863  
E-mail : northernproj@northernproj.co.in  
CIN : L45400WB1983PLC035987

### NOTICE OF THE ANNUAL GENERAL MEETING TO THE MEMBERS

NOTICE is hereby given that the 36<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, the 31<sup>st</sup> day of August, 2019 at 1.00 p.m. at the Registered Office of the Company at "Trinity Plaza", 3<sup>rd</sup> Floor, 84/1A, Topsia Road (South), Kolkata-700046 to transact the following business:-

#### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. V. N. Agarwal (DIN 00408731), who retires by rotation at this Meeting and being eligible offers herself for re-appointment.

#### SPECIAL BUSINESS:-

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

#### **Re-appointment of Mr. A. K. Ghosh (DIN 01424368) as an Independent Director**

"RESOLVED THAT pursuant to the Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (effective from April 1, 2019), Mr. A. K. Ghosh (DIN 01424368) an existing Independent Director who has submitted declaration of independence under Section 149(6) of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and whose current term of office of five years be completed on conclusion of ensuing 36<sup>th</sup> Annual General Meeting be and is hereby re-appointed as Independent Director for a period of further five years from the conclusion 36<sup>th</sup> Annual General Meeting of the Company to the conclusion of 41<sup>st</sup> Annual General Meeting of the Company notwithstanding that Mr. A. K. Ghosh has already attained the age of Seventy Five years as on 1st April, 2019 and that his office shall not be liable to retire by rotation"

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

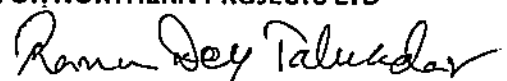
**Re-appointment of Mr. G. K. Agarwal (DIN 00752191) as an Independent Director**

**"RESOLVED THAT** pursuant to the Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. G. K. Agarwal (DIN 00752191) an existing Independent Director who has submitted declaration of independence under Section 149(6) of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and whose current term of office of five years be completed on conclusion of ensuing 36<sup>th</sup> Annual General Meeting be and is hereby re-appointed as Independent Director for a period of further five years from the conclusion 36<sup>th</sup> Annual General Meeting of the Company to the conclusion of 41<sup>st</sup> Annual General Meeting of the Company and that his office shall not be liable to retire by rotation"

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

REGISTERED OFFICE:  
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84/1A, TOPSIA ROAD (SOUTH),  
KOLKATA-700046  
CIN: L45400WB1983PLC035987  
DATE: 16<sup>TH</sup> APRIL, 2019

BY ORDER OF THE BOARD  
FOR NORTHERN PROJECTS LTD



[RANU DEY TALUKDAR]  
COMPANY SECRETARY