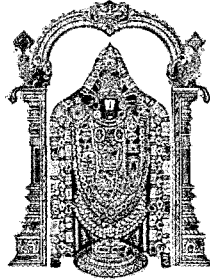


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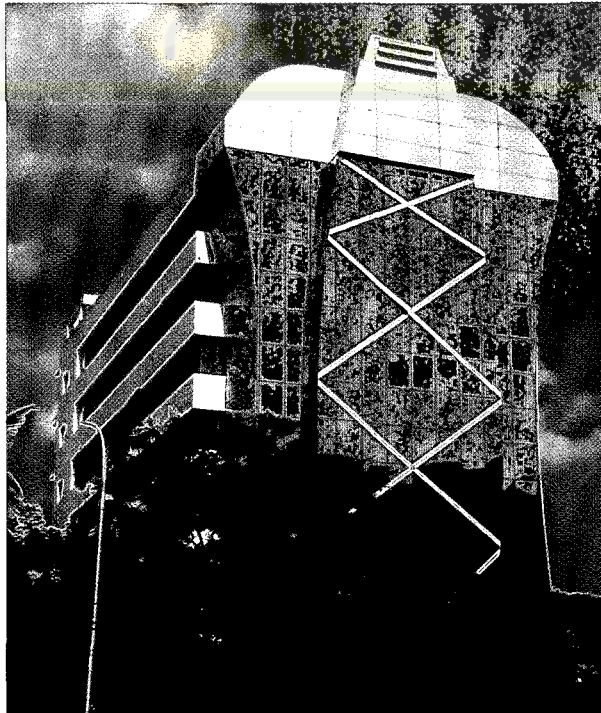


NARENDRA PROPERTIES LIMITED

2A, 3rd Floor, Wellington Estate
53, (old No.24), Ethiraj Salai, Chennai - 600 105.



NPL SEATTLE SQUARE



NPL - DEVI

**NARENDRA PROPERTIES LIMITED**

BOARD OF DIRECTORS : SRI S. RAMALINGAM
Chairman
SRI NARENDRA C. MAHER
Managing Director
SRI MAHENDRA K. MAHER
SRI JOHN K. JOHN
SRI R. SUBRAHMANIAN
SRI CHIRAG N. MAHER
Director - Operations
SRI NARENDRA SAKARIYA
SMT. MEENA SAKARIYA
SRI CHANDRAKANT UDANI

AUDITORS : SANJAY BHANDARI & CO.
Chartered Accountants
824, Poonamallee High Road
Chennai - 600 010.

BANKERS : UNION BANK OF INDIA
Broadway, Chennai - 600 108.
TAMILNAD MERCANTILE BANK LTD.
Chennai - 600 001.
BANK OF BARODA
Egmore, Chennai - 600 008.
HDFC Bank Limited
Anna Salai, Chennai - 600 002.

REGISTERED OFFICE : 2A, 3rd Floor, Wellington Estate
53 (Old No.24), Ethiraj Salai
Chennai - 600 105.

*(Members are requested to bring their copies of the Annual Report to the meeting)
(No gifts or compliments will be given to the members attending the meeting)*

NARENDRA PROPERTIES LIMITED**NOTICE**

The Shareholders,

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Company will be held at No.111, Lattice Bridge Road, Chennai-600041 at 9.00 AM on Thursday, the 24th September 2009 to transact the following business.

ORDINARY BUSINESS :

01. To receive, consider and adopt the Balance Sheet as on 31st March 2009 and the Profit and Loss Account for the year ended 31st March 2009 along with the Directors' and Auditors report thereon.
02. To appoint a Director in the place of the Director Mr Narendra Sakariya, who retires by rotation and being eligible is offering himself for reappointment.
03. To appoint a Director in the place of the Director Mr Chandrakant C Udani, who retires by rotation and being eligible is offering himself for reappointment.
04. To appoint a Director in the place of the retiring Director Mrs Meena Sakariya. The Director Mrs Meena Sakariya is not offering herself for re-appointment. The Company has received a Notice u/s 257 of the Companies Act, 1956, from a shareholder proposing the appointment of Mr Nishank Sakariya as a Director on the Board of the Company u/s 255 of the Companies Act, 1956, liable for retirement by rotation.
05. To appoint an auditor in the place of the retiring Auditors M/s Sanjay Bhandari & Co, Chartered Accountants, Chennai, who being eligible are offering themselves for reappointment and to fix their remuneration.

By order of the Board
for NARENDRA PROPERTIES LIMITED

NARENDRA C. MAHER
Managing Director

Place : Chennai

Dated : 24.06.2009

NOTES :

01. A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and such proxy need not be a member of the Company.
02. The instrument appointing a proxy duly stamped and executed for use at the meeting must be lodged at the registered office of the Company not less than 48 hours before the time fixed for the meeting.
03. An Explanatory Statement that is required to be annexed pursuant to the requirements of Section 173(2) of the Companies Act, 1956, in respect of the special business proposed in the notice is enclosed.
04. Members seeking any information with regard to accounts are requested to write to the Company at least 7 days in advance of the meeting so as to enable the management to keep the information ready.
05. Members are requested to bring their copies of the Annual Report with them to the meeting.
06. The Register of members and Share Transfer books shall remain closed from Thursday, the 10th September 2009, to Thursday, the 24th September 2009 (both days inclusive) for the purpose of the 14th AGM.
07. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Transfer Agents M/s Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai-600002. Shareholders holding shares in electronic form must send the advice about change in address to their respective Depository Participants and not to the Company.



NARENDRA PROPERTIES LIMITED

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE 14TH ANNUAL GENERAL MEETING PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEMS 2,3& 4:

The particulars required to be furnished under Clause 49 of the Listing Agreement relating to Directors retiring by rotation and seeking re-election is provided below:

| | | | |
|--|--|--|---|
| Name of the Director | Mr Narendra Sakariya | Mr Chandrakant C Udani | Mr Nishank Sakariya |
| Qualification | B.Com. | B.Sc. | B.Sc.(Economics & Management) |
| Age & Date of Birth | 46 years, 06.06.1963 | 56 years, 13.04.1953 | 21 years, 04.09.1987 |
| Nature of expertise in specific functional areas | He is having experience spanning about 20 years in the field of manufacturing and trading of metals and in the area of finance | He has extensive experience of about 34 years in administration, trading and marketing of various building materials | He has experience encompassing functional areas marketing, finance and commodities trading. |
| Names of other public companies in which they are Directors | Megh Sakariya International Private Limited - Director. | Nil | Megh Sakariya International Private Limited - Director. Scope Merchants Pvt Ltd - Director |
| Names of other Companies in which they are Members of Committees of the Board | Nil | Nil | Nil |
| Number of shares held in the Company | 960000 | Nil | Nil |

By order of the Board
for NARENDRA PROPERTIES LIMITED

NARENDRA C. MAHER
Managing Director

Place : Chennai
Dated : 24.06.2009

NARENDRA PROPERTIES LIMITED

**DIRECTORS' REPORT**

Dear Shareholder,

Your Directors have pleasure in submitting the Fourteenth Annual Report of your Company together with the Audited Accounts for the year ended 31st March 2009.

FINANCIAL RESULTS

The Audited Results for the year ended 31st March 2009 are given below :

| S.No. | Details | Year ended 31.03.2009 (Rs.) | Year ended 31.03.2008 (Rs.) |
|-------|---------------------------------------|-----------------------------------|-----------------------------------|
| 1 | Contract receipts | — | 9,92,68,875 |
| 2 | Sales | 14,43,81,278 | 1,52,20,688 |
| 3.1 | Income from operations | 7,46,508 | 27,50,180 |
| 3.2 | Other income | — | 37,645 |
| | Total | 14,51,27,786 | 11,72,77,388 |
| 4 | Total expenditure | 13,18,31,754 | 7,78,79,587 |
| 5 | Interest & finance expenses | 7,96,241 | 1,74,906 |
| 6 | Depreciation | 2,65,298 | 2,57,477 |
| 7 | Profit before tax | 1,22,34,493 | 3,89,65,418 |
| 8 | Provision for tax | | |
| | — Current year | (13,89,031) | (44,63,979) |
| | — Deferred Tax (Asset) | 17,405 | 9,453 |
| | — Fringe Benefit Tax | (48,763) | (35,658) |
| 9 | Taxation adjustments of Previous Year | — | — |
| | Excess provision reverted back | — | 6,42,538 |
| 10 | Profit after tax | 1,08,14,104 | 3,51,17,772 |
| 11 | Add: Surplus from previous year | 11,73,28,951 | 10,21,39,444 |
| 12 | Amount available for appropriations | 12,81,43,055 | 13,72,57,216 |
| 13 | Transfer to General Reserve | Nil | (33,00,000) |
| 14 | Proposed Dividend & Dividend Tax | Nil | (1,66,28,265) |
| | | 12,81,43,055 | 11,73,28,951 |

DIVIDEND

In order to conserve resources for use for acquisition of land and for working capital, your Directors are not recommending any dividend for the year ended 31st March 2009 (previous year dividend paid @ 20% or Rs 2 per equity share of Rs 10 each).

MANAGEMENT DISCUSSION AND ANALYSIS

A. Industry Structure and Developments

Your Company is a building construction company. It purchases and develops large tracts of land into residential houses, complexes and flats. It also undertakes construction of commercial complexes on a selective basis. The operations of the Company are presently confined to localities in and around Chennai and its suburbs.

The prospects for the industry is dependent on general economic development and the resultant generation of disposable income in the hands of the consumers who are the flat buyers. The extent of liquidity in the system and the cost of borrowings by the end-users also has a direct bearing on the aggregate demand for residential apartments.

B. Performance

Your Company reported a total income of Rs 1451.28 lakhs during the year ended 31st March 2009 as against Rs 1172.77 lakhs during the previous year. The profit after tax was Rs 108.14 lakhs for the year ended 31.3.2009 as against Rs 351.17 lakhs achieved during the previous year. The variation in the total income is due to the reason that the Company follows the completion method of accounting for the contracts.

C. Segmentwise Performance

Your Company undertakes construction projects at Chennai and its suburb. The activities of your Company falls under single segment namely Construction of Buildings (Residential & Commercial).

The various projects which the company has executed and which is still in progress is given herein below:

- i. The Residential Project 'NPL Redmond Square' at Sholinganallur has been completed during the year. This project is in the vicinity of the Chennai IT Corridor. The Company is building luxury flats which are designed to cater to the requirement of HNI's.
- ii. The Company is owning lands at Kelambakkam and Sholinganallur for promoting residential / commercial projects. The Company has already obtained sanction for its project at Kelambakkam and it will be launched during the year. The Company has already applied for sanction for the project at Sholinganallur. These projects are in the vicinity of the Chennai IT Corridor and they are expected to fetch good response from the buyers.

D. Concerns

The cataclysmic events that has occurred during the previous year which has resulted in economic slowdown has had a direct impact on the demand for residential flats and houses. Land availability within the city limits remains a cause for concern. Your Company has adopted the conscious policy of developing residential projects at suburbs close to the IT Corridor to the south of Chennai. Your Company was able to market the flats successfully under challenging circumstances.

Even though the economic slowdown has somewhat halted the spiraling of prices of essential raw materials like cement, steel, blue metal etc., the prices are still ruling high.

NARENDRA PROPERTIES LIMITED

The demand for flats is also dependent to a large extent on the interest rate applicable on housing loans. The interest rate was volatile all through the year which has caused uncertainty in the minds of the home buyers making them postpone their decision to buy the residential apartments.

E. Outlook

In view of the large extent of unmet demand for residential units amongst the large section of working class population, the demand for residential units is bound to be always there. Your Company is conscious of this and it has devised plans to capitalize on the situation by constantly striving to balance its operations and costs so that it could offer its products at a competitive price affordable to the buyers.

F. Internal Control Systems

Your company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition.

G. Human resources and industrial relations

Your company has well qualified and experienced technical, financial and administrative staff to cater to its business requirements. The relations with the employees of the company remained cordial throughout the year.

None of the employees are in receipt of remuneration in excess of the limits prescribed under Section 217 (2A) of the Companies Act, 1956.

CORPORATE GOVERNANCE

Your Company is fully compliant with the requirements of Corporate Governance Code as prescribed under the revised Clause 49 of the Listing Agreement. A report on Corporate Governance is annexed and it forms part of this report.

DIRECTORS

The Directors Mr Narendra Sakariya and Mr Chandrakant C Udani will be retiring by rotation at the ensuing Annual General Meeting and they being eligible are offering themselves for reappointment.

The Director Mrs Meena Sakariya is also retiring by rotation at the ensuing Annual General Meeting. However, she is not offering herself for re-appointment.

The Company has received a notice from a shareholder of the Company along with the requisite deposit u/s 257 of the Companies Act, 1956, proposing the appointment of Mr Nishank Sakariya as the Director on the Board of the Company u/s 255 of the Companies Act, 1956, liable for retirement by rotation.

AUDITORS

M/s Sanjay Bhandari & Co, Chartered Accountants, Chennai will be retiring at the ensuing Annual General Meeting and, being eligible, are offering themselves for reappointment.

NARENDRA PROPERTIES LIMITED***CONSERVATION OF ENERGY, ETC***

As the Company is basically a construction company, the Provisions of Sec. 217 (1) (e) of the Companies Act, 1956 so far as the information relating to conservation of energy and technology absorption is not applicable to the Company. The Company has not earned any revenue in foreign exchange and it has also not incurred any expenditure in foreign currency.

Your Company is taking active steps to adopt the energy conservation measures prescribed under Energy Conservation Building Code (ECBC) issued by Bureau of Energy Efficiency (BEE). Your Company has taken conscious steps to ensure that the buildings are designed for ensuring optimum use of electrical power for cooling, heating and lighting of interior and exterior.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors' state that :

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any.
- (ii) 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 the profit and loss account of the company for that period.
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) the directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the various Governmental authorities, the Company's Bankers Bank of Baroda, Union Bank of India, HDFC Bank Limited, Tamilnadu Mercantile Bank Limited and all the customers, suppliers and contractors who have supported the efforts of the Company at every critical stage.

Your Directors also wish to place on record the dedicated services rendered by the employees of the Company at all levels.

By order of the Board
for and on behalf of the Board of Directors

Place : Chennai
Dated : 24.06.2009

S. RAMALINGAM
Chairman



NARENDRA PROPERTIES LIMITED

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of **M/s. Narendra Properties Limited**

We have examined the compliance of conditions of Corporate Governance by M/s. Narendra Properties Limited., for the year ended 31st March 2009, as stipulated in clause 49 of the Listing Agreement entered into by the Company with stock exchange(s).

The compliance of Corporate Governance is the responsibility of the management. Our responsibility was limited to procedures and implementation thereof, adopted by the Company of ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

The registrar and the share transfer agent of the company for equity shares have certified that there were no investor grievances remaining unattended / pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

for **SANJAY BHANDARI & CO.,**
Chartered Accountants

Place : Chennai
Dated : 24.06.2009

SANJAY BHANDARI
Partner

REPORT ON CORPORATE GOVERNANCE (As required under Clause 49 of the Listing Agreement)

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The company is in the business of building construction for residential/commercial purposes. As a public listed company in India, it scrupulously adheres to the requirements of the listing agreements executed with the Stock Exchanges. The Company has complied, in all material respects, with the requirements of Corporate Governance as specified in the listing agreement.

II. BOARD OF DIRECTORS

- i. The Company has a Non-Executive Chairman. The Company's Board comprises nine Directors of whom four are Independent Directors (44%) and five are Non-Independent Directors (56%). The number of Non-Executive Directors is seven (78%). The composition of the Board is in conformity with Clause 49 of the Listing Agreement.
- ii. None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in Clause 49, across all the Companies in which he/she is a Director. Necessary disclosures regarding Directorship / Committee positions held by the Directors in other public companies as at 31st March 2009, have been made by the Directors.