

NORTHERN PROJECTS LIMITED

DIRECTORS

V. N. AGARWAL
A. K. GHOSH
G. K. AGARWAL

AUDITORS

SALARPURIA & PARTNERS
7, CHITTARANJAN AVENUE
KOLKATA - 700 072

BANKERS

UNITED BANK OF INDIA
UCO BANK

REGISTERED OFFICE

TRINITY PLAZA, 3rd FLOOR
84/1A, TOPSIA ROAD (SOUTH)
KOLKATA - 700 046

NORTHERN PROJECTS LIMITED

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting their Annual Report together with the Audited Accounts of the company for the Financial year ended 31st March, 2014.

	2013 - 2014 (₹)	2012 - 2013 (₹)
FINANCIAL RESULTS		
Total Revenue	6,262,237	4,530,643
Net Profit before Taxation	121,458	1,115,222
Less : Provision for Taxation	120,000	220,000
Provision for Deferred Tax	15,997	21,555
Net Profit/(Loss) after Taxation	(14,539)	873,667
Less : Transfer to RBI Reserve Fund	—	174,733
Add : Balance brought forward	157,847,634	157,148,700
Balance Carried Forward to Balance Sheet	157,833,095	157,847,634

COMPANY PERFORMANCE

The working results of your Company during Financial year ended on 31st March, 2014 was not satisfactory.

DIVIDEND

The Directors have considered not recommended any dividend for the year under review.

DIRECTORS

Mr. G. K. Agarwal, Director retires by rotation and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956 the Directors state as follows:-

- That in the preparation of the Annual Accounts for the financial year ended 31st March, 2014 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review;
- That 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;
- That the Directors had prepared the accounts for the financial year ended 31st March, 2014 on a 'going concern' basis.

AUDITORS

M/s Salarpuria & Partners, Chartered Accountants, Auditors of the Company, hold office till the conclusion of this

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Annual General Meeting. They have expressed their willingness to continue as the Statutory Auditors of the Company, if so reappointed and have furnished to the Company the requisite certificate to the effect that their re-appointment if effected would be within the limits prescribed under section 224(1B) of the Companies Act, 1956. Accordingly, approval of the Shareholders will be sought at the ensuing Annual General Meeting of the Company to the re-appointment of and remuneration payable to M/s Salarpuria & Partners, Chartered Accountants, as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

PUBLIC DEPOSIT:

The provisions of Section 58A of the Companies Act, 1956 and the rules framed thereunder in respect of acceptance of deposits are not applicable to your Company.

PARTICULARS OF EMPLOYEES:

Disclosures in terms of sub-section (2A) of section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable to your Company.

INFORMATION AS TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 in respect of Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo are not applicable during the year under review.

ACKNOWLEDGEMENT:

Your Directors would like to thank shareholders, bankers and all other business associates for the continuous support given by them to the Company and their confidence in its management.

FOR AND ON BEHALF OF THE BOARD

V. N. AGARWAL
G. K. AGARWAL
DIRECTORS

Place: Kolkata
Date: 28th May, 2014

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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS,

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **NORTHERN PROJECTS LIMITED**, which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b. in the case of the Statement of Profit and Loss, of the loss for the year ended on that date, and
- c. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

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2. As required by section 227(3) of the Act, we report that:

- (i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (ii) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- (v) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For SALARPURIA & PARTNERS
Chartered Accountants
ICAI Reg. No. 302113E

Place : Kolkata
Date: 28th May, 2014

Arabinda Ghosh
Membership No. 51855

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ANNEXURE TO THE AUDITORS' REPORT

1.
 - a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on physical verification as confirmed by the Management.
 - c) No substantial part of fixed assets has been disposed off during the year, which would effect the going concern assumption.
2. As there is no inventory comments on clauses ii (a), (b) & (c) are not applicable to the company.
3. (a) The company has granted unsecured loan to companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year, details are as follows:

Name of the Company	Opening	Loan Given	Loan Refunded	Maximum amount involved during the year	Balance outstanding at the year end (Excluding Interest)
Asutosh Enterprises Ltd.	46,450,000	575,000	3,500,000	46,650,000	43,525,000
V. N. Enterprises Ltd.	NIL	20,000,000	NIL	20,000,000	20,000,000

- (b) In our opinion, the rates of interest and terms and conditions on which loans has been given to parties listed in the register maintained U/s. 301 are not, prima facie, prejudicial to the interest of the company.
 - (c) The receipt of the principal amount and interest are regular as per mutual consent.
 - (d) There is no over due amounts of loan given.
 - (e) As per information and explanation given to us, the company not taken secured/unsecured loans/ advance from companies, firms or any other parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence comments on Clauses iii (f) to (g) are not applicable.
4. On the basis of checks carried out during the course of audit and as per explanations given to us, we are of the opinion that there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase and sale of fixed assets and investments. During the course of our audit, no major weakness has been noticed in the internal control system.
5.
 - a) In our opinion & according to the information & explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered into the register maintained u/s.301 of the Companies Act, 1956 have been so entered.
 - b) In our opinion & according to the information & explanations given to us, these transactions have been made at prices which are reasonable having regards to the prevailing market prices at the relevant time.
6. The company has not accepted public deposits and so the provisions of Sec.58A, 58AA and any other relevant provisions of the Act does not apply to the company.
7. As per the explanation and information given to us, the company has an internal audit system commensurate with the size and nature of the business.