

NORTHERN PROJECTS LIMITED

CIN: L45400WB1983PLC035987

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting (AGM) of the Members of **NORTHERN PROJECTS LIMITED** will be held on Thursday, the 29th day of September, 2016 at 4.00 p.m. at the Registered Office of the Company at "Trinity Plaza", 3rd Floor, 84/1A, Topsia Road (South), Kolkata-700046 to transact the following business:-

ORDINARY BUSINESS:-

- I. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Directors' and Auditors' Reports thereon.
- II. To appoint a Director in place of Mrs. Premlata Agarwal (DIN 00752110), who retires by rotation at this Meeting and being eligible offers herself for re-appointment.
- III. To re-appoint M/s Salarpuria & Partners, Chartered Accountants (FRN 302113E), as the Auditors of the Company, who retire at the conclusion of this Annual General Meeting, to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.

**REGISTERED OFFICE:
TRINITY PLAZA, 3RD FLOOR,
84/1A, TOPSIA ROAD (SOUTH),
KOLKATA-700046
DATE: 28.05.2016
CIN: L45400WB1983PLC035987**

**BY ORDER OF THE BOARD
FOR NORTHERN PROJECTS LTD**

**Sd/-
(G. K. AGARWAL)
DIRECTOR**

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company.** Proxies in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules 2014, a person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.

2. The Register of Members and Share Transfer Books will remain closed from 26th September, 2016 to 28th September, 2016 (both days Inclusive).
3. The notice of the Meeting will be available at the Company's website <https://www.northernproj.co.in> and the website of the National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>
4. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing Members the facility to exercise their right to vote on all resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by the National Securities Depository Limited (NSDL).
5. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
6. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
7. The remote e-voting period shall commence on September 26, 2016 at 9:00 am and end on September 28, 2016 at 5:00 p.m. During this period the Members of the Company as on the cut-off date of September 22, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
8. The process and manner for remote e-voting are as under:-
 - a) *In case a Member receives an email from NSDL [for members whose email ID are registered with the Company/Depository Participant]*
 1. Open email and open PDF file viz; "remote e-voting.pdf" with your Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>
 3. Click on Shareholder - Login
 4. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note

new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 7. Select “EVEN” of “Name of the company”.
 8. Now you are ready for remote e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 10. Upon confirmation, the message “Vote cast successfully” will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scan copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter together with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to guptarinku123@gmail.com with a copy marked to evoting@nsdl.co.in
- b) *In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company or requesting physical copy]*

1. Initial password is being provided separately:

<u>R-EVEN</u> <u>(REMOTE E-VOTING EVENT NO.)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>

2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.
9. In case of any queries, you may refer FAQs for Members and remote e-voting User Manual for Members available at the Download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
10. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
11. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2016.
12. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 22, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Issuer at northernproj@northernproj.co.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

13. A person, whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
14. Ms. Rinku Gupta, Company Secretary in Practice (Membership No. ACS-25068) has been appointed as the Scrutinizer for providing facility to the Members and to scrutinize the voting and remote e-voting process in a fair and transparent manner.
15. The Chairman of Meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
16. The Scrutinizer shall after the conclusion of voting at the AGM, 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 not in the employment of the Company and shall make, not later than three days of conclusion of AGM, a consolidated scrutinizer's report of total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the Company's website and on the website of NSDL immediately after its declaration and shall also be communicated to the Stock Exchanges.

REGISTERED OFFICE:
TRINITY PLAZA, 3RD FLOOR,
84/1A, TOPSIA ROAD (SOUTH),
KOLKATA-700046
DATE: 28.05.2016
CIN: L45400WB1983PLC035987

BY ORDER OF THE BOARD
FOR NORTHERN PROJECTS LTD

Sd/-
(G. K. AGARWAL)
DIRECTOR

DISCLOSURE OF DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	MRS. PREMLATA AGARWAL
Date of Birth	29.01.1949
Date of First Appointment	31.03.2015
Qualifications	GRADUATE
No. of shares held	NIL
Nature of Expertise	Having vast experience in overall Business Administration.
Other Directorships	1. Tea Time Limited 2. Neptune Exports Limited 3. Orient International Limited 4. Hindusthan Parsons Limited 5. HSM Investments Limited 6. Sagarpriya Distributors Private Limited

NORTHERN PROJECTS LIMITED

DIRECTORS

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

AUDITORS

SALARPURIA & PARTNERS
7, CHITTARANJAN AVENUE
KOLKATA - 700 072

BANKERS

UNITED BANK OF INDIA
HDFC BANK LTD

REGISTERED OFFICE

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

NORTHERN PROJECTS LIMITED

DIRECTORS' REPORT

To the Members,

The Directors of the Company have pleasure in presenting their Annual Report together with the Audited Accounts for the Financial year ended 31st March, 2016.

COMPANY PERFORMANCE

	<u>2015 - 2016</u>	<u>2014 - 2015</u>
	(₹)	(₹)
FINANCIAL RESULTS		
Total Revenue	4,102,171	4,777,856
Loss before Depreciation	(491,354)	(776,691)
Less: Depreciation	205,320	450,194
Net Loss before Tax	(286,034)	(326,497)
Less: Provision for Taxation	10,777	150,363
Net Loss after Tax	(296,811)	(176,134)
Add : Opening Balance in Profit & Loss Account	157,656,961	157,833,095
Less: Transferred to RBI Reserve Fund	—	—
Closing Balance	<u>157,360,150</u>	<u>157,656,961</u>

DIVIDEND

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report for the year under review is appended below:

A. BUSINESS

The Company is engaged in the business of Investment, Finance, Steel Fabrication and Allied Services. The manufacturing unit is located at Kolkata. Arrangements are in hand to diversify its line of business for the future growth and prosperity.

B. REVIEW OF OPERATIONS & FUTURE PROSPECTS

Your Directors sincerely feel that operations of your Company in the business of Investment, Finance and Other services will start showing signs of improvement. Steps are in hand to achieve further improvements in its business.

C. OPPORTUNITIES AND THREATS, RISKS AND CONCERNS

Your Company's objective is to effect continuous improvement in its business. However, the main causes of concern of your company in the years to come are i) Reduction in the industrial growth rate, ii) Uncertain Government policy in use.

D. INTERNAL CONTROL SYSTEM

The Company has Internal control procedures commensurate with the nature of its business and size of its operations. The objectives of these procedures are to ensure efficient use and protection of Company's resources,

NORTHERN PROJECTS LIMITED

accuracy in financial reports and due compliance of applicable statutes and Company's norms, policies and procedures.

The Internal Audit Report, the progress in implementation of recommendations contained in such reports and the adequacy of Internal Control Systems are reviewed by the Audit Committee of the Board in its periodical meetings.

E. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Industrial Relations were cordial during the year under review. At all levels, employees of the Company are fully committed to the growth of the Company and there was no loss of work due to any Industrial relation problem during the year.

DIRECTORS

Mrs. Premlata Agarwal, retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Her Brief Resume is attached to the Notice of the ensuing Annual General Meeting.

NUMBER OF BOARD MEETINGS HELD

During the Financial year 2015-16, Five (5) Board Meetings were held on 27th May, 2015, 6th August, 2015, 14th September, 2015, 5th November, 2015 and 5th February, 2016.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with Section 134(5) of the Companies Act, 2013 your Board of Directors confirms that:-

- (a) in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts of the Company have been prepared on a "going concern" basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and regulation 17(10) of the Listing Regulations, the Board has evaluated the effectiveness of its functioning and that of the Committees and of Individual Directors by seeking inputs on various aspects of Board/Committee Governance and considered and discussed in details the inputs received from the Directors.

AUDIT COMMITTEE

The Audit Committee comprises of Mr. G. K. Agarwal who serves as the Chairman of the Committee and Mr. V. N. Agarwal and Mr. K. K. Ganeriwala as the other members. All the recommendations made by the Audit Committee during the financial year under review were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of Mr. V. N. Agarwal who serves as the Chairman of

NORTHERN PROJECTS LIMITED

the Committee and Mr. K. K. Ganeriwala and Mr. G. K. Agarwal as the other members. All the recommendations made by this Committee during the financial year under review were accepted by the Board.

INDEPENDENT DIRECTORS DECLARATION:

The Independent Directors meet the criteria of being Independent as prescribed in the Companies Act, 2013 and an Independency Certificate from them have been obtained.

AUDITORS

M/s. Salarpuria & Partners, Chartered Accountants, have been appointed as the Statutory Auditors of the Company to hold office till the conclusion of this AGM. They have expressed their willingness to continue as such and are eligible for re-appointment.

EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Companies Act, 2013, the extract of Annual Return in form MGT-9 pursuant to Rule 12 of the Companies (Management and Administration) Rules, 2014, is annexed herewith as **Annexure A**, as part of this Report.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules thereunder, the Board of Directors of the Company has appointed CS Rinku Gupta, Practicing Company Secretary to conduct the Secretarial Audit. The Secretarial Audit Report for the financial year ended 31.03.2016 is annexed herewith as **Annexure B**, as part of this Report.

RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company with its Related Parties during the financial year were on arm's length basis and in the ordinary course of business. The transactions with Related Parties are disclosed in the Notes to the Financial Statements.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures in terms of section 197(12) of the Companies Act, 2013 and the rules made thereunder, are not applicable to the company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as required under section 134(3)(m) of The Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are not applicable to the company.

ACKNOWLEDGEMENTS

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

Place: Kolkata
Date: 28th May, 2016

V. N. AGARWAL
G. K. AGARWAL
DIRECTORS

NORTHERN PROJECTS LIMITED

ANNEXURE-A

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
For the financial year ended on 31st March, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L45400WB1983PLC035987
2.	Registration Date	04.03.1983
3.	Name of the Company	NORTHERN PROJECTS LIMITED
4.	Category/Sub-category of the Company	INDIAN COMPANY LIMITED BY SHARES
5.	Address of the Registered office & contact details	TRINITY PLAZA, 3RD FLOOR, 84/1A, TOPSIA ROAD (SOUTH), KOLKATA-700046 TEL: 033-30216800, FAX: 033-30216863 E-MAIL: northernproj@northernproj.co.in
6.	Whether Listed company Yes/No	YES (LISTED IN BSE AND CSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PVT. LTD. FORT BURLOW, 59C, CHOWRINGHEE ROAD, 3RD FLOOR, ROOM NO.5, KOLKATA-700020 TEL: 033-22890540 FAX: 033-22890539 E-MAIL: kolkata@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	TEA EXPORT		100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
Not Applicable					

NORTHERN PROJECTS LIMITED

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2015				No. of Shares held at the end of the year 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	72500	72500	3.29	0	72500	72500	3.29	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	1580530	1580530	71.68	0	1580530	1580530	71.68	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1):-	0	1653030	1653030	74.97	0	1653030	1653030	74.97	0
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	1653030	1653030	74.97	0	1653030	1653030	74.97	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs and QFI	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0

NORTHERN PROJECTS LIMITED

(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	0	175000	175000	7.94	0	175000	175000	7.94	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	26470	26470	1.20	0	26470	26470	1.20	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	350500	350500	15.90	0	350500	350500	15.90	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	551970	551970	25.03	0	551970	551970	25.03	0
Total Public Shareholding (B) = (B)(1)+ (B)(2)	0	551970	551970	25.03	0	551970	551970	25.03	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	2205000	2205000	100.00	0	2205000	2205000	100.00	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total Shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total Shares	
1	V. N. Enterprises Ltd.	352000	15.96	0	221500	9.88	0	0
2	Tea Time Ltd.	220000	9.98	0	220000	9.82	0	
3	Asutosh Enterprises Ltd.	219500	9.95	0			0	0
4	Neptune Exports Ltd.	218930	9.93	0	219450	9.79	0	0
5	Orient International Ltd.	218300	9.90	0	220000	9.82	0	0
6	Bengal Steel Industries Ltd.	161900	7.34					
7	Hindusthan Udyog Ltd.	139900	6.34	0	204550	9.13	0	0
8	Prakash Agarwal	72500	3.29	0	195000	8.70	0	0
9	HSM Investments Ltd.	50000	2.27	0	168000	7.50	0	0
	Total	1653030	74.97	0	1653030	74.97	0	0

NORTHERN PROJECTS LIMITED

(iii) Change in Promoters Shareholding (please specify, if there is no change)

There has been no change in the Promoters Shareholding during the year ended 31st March, 2016.

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders Name, Date & Reason of Change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mastermind Commodeal (P) Ltd.	75000	3.40	0	0
2	Avon Corporate Solution Pvt. Ltd.	75000	3.40	0	0
3	Sudha Verma	60000	2.72	0	0
4	Santosh Devi Gangawat	50000	2.27	0	0
5	Bijay Kumar Rungta	30000	1.36	0	0
6	Sulochana Devi Seksaria	30000	1.36	0	0
7	Santosh Kumar Rungta	30000	1.36	0	0
8	Arun Kumar Rungta	30000	1.36	0	0
9	Madhulata Surolia	30000	1.36	0	0
10	Rajendra Prasad Shah	30000	1.36	0	0

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Prakash Agarwal	72500	3.29	0	0

NORTHERN PROJECTS LIMITED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Indebtedness	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Changes Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs.)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary	—	—
2.	Stock Option	—	—
3.	Sweat Equity	—	—
4.	Commission	—	—
5.	Others, please specify	—	—
	Total (A)	—	—

NORTHERN PROJECTS LIMITED

B. Remuneration to other directors:

(Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
1.	Independent Directors	Mr. G. K. Agarwal	Mr. A. K. Ghosh	
	• Fees for attending board/committee meetings	4,000	4,000	8,000
	• Commission	—	—	—
	• Others (specify)	—	—	—
	Total (1)	4,000	4,000	8,000
2	Other Non-Executive Directors	Mr. V. N. Agarwal	Mrs. Premlata Agarwal	
	• Fees for attending board/committee meetings	4,000	4,000	8,000
	• Commission	—	—	—
	• Others (specify)	—	—	—
	Total (2)	4,000	4,000	8,000
	Total = (1+2)			16,000

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total Amount
1.	Gross salary	—	—	—	—
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission				
5.	Others, please specify	—	—	—	—
	Total	—	—	—	—

NORTHERN PROJECTS LIMITED

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

FOR AND ON BEHALF OF THE BOARD

Place: Kolkata
Date: 28th May, 2016

V. N. AGARWAL
G.K. AGARWAL
DIRECTORS

NORTHERN PROJECTS LIMITED

Form MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

TO
THE MEMBERS OF NORTHERN PROJECTS LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **NORTHERN PROJECTS LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Northern Projects Limited ("Company") for the financial year ended on 31st March, 2016, according to the applicable provisions of:-
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (Not applicable to the Company during audit period);
 - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder (Not applicable to the Company during audit period);
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Not applicable to the Company during audit period);
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to the Company during audit period);
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during audit period);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during audit period);

NORTHERN PROJECTS LIMITED

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during audit period);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the Company during audit period);
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during audit period);
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during audit period);
- (vi) The Management has identified and confirmed there are no such other laws that are specifically applicable to the Company with respect to the sector in which it is operating.
2. We have also examined compliance with the applicable clauses of the following:-
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with the Stock Exchanges which were applicable upto 30.11.2015 and thereafter SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 from 01.12.2015.
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above
3. We further report that:
- (a) The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board that took place during the year under review were carried out in compliance with the provisions of the Act;
 - (b) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting;
 - (c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. We further report that there are adequate systems and processes in the Company with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**FOR RINKU GUPTA & ASSOCIATES
COMPANY SECRETARIES**

RINKU GUPTA

**COMPANY SECRETARY IN PRACTISE
ACS – 25068, CP NO. 9248**

**PLACE: KOLKATA
DATE: 28.05.2016**

NORTHERN PROJECTS LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS,

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying Standalone financial statements of **Northern Projects Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the Standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give

NORTHERN PROJECTS LIMITED

a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its Loss and its 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. **As required by section 143(3) of the Act, we report that:**
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure -B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Clause (a) of Note 18 to the financial statements;
 - (ii) The Company did not have any long term contracts including derivative contract as at 31st March, 2016.
 - (iii) There were no amount which were required to be transferred to the Investors Education and Protection Fund by the company as at 31st March, 2016.

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

Arabinda Ghosh
Membership No. 51855
Partner

Place : Kolkata
Date: 28th May, 2016

NORTHERN PROJECTS LIMITED

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to Paragraph 1 of Report on Other Legal and Regulatory Requirements of our Report of even date)

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
2. Since there is no inventory, comment on paragraph (2) is not required.
3. According to the information and explanations given to us, the Company has granted unsecured loan, to the companies covered in the register maintained under section 189 of the Companies Act, 2013.
4. According to the information and explanations given to us the Company in respect of loans, investments, guarantees and security provision of Section 185 and 186 of the Companies Act, 2013 have been complied with as the Company is a Non Banking Finance Company.
5. According to the information and explanations given to us, there is no such deposits, taken by the Company, for which directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, are required.
6. As explained to us by the management maintenance of cost records under sub section 148 (i) of the Companies Act, 2013 is not required.
7. (a) According to the records of the Company and as per the information and explanations given to us, it has been regular in depositing undisputed statutory dues like Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Cess and Other Statutory Dues with the appropriate authorities and there is no outstanding statutory dues as at 31.03.2016 for the period of more than 6 months from the date they became payable.
b) There is no disputed statutory dues, which have not been deposited with the appropriate authorities save and except disputed statutory dues in respect of Income Tax amounting to ₹ 245.27 lacs which is pending before ITAT for Assessment years 2002-2003, 2005-2006 and 2006-2007. [Refer Note 18 (a)].
8. On the basis of records examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to Financial Institutions, Banks, Government or dues to debenture holders.
9. The Company has not raised any money by way of initial public offer or further public offer or term loan during the year, hence the comment on the said paragraph of order is not applicable.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted audit practices in India, and according to the information and explanation given to us, we have neither come across instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

NORTHERN PROJECTS LIMITED

11. Managerial remuneration has been paid by the company in accordance with the provision of Section 197 read with Schedule V to the Companies Act.
12. Paragraph 12 regarding the Nidhi Company is not applicable to the Company.
13. Transactions with the related parties are in compliance with section 177 and 188 of Companies Act 2013 and the details have been disclosed in notes to accounts as applicable by accounting standard.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, hence comment on the said paragraph of order is not applicable.
15. To the best of our knowledge and belief and as per the information and explanations given to us, the Company has not entered into any non-cash transaction with directors or persons connected with him.
16. The Company has obtained Registration Under Section 45-IA of Reserve Bank of India Act, 1934.

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

Arabinda Ghosh
Membership No. 51855
Partner

Place : Kolkata
Date: 28th May, 2016

NORTHERN PROJECTS LIMITED

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of Northern Projects Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of

the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Arabinda Ghosh
Membership No. 51855
Partner

Place : Kolkata
Date: 28th May, 2016

NORTHERN PROJECTS LIMITED

CIN : L45400WB1983PLC035987

Standalone Balance Sheet as at 31st March, 2016

I. EQUITY AND LIABILITIES	Notes	As at 31st March 2016 ₹	As at 31st March 2015 ₹
(1) Shareholder's Funds			
(a) Share Capital	2	22,050,000	22,050,000
(b) Reserves and Surplus	3	203,526,733	203,791,629
		225,576,733	225,841,629
(2) Current Liabilities			
(a) Other Current Liabilities	4	453,544	115,557
(b) Short-term Provisions	5	5,998,903	5,986,926
		6,452,447	6,102,483
Total		232,029,180	231,944,112
II. ASSETS			
(1) Non - Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	6	444,022	645,662
(b) Non-Current Investments	7	72,676,444	90,176,444
(c) Deferred Tax Asset (net)	8	119,860	102,402
(d) Long Term Loans and Advances	9	10,000	10,000
		73,250,326	90,934,508
(2) Current Assets			
(a) Trade Receivables	10	5,011,000	5,011,000
(b) Cash and Bank Balances	11	246,221	684,131
(c) Short Term Loans and Advances	12	151,567,656	131,928,646
(d) Other Current Assets	13	1,953,977	3,385,827
		158,778,854	141,009,604
Total		232,029,180	231,944,112
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements	18		

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

Arabinda Ghosh
Membership No. 51855
Partner

For and on behalf of the Board
V. N. AGARWAL
G. K. AGARWAL
Directors

Place : Kolkata
Date: 28th May, 2016

NORTHERN PROJECTS LIMITED

CIN: L45400WB1983PLC035987

Statement of Standalone Profit & Loss for the year ended 31st March, 2016

Particulars	Notes	For the year ended 31st March 2016 ₹	For the year ended 31st March 2015 ₹
I. Revenue from Operations	14	4,102,171	4,777,856
II. Total Revenue		4,102,171	4,777,856
III. Expenses:			
Employee Benefit Expenses	15	388,313	375,356
Depreciation	16	201,640	450,194
Other Expenses	17	3,794,572	4,278,803
Total Expenses		4,384,525	5,104,353
IV. Profit/(Loss) Before Tax (II-III)		(282,354)	(326,497)
V. Tax expense:			
(1) Current Tax		—	—
(2) Deferred tax		(17,458)	(150,363)
(3) Tax for Earlier Year		—	—
VI. Profit/(Loss) after Tax (IV-V)		(264,896)	(176,134)
VII. Earning per Equity share of Rs. 10/- each	18(g)	(0.120)	(0.080)
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements	18		

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

Arabinda Ghosh
Membership No. 51855
Partner

For and on behalf of the Board
V. N. AGARWAL
G. K. AGARWAL
Directors

Place : Kolkata
Date: 28th May, 2016

NORTHERN PROJECTS LIMITED

Note 1 : SIGNIFICANT ACCOUNTING POLICIES :

a) BASIS OF ACCOUNTING :

The company follows accrual concept of accounting in accordance with normally accepted accounting principles.

b) FIXED ASSETS :

- i) Fixed Assets are stated at cost including other expenses relating to acquisition and installation.
- ii) Depreciation has been provided on Written Down Value method as per the useful life prescribed in Schedule - II of the Companies Act, 2013.

c) INVESTMENTS:

Current Investments are carried at the lower of cost or fair value. Long Term Investments are stated at cost. Provision for diminution in the value of Long Term Investment is made only if such a decline is other than temporary.

d) TRANSACTION IN FOREIGN CURRENCY:

Transactions in Foreign Currency are recorded for at the exchange rate prevailing on the date of transaction, Gain/Loss arising out of fluctuations in the exchange rates are recognized in the Statement of Profit and Loss in the period in which they arise & monetary assets and liabilities relating to foreign currency transactions remaining unsettled at the end of year are recorded at year end rate.

f) EMPLOYEE BENEFITS:

- i) Short term employee benefits are recognised as an expenses in the Statement of Profit & Loss for the year in which the related service is rendered.
- ii) Post employment and other long term employee benefits are recognised as expenses in the Statement of Profit and Loss for the year in which the employee has rendered service. The expenses are recognised on estimated basis.

g) Contingent Liabilities and Provisions:

Contingent Liabilities are disclosed after a careful evaluation of facts and legal aspects of the matter involved. Provisions recognised when the company has a legal/constructive obligation and on management discretion, as a result of past event for which it is probable that cash outflow may be required and reliable estimate can be made for the amount of the obligation. Contingent Assets are neither recognised nor disclosed by way of note.

h) Taxation

Tax expenses comprise of Current and Deferred Tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred Income Taxes reflects the impact of current year timing differences between taxable income and accounting Income for the year and reversal of timing difference of earlier years.

- i) Deferred Tax is measured based on the tax rates and tax laws enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

NORTHERN PROJECTS LIMITED

Notes to Financial Statement as at 31.03.2016

Note : 2 SHARE CAPITAL	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Authorised Shares		
2,250,000 (2,250,000) Equity Shares of Rs. 10/- each	22,500,000	22,500,000
	22,500,000	22,500,000
Issued, Subscribed & Fully Paid-Up		
2,205,000 Equity Shares of Rs. 10/- each	22,050,000	22,050,000
Total	22,050,000	22,050,000

a. Reconciliation of shares outstanding at the beginning & at the end of the reporting period

Equity Shares	Nos.	As at 31st March, 2016 ₹	Nos.	As at 31st March, 2015 ₹
At the beginning of the period	2,205,000	22,050,000	2,205,000	22,050,000
Issued during the period	—	—	—	—
Outstanding at the end of the period	2,205,000	22,050,000	2,205,000	22,050,000

Terms/rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ` 10/- per share. Each holder of Equity shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after payment of all preferential amounts, in proportion of their shareholding.

b. Details of Shareholders holding more than 5% Shares in the Company

Particulars	Nos.	As at 31st March, 2016 % Holding in the class	Nos.	As at 31st March, 2015 % Holding in the class
Equity Shares of Rs. 10/- Each				
V.N. Enterprises Limited	352,000	15.96	352,000	15.96
Tea Time Limited	220,000	9.98	220,000	9.98
Asutosh Enterprises Limited	219,500	9.95	219,500	9.95
Neptune Exports Limited	218,930	9.93	218,930	9.93
Orient International Limited	218,300	9.90	218,300	9.90
Bengal Steel Industries Limited	161,900	7.34	161,900	7.34
Hindusthan Udyog Limited	139,900	6.34	139,900	6.34

NORTHERN PROJECTS LIMITED

Notes to Financial Statement as at 31.03.2016

Note : 3 RESERVE & SURPLUS	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
a) R.B.I. RESERVE FUND		
<i>Opening Balance</i>	46,134,668	46,134,668
<i>Add : Transfer from Surplus balance in Statement of Profit & Loss</i>	—	—
<i>Deduction</i>	—	—
Closing Balance	46,134,668	46,134,668
b) Surplus as per Profit & Loss Statement		
<i>Opening Balance</i>	157,656,961	157,833,095
<i>Add : Profit/(Loss) as per Statement of Profit & Loss</i>	(264,896)	(176,134)
<i>Less : Transferred to RBI Reserve Fund</i>	—	—
Closing Balance	157,392,065	157,656,961
Total	203,526,733	203,791,629

Note : 4 OTHER CURRENT LIABILITIES	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Payable to Employees	12,715	12,045
Rent payable	360,000	—
Other Payable	61,329	43,712
Statutory Dues(TDS Payable)	19,500	59,800
Total	453,544	115,557

Note : 5 SHORT TERM PROVISIONS	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Provision For Income Tax	5,587,000	5,587,000
Contingent Provision Against Standard Assets	316,503	316,503
Provision For Gratuity	95,400	83,423
Total	5,998,903	5,986,926

Notes to Financial Statement as at 31.03.2016

Note 6 : FIXED ASSETS

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BOOK VALUE	
	31.03.2015 ₹	Addition ₹	Disposal ₹	31.03.2016 ₹	31.03.2015 ₹	During the Year ₹	Deduction/ Adjustment ₹	31.03.2016 ₹	WDV as on 31.03.2016 ₹	WDV as on 31.03.2015 ₹
<u>TANGIBLE ASSETS</u>										
Motor Car	1,297,143	—	—	1,297,143	651,481	201,640	—	853,121	444,022	645,662
Total	1,297,143	—	—	1,297,143	651,481	201,640	—	853,121	444,022	645,662
Previous Year	2,178,087	—	880,944	1,297,143	1,082,231	450,194	880,944	651,481	645,662	—

NORTHERN PROJECTS LIMITED

Notes to Financial Statement as at 31.03.2016

NOTE : 7 NON CURRENT INVESTMENTS (At cost)

Particulars	Face Value ₹	As at 31.03.2016		As at 31.03.2015	
		No. of Shares/Units	Value ₹	No. of Shares/Units	Value ₹
LONG TERM INVESTMENTS					
I) Investment in Equity Instruments					
a) Others (Quoted)					
Kabini Paper Ltd.	10/-	40,315	81,034	40,315	81,034
Indorama Synthetics Ltd.	10/-	300	8,550	300	8,550
India Foils Ltd.	10/-	400	2,661	400	2,661
Blue Coast Hotels Ltd. *	10/-	970,000	10,305,191	970,000	10,305,191
Reliance Industries Ltd.	10/-	704	337,129	704	337,129
Bengal Steel Industries Ltd.	10/-	40,000	112,602	40,000	112,602
McLeod Russel (India) Ltd.	10/-	150	38,372	150	38,372
J K Synthetics Ltd.	10/-	905	37,117	905	37,117
LML Ltd.	10/-	5,100	520,422	5,100	520,422
TOTAL			11,443,078		11,443,078
Less : Provision for Diminution in value of Investment			(81,034)		(81,034)
TOTAL A			11,362,044		11,362,044
b) Unquoted					
i) Associate Company					
Hindusthan Parsons Ltd.	10/-	1,900,000	7,161,300	1,900,000	7,161,300
V N Enterprises Ltd.	100/-	42,000	53,022,600	42,000	53,022,600
ii) Others					
Spaans Babcock India Ltd.	10/-	20,000	200,000	20,000	200,000
Neptune Impex Pvt. Ltd.	100/-	100	10,000	100	10,000
Tamilnadu Alkaline Batteries Ltd.	10/-	100,000	100,500	100,000	100,500
Bengal Central Bulding Society Ltd.	10/-	10,000	100,000	10,000	100,000
AKA Washeries India Pvt. Ltd.	10/-	2,000	20,000	2,000	20,000
HSM International Pvt. Ltd.	10/-	150,000	300,000	150,000	300,000
Bharat Oil & Chemicals Industries Ltd.	10/-	200,000	400,000	200,000	400,000
TOTAL B			61,314,400		61,314,400
c) Mutual Fund					
		—	—	—	17,500,000
		—	—	—	17,500,000
Total (A+B+C)			72,676,444		90,176,444

	As at 31.03.2016		As at 31.03.2015	
	Cost ₹	Market Value ₹	Cost ₹	Market Value ₹
Aggregate value of Quoted Investments	11,362,044	82,656,022	11,362,044	93,804,162
Aggregate value of Unquoted Investments	61,314,400	—	78,814,400	—

- *660,000 No. of Equity Shares of Rs.10/- each in Blue Coast Hotels Ltd. Have been barred from sale/transfer as by statutory authority as ownership/transfer of the same is under litigation. The management is of the view that there is strong merit in the case in favour of the company.

NORTHERN PROJECTS LIMITED

Notes to Financial Statement as at 31.03.2016

Note : 8 DEFERRED TAX ASSET(Net)	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Deferred Tax Assets	102,402	150,363
Addition during the year	17,458	—
Deferred Tax Liabilities	—	(47,961)
Total	119,860	102,402
Note : 9 LONG TERM LOANS AND ADVANCES	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Security Deposits		
Unsecured, Considered Good	10,000	10,000
Total	10,000	10,000
Note : 10 TRADE RECEIVABLES	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Outstanding for a period exceeding six months		
Unsecured, Considered Good	5,011,000	5,011,000
Total	5,011,000	5,011,000
Note : 11 CASH & BANK BALANCES	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Balances With Banks		
On Current Account	96,050	643,010
Cash on Hand	150,171	41,121
Total	246,221	684,131
Note : 12 SHORT TERM LOANS & ADVANCES	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Unsecured, Considered Good		
Inter Corporate Deposit	55,000,000	55,000,000
Advances recoverable in Cash or in kind		
Advance Income Tax	36,859,484	35,465,024
Advance to Others	59,708,172	41,463,622
Total	151,567,656	131,928,646
Note : 13 OTHER CURRENT ASSETS	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
Interest Accrued	770,004	2,970,003
Other Receivable	1,183,973	415,824
Total	1,953,977	3,385,827

NORTHERN PROJECTS LIMITED

Notes to Financial Statement as at 31.03.2016

Note : 14 REVENUE FROM OPERATIONS	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Interest Income	4,087,739	4,771,168
Dividend on Long Term Investment	14,432	6,688
Total	4,102,171	4,777,856

Note : 15 EMPLOYEE BENEFIT EXPENSES	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Salary, Wages, Bonus, Gratuity & Allowances	307,331	283,919
Staff Welfare Expenses	80,982	91,437
Total	388,313	375,356

Gratuity and other Long Term employee benefits are not applicable to the company. However, Gratuity for one employee has been provided at estimated basis.

Note : 16 DEPRECIATION	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Depreciation	201,640	450,194
Total	201,640	450,194

Note : 17 OTHER EXPENSES	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	₹	₹
Directors Meeting Fees	16,000	12,000
Service Charges	2,181,950	1,963,200
Rent	720,000	720,000
Rates & Taxes	19,827	16,378
Service Tax	22,375	15,080
Bank Charges	3,891	3,654
<u>Travelling Expenses</u>		
- Inland	24,700	171,420
- Foreign	286,757	367,280
Conveyance Charges	107,390	498,392
Printing & Stationery Items	12,650	10,998
Telephone charges	—	4,396
<u>Payment to Auditors</u>		
- As Auditors	28,500	42,000
- For Taxation Matters	12,000	—
- For Certification/Limited Review & other matters	4,500	19,000
Listing Fees	25,000	10,500
Advertisement	34,883	31,010
Vehicle Expense	220,026	227,905
Subscription & Donation	5,858	—
Miscellaneous Expense	68,265	165,590
Total	3,794,572	4,278,803

NORTHERN PROJECTS LIMITED

Note : 18 OTHER NOTES ON ACCOUNTS

a) Contingent Liabilities in respect of Income Tax matter under appeal for Assessment years 2002-2003, 2003-2004, 2005-2006 and 2006-2007 ₹ 24,527,358/- (Previous Year ₹ 24,527,358/-)

b) Expenditure of Foreign Currency:	31.03.2016	31.03.201
	₹	₹
Travelling Expenses	286,757	367,280

c) Deferred Tax Assets	Deferred Tax Assets as at 01.04.2015	Current Year Changes/Debit	Deferred Tax Assets as at 01.04.2016
On the excess of book written down value over I.Tax written down value	102,402	17,458	119,860

d) At present the Company is engaged in NBFC Business. So, Segment Reporting as per AS-17 is not required.

e) As per Related Party disclosure Pursuant to Accounting Standard (AS) 18 "Related Party Disclosure"

Related Party	Relation	2015-16		2014-15	
		Sitting Fees	Service Charges	Sitting Fees	Service Charges
i) Mr. V.N. Agarwal (KMP)	Director	4,000	—	4,000	—
ii) Mr. G.K. Agarwal	Director	4,000	—	4,000	—
iii) Mr. A.K. Ghosh	Director	4,000	—	4,000	—
iv) Mrs. Premlata Agarwal	Wife of Director	4,000	1,800,000	—	1,800,000

f) No amount have been written Off in respect of debts to or due from related parties.

g) Disclosure of Basic and Diluted Earning per share pursuant to Accounting Standard (AS)-20 "Earning Per Share"

	<u>2015-16</u>	<u>2014-15</u>
i) Profit After Tax	(264,896)	(176,134)
ii) No. of Equity Shares of Rs. 10 each	2,205,000	2,205,000
iii) Earning per Share (i/ii)(Basic/Diluted)	(0.120)	(0.080)

h) The Company has no amounts due to suppliers under the Micro, Small & Medium Enterprises as defined under the Micro, Small & Medium Enterprises Development Act,2006 (MSMED) as at 31.03.2016. Hence no additional disclosure have been made. The information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information.

i) Previous year figures have been regrouped and reclassified wherever necessary.

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

Arabinda Ghosh
Membership No. 51855
Partner

For and on behalf of the Board
V. N. AGARWAL
G. K. AGARWAL
Directors

Place : Kolkata
Date: 28th May, 2016

NORTHERN PROJECTS LIMITED

CIN:L45400WB1983PLC035987

Standalone Cash Flow Statements for the year ended 31st March 2016

A. CASH FLOW FROM OPERATING ACTIVITIES :	For the year ended 31st March, 2016 ₹	For the year ended 31st March, 2015 ₹
Net Profit/(Loss) before tax	(282,354)	(326,497)
Adjustment for:		
Depreciation	201,640	450,194
(Profit)/Loss on Sale of Investments	—	—
Provision for Gratuity	11,977	10,823
Contingent Provision Against Standard Assets	—	—
Provision for diminution in value of Investment	—	—
Operating Profit before Working Capital Changes	(68,737)	134,520
Movements in Working Capital :		
Increase/(Decrease) in Other Current Liability	337,987	(79,009)
(Increase)/Decrease in Short Term Loans and Advances	(18,244,550)	22,156,378
(Increase)/Decrease in Current Assets	1,431,850	(415,827)
Cash generated from operations/(used in) Operations	(16,543,450)	21,796,062
Direct Taxes Paid (Net)	(1,394,460)	(5,576,534)
Net Cash from Operating Activities	(17,937,910)	16,219,528
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	—	(17,500,000)
Sale of Investments	17,500,000	—
Purchase of investments	—	—
Net Cash from Investing Activities	17,500,000	(17,500,000)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Net Cash from Financing Activities	—	—
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(437,910)	(1,280,472)
Cash and Cash Equivalents at the Beginning of the Period	684,131	1,964,603
Cash and Cash Equivalents at the End of the Period	246,221	684,131

NORTHERN PROJECTS LIMITED

CIN:L45400WB1983PLC035987

Standalone Cash Flow Statements for the year ended 31st March 2016

Components of Cash & Cash Equivalents	For the year ended 31st March, 2016 ₹	For the year ended 31st March, 2015 ₹
Balances With Banks – On Current Account	96,050	643,010
Cash on Hand	150,171	41,121
	246,221	684,131

- Note:**
- a) Previous year's figures have been regrouped / recasted wherever necessary.
 - b) The above Cash Flow has been prepared under "Indirect Method" as prescribed under Accounting Standard 3 specified under Section 133 of the Act, read with Rules 7 of the Companies (Accounts) Rules, 2014.

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

Arabinda Ghosh
Membership No. 51855
Partner

For and on behalf of the Board
V. N. AGARWAL
G. K. AGARWAL
Directors

Place : Kolkata
Date: 28th May, 2016

NORTHERN PROJECTS LIMITED

Auditor's Report to the Board of Directors of Northern Projects Limited

As required by the "Non-Banking Financial Companies Auditor's Report (Reserve Bank) Direction, 2008" issued by Reserve Bank of India and on the basis of such checks, we hereby state that :-

- 1) The Company is engaged in the business of Non-Banking Financial Institution since both of the tests are satisfied as mentioned in Clause 3 below.
- 2) It has obtained the certificate of Registration No.05.02409 from the bank dated 16.05.1998.
- 3) Based on the terms of the assets/income patterns of the company as on 31st March, 2016, the company is entitled to continue to hold such certificate of registration since both of the tests are satisfied for the company to be treated as Non-Banking Financial Company as per the Circular No.DNBS(PD)C.C.NO.81/03.05.002/2006-2007 dated 19.10.2006 i.e. total income from financial assets is more than 50% of its Gross Income for the Financial year 2015-2016 and total Financial Assets are more than 50% of its Total Assets as at 31.03.2016.
- 4) The Board of Directors has passed a resolution in their meeting dated 27th May, 2015 for the non-acceptance of any public deposits.
- 5) The Company has not accepted any public deposits during the relevant year 2015-2016 and,
- 6) As per the Information and Explanations given to us, the Company has complied with the prudential norms i.e. Non-systemically Important Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

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

Arabinda Ghosh
Membership No. 51855
Partner

Place : Kolkata
Date: 28th May, 2016

NORTHERN PROJECTS LIMITED

Schedule to the Balance Sheet of non-deposit taking Non-Banking Financial Company as required in terms of paragraph 13 of Non-Systemically important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

Particulars		(₹ in Lakhs)	
Liabilities Side :			
(1)	Loans and Advances availed by the NBFCs inclusive of Interest accrued thereon but not paid :	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	Nil	Nil
	: Unsecured.	Nil	Nil
	(Other than falling within the meaning of public deposits)*		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowings	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Other Loans	Nil	Nil
	* Please See Note 1 below		
Assets Side :			
		Amount Outstanding	
(2)	Break-up of Loans and Advances including bills and interest receivables [Other than those included in (4) below]:		
	(a) Secured		Nil
	(b) Unsecured*		1,166.62
	*Unsecured amount including interest.		
(3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under Sundry Debtors		
	(a) Financial Lease		Nil
	(b) Operating Lease		Nil
	(ii) Stock on hire including hire charges under sundry debtors		
	(a) Assets on hire		Nil
	(b) Repossessed Assets		Nil
	(iii) Other loans counting towards AFC activities		
	(a) Loan where assets have been repossessed		Nil
	(b) Loan other than (a) above		Nil
(4)	Break-up of Investments: Current Investments		
	1 Quoted:		
	(i) Shares:	(a) Equity	Nil
		(b) Preference	Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (Please specify)		Nil
	2 Unquoted:		
	(i) Shares:	(a) Equity	Nil
		(b) Preference	Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (Please specify)		Nil
	Long Term Investments :		
	1 Quoted (Non-Trade) :		
	(i) Shares:	(a) Equity	113.62
		(b) Preference	Nil
	(ii) Debentures and Bonds		Nil
	(iii) Units of mutual funds		Nil
	(iv) Government Securities		Nil
	(v) Others (Please specify)		Nil

NORTHERN PROJECTS LIMITED

2	Unquoted :			
	(i) Shares :	(a) Equity	613.14	
		(b) Preference	Nil	
	(ii) Debentures and Bonds		Nil	
	(iii) Units of mutual funds		Nil	
	(iv) Government Securities		Nil	
	(v) Others (Debentures)		Nil	
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above: Please See Note 2 below			
	Category	Amount net of Provisions		
		Secured	Unsecured	Total
1	Related Parties**			
	(a) Subsidiaries	Nil	—	—
	(b) Companies in the same group	Nil	—	—
	(c) Other related parties	Nil	—	—
2	Other than related parties * (inclusive of Interest)	Nil	1,166.62	1,166.62
	Total	Nil	1,166.62	1,166.62
(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please See Note 3 below			
	Category	Market Value/ Break-up or fair value or NAV	Book Value (Net of Provisions). ₹	
1	Related Parties**			
	(a) Subsidiaries	—	—	—
	(b) Companies in the same group	—	601.84	—
	(c) Other related parties	—	—	—
2	Other than related parties* (inclusive of Interest)	82,656,022.45	124.93	
	Total	82,656,022.45	726.76	
	* In absence of break-up value/market value cost has been considered.			
	**As per Accounting Standard of ICAI (Please See Note 3)			
(7)	Other Information			
	Particulars	Amount.		
i)	Gross Non-Performing Assets			
	(a) Related Parties	—		
	(b) Other than related Parties	—		
ii)	Net Non-Performing Assets			
	(a) Related Parties	—		
	(b) Other than related Parties	—		
iii)	Assets Acquired in satisfaction of debts	—		
Notes :	<p>1 As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.</p> <p>2 Provisioning norms shall be applicable as prescribed in Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 or Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 whichever is applicable.</p> <p>3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long terms or current in (4) above.</p>			