



**Registered Office :** 5A, Woodburn Park Road, Woodburn Central Unit-603, 6<sup>th</sup> Floor, Kolkata-700020  
Ph: 033-35446094; E-mail: info@northernspirit.in; Website: www.northernspirits.co.in

To  
The Listing Operations Department,  
BSE Limited,  
Phirozee Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001  
INDIA  
SCRIP CODE- 542628

Date: 29.05.2024

Sir/Madam,

**SUB: OUTCOME OF THE BOARD MEETING HELD ON MAY 29, 2024**

The Board of Directors at their meeting held on Wednesday, the 29th May, 2024 has, inter alia, decided and approved following important businesses:

1. **APPROVAL OF AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE HALF YEAR AND YEAR ENDED 31<sup>ST</sup> MARCH, 2024 ALONG WITH STATUTORY AUDITORS REPORT THEREON**

Pursuant to the provisions of Regulation 30 & 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has considered and approved Audited Financial Results of the Company for the Half Year and Year ended 31<sup>st</sup> March, 2024. We are enclosing herewith a copy of the Standalone Audited Financial Results along with the Report of Statutory Auditors, M/s J K S S and Associates, Chartered Accountants for the Year ended 31<sup>st</sup> March, 2024.

2. **CONSIDER AND RECOMMEND FINAL DIVIDEND FOR THE FINANCIAL YEAR 2023-24**

The Board of Directors at its Board Meeting has recommended a final dividend for the financial year ended 31<sup>st</sup> March, 2024. The Board has recommended a dividend of Rs. 0.25 per equity share of face value of Rs. 10/- each on the paid-up share capital, subject to approval of shareholders at the ensuing Annual General Meeting (AGM) of the Company. The final dividend would be paid within 30 days from the date of declaration at the AGM. **The record date for payment of final dividend would be fixed and intimated in due course.**

The meeting of the Board of Directors commenced at 4.00 P.M and concluded at 8.15 P.M.

This is for your information and record.

Thanking You,

Yours faithfully,

**For NORTHERN SPIRITS LIMITED**

**Pankaj Khanna**  
**COMPANY SECRETARY**  
**M. No. A27867**

Encl: As above

# NORTHERN SPIRITS LIMITED



CIN: L15500WB2012PLC185821

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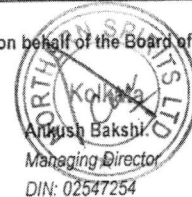
NORTHERN SPIRITS LIMITED  
 UNIT : 603, WOODBURN CENTRAL, 5A, WOODBURN PARK ROAD, KOLKATA - 700020  
 CIN : L15500WB2012PLC185821

Standalone Statement of Audited Financial Results for the half year ended 31st March, 2024

(Rs in Lakhs other than EPS)

Sl. No	Particulars	6 Months ended 31/03/2024	6 Months ended 30/09/2023	6 Months ended 31/03/2023	Year to date figures as on 31/03/2024	Year to date figures as on 31/03/2023
		Audited	Unaudited	Audited	Audited	Audited
1	<b>Revenue from Operations</b>					
	a) Revenue from Operations	63,862.80	59,667.78	38,898.18	123,530.58	90,534.10
	b) Other Operating Income	-	-	-	-	-
	c) Other Income	59.42	14.00	32.01	73.42	32.01
	<b>Total Income from Operations (Net)</b>	<b>63,922.22</b>	<b>59,681.78</b>	<b>38,930.19</b>	<b>123,604.00</b>	<b>90,566.11</b>
2	<b>Expenses</b>					
	a) Cost of Materials Consumed	-	-	-	-	-
	b) Purchase of Stock in Trade	57,437.94	55,347.98	35,308.37	112,785.92	82,506.58
	c) Direct Expenses	-	-	-	-	-
	d) Changes in inventories of Finished Goods, Work-in-Progress and stock-in-trade	-892.41	43.95	815.83	-848.46	-1,092.88
	e) Employee Benefit Expenses	246.95	201.42	123.53	448.37	287.96
	f) Finance Costs	392.91	519.41	337.86	912.32	777.65
	g) Depreciation & Amortisation Expenses	13.82	9.36	15.14	23.18	22.91
	h) Other Expenses	5,392.95	2,660.18	1,862.36	8,053.13	6,572.18
	<b>Total Expenses</b>	<b>62,592.16</b>	<b>58,782.30</b>	<b>38,463.09</b>	<b>121,374.46</b>	<b>89,074.40</b>
3	<b>Profit before Exceptional Items and Taxes (1-2)</b>	<b>1,330.06</b>	<b>899.48</b>	<b>467.10</b>	<b>2,229.54</b>	<b>1,491.71</b>
4	<b>Exceptional Items (Net-Gain/Loss)</b>					
5	<b>Profit Before Tax (3+4)</b>	<b>1,330.06</b>	<b>899.48</b>	<b>467.10</b>	<b>2,229.54</b>	<b>1,491.71</b>
6	<b>Tax Expenses . Current Tax</b>	<b>357.93</b>	<b>215.88</b>	<b>113.58</b>	<b>573.81</b>	<b>379.98</b>
	<b>: Deferred Tax</b>	<b>-1.55</b>	<b>-</b>	<b>-1.65</b>	<b>-1.55</b>	<b>-1.65</b>
7	<b>Profit after Tax (5-6)</b>	<b>973.68</b>	<b>683.60</b>	<b>355.17</b>	<b>1,657.28</b>	<b>1,113.38</b>
	<b>Less : Profit/Loss from Discontinuing Operations</b>					
8	<b>Other Comprehensive income</b>					
	a) Items that will not be reclassified to Profit & Loss					
	b) Income tax relating to items that will not be reclassified to Profit & Loss					
	c) Items that will be reclassified to Profit & Loss					
	d) Income tax relating to items that will be reclassified to Profit & Loss					
9	<b>Total Other Comprehensive Income (a+b+c+d)</b>					
10	<b>Total Comprehensive income (7+9)</b>	<b>973.68</b>	<b>683.60</b>	<b>355.17</b>	<b>1,657.28</b>	<b>1,113.38</b>
11	<b>Paid up Equity Share Capital (FV of Rs. 10/- each)</b>	<b>160.51</b>	<b>160.51</b>	<b>160.51</b>	<b>160.51</b>	<b>160.51</b>
12	<b>Earnings per Equity share (EPS) of Rs. 10/- each (not annualised)</b>					
	a) Basic	6.07	4.26	2.21	10.32	6.94
	b) Diluted	6.07	4.26	2.21	10.32	6.94

For and on behalf of the Board of Directors



Place : Kolkata  
 Date : 29th May, 2024



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## NORTHERN SPIRITS LIMITED

CIN: L15500WB2012PLC185821

Balance Sheet as at 31st March, 2024

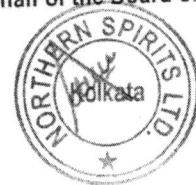
	Notes	As at 31st March, 2024	(₹ in Lakhs) As at 31st March, 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	3(A)	1,052.90	1,044.25
(b) Intangible assets	3(B)	-	-
(c) Deferred tax Assets	4	11.00	9.45
(d) Other non-current assets	5	-	-
<b>Current assets</b>			
(a) Inventories	6	5,997.15	5,148.69
(b) Financial Assets			
(i) Trade receivables	7	14,258.36	10,692.24
(ii) Cash and cash equivalents	8	49.46	7.35
(iii) Other Bank Balances	9	1,649.19	722.12
(c) Other current assets	5	870.31	650.99
<b>TOTAL ASSETS</b>		<b>23,888.38</b>	<b>18,275.09</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	10	1,605.12	1,605.12
(b) Other Equity	11	8,395.76	6,738.48
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Long Term Borrowings	12(A)	372.42	778.25
(b) Provisions	13	11.92	-
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12(B)	13,402.98	8,729.52
(ii) Trade payables		-	-
(b) Other current liabilities	14	100.18	43.73
(c) Provisions	13	-	379.98
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>23,888.38</b>	<b>18,275.09</b>

The accompanying notes 1 to 36 are an integral part of the Financial Statements.

For and on behalf of the Board of Directors

Place: KOLKATA  
Date: 29th May 2024

Ankush Bakshi  
Managing Director  
DIN: 02547254





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**NORTHERN SPIRITS LIMITED**

CIN: L15500WB2012PLC185821

Cash Flow Statement for the year ended 31st March, 2024

	(₹ in Lakhs)	
	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>A. Cash Flow from Operating Activities</b>		
PROFIT BEFORE TAX	2,229.53	1,491.71
ADJUSTMENTS FOR: Depreciation and amortization expense	23.18	22.91
Interest paid	912.32	777.65
Interest Income	-73.42	-32.01
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>3,091.61</b>	<b>2,260.26</b>
ADJUSTMENTS FOR:		
Inventories	-848.46	-1,092.88
Trade receivables	-3,566.12	-4,364.78
Loans and advances	-219.32	1,141.30
Other Payables	-323.53	-198.50
Provision for Taxation/Tax Paid	-573.81	-
Provision for Gratuity	11.93	-
<b>CASH GENERATED FROM OPERATIONS</b>	<b>-2,427.70</b>	<b>-2,254.59</b>
Interest Income	73.42	32.01
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>-2,354.28</b>	<b>-2,222.58</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of property, plant and equipment, Intangibles etc.	-31.85	-33.13
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>-31.85</b>	<b>-33.13</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from issue of share capital	4,267.64	11,162.87
Proceeds from Borrowings	-912.32	-777.65
Interest paid	3,355.32	10,385.22
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>969.19</b>	<b>8,129.51</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>729.46</b>	<b>-7,400.05</b>
<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>1,698.65</b>	<b>729.46</b>
<b>CLOSING CASH AND CASH EQUIVALENTS</b>	<b>1,698.65</b>	<b>729.46</b>

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS-7 "Statement of Cash Flows".

**2. CASH AND CASH EQUIVALENTS:**

Cash and cash equivalents as above	1,698.65	729.46
Cash and cash equivalents (Note 08)	49.46	7.35
Other bank balances (Note 09)	1,649.19	722.12

3. Net Cash Flow from Operating Activities includes an amount of ₹ 33.50 (PY ₹ 11.50 Lakhs) spent towards CSR and ₹ 120.00 Lakhs (PY - ₹ Nil) Spent towards Contribution to Political Party.

The accompanying notes 1 to 34 are an integral part of the Financial Statements.

For and on behalf of the Board of Directors

Ankush Bakshi  
Managing Director  
DIN: 02547254



Place: KOLKATA  
Date: 29th May 2024

# NORTHERN SPIRITS LIMITED



CIN: L15500WB2012PLC185821

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## Notes:

1. In terms of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the above Audited Standalone Financial Results have been reviewed by the Audit Committee and thereafter were approved by the Board of Directors in their respective meetings held on May 29, 2024. M/s. J K S S & Associates, Chartered Accountants, the Statutory Auditors of the Company have given the audit report with unmodified opinion on the financial results of the Company for the Half Year and Year ended on March 31, 2024.
2. The above statement has been prepared in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
3. The Company primarily operates in the business of trading and distributorship of beverage and alcohol (Spirits and Wines)
4. The Board of Directors has recommended a Final Dividend of Re. 0.25 (Twenty-five paise only) per Equity Share of face value of Rs. 10 each fully paid-up for the Financial Year 2023-24, subject to approval of shareholders of the Company.
5. Tax expenses include Current Tax, Deferred Tax and Adjustment of Taxes for the previous period, if any.
6. Previous period / year figures have been rearranged / regrouped, reclassified and restated wherever considered necessary.
7. The Company has not discontinued any of its operations during the period under audit.
8. The results for the Half Year and Year ended March 31, 2024 are available on the websites of BSE Limited (JRL: [www.bseindia.com](http://www.bseindia.com)).

FOR AND ON BEHALF OF THE BOARD



Place: Kolkata  
Date: May 29, 2024

  
Ankush Bakshi  
Chairman  
DIN: 02547254



**JKSS & Associates**  
Chartered Accountants

Formerly known as J K Sarawgi & Company

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF NORTHERN SPIRITS LIMITED**

**Report on the Audit of the Standalone Financial Statements**

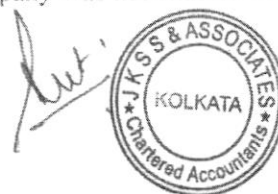
**Opinion**

We have audited the accompanying standalone financial statements of **NORTHERN SPIRITS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows Statement for the year then ended and notes to the financial statements including a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects/possible effects, if any, of the matter described in the "Basis of Qualified Opinion" paragraph below of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2024, and its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for qualified opinion**

- a. Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 Edition) issued by the Institute of Chartered Accountants of India, the company has used accounting software i.e. Tally Prime, for maintaining its books of account, which has a feature of recording audit trail (edit log) facility. However, the audit trail feature of the software used by the company was not enabled at all and hence did not operate throughout the year.



Our examination of the audit trail was in the context of an audit of financial statements carried out in accordance with the Standard of Auditing and only to the extent required by Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014. We have not carried out any audit or examination of the audit trail beyond the matters required by the aforesaid Rule 11(g) nor have we carried out any standalone audit or examination of the audit trail.

Our opinion is modified in respect of these matters.

The matters reported in Paragraph 2(b) relating to maintenance of accounts and other matters & 2(g)(vi) relating to reporting under section 143(3)(b) of the Act, as given in section "Report on Other Legal and Regulatory Requirements" of this report, has also been modified accordingly.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified in section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.




### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

### **Management's Responsibility and those charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position/state of affairs, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Standalone Financial Statement**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud and error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We, also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 147 (3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair representation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonable knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and wherever applicable, related safeguards.



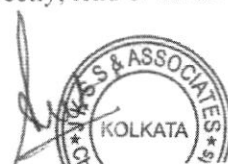
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" 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, based on our audit 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 purpose of our audit.
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in the paragraph g(vi) below on reporting under Rule 11(g).
  - c) The Standalone Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity 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 Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2024 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". Our report expresses a modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Company's (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. a) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note No. 36 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies) including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note No. 36 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest



in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of the Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not paid any dividend during the year. Further, as stated in Note No. 31 to the standalone financial statements, the Board of Directors of the Company has proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General meeting. The dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023. Based on our examination which included test checks, the company has used accounting software i.e. Tally Prime, for maintaining its books of account, which has a feature of recording audit trail (edit log) facility. However, the audit trail feature of the said software used by the company was not enabled at all and hence did not operate throughout the year.

h) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act.

**For J K S S & Associates**  
**(Formerly known as J K Sarawgi & Company)**  
Chartered Accountants  
FRN No.: 006836C

*Jeet Agarwal*  
FCA Jeet Agarwal  
Partner

M. No.: 064038

UDIN: 24064038BKADCL7751



Place: Kolkata  
Dated: 29<sup>th</sup> May 2024

Re: NORTHERN SPIRITS LIMITED

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

The Annexure referred to in our Independent Auditor's Report to the members of the company on the financial statements for the year ended 31st March, 2024, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all Property, plant and equipment are verified every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no

Handwritten signature and circular stamp of TKS & ASSOCIATE.

- (e) proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.





- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Duty of Excise, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Duty of Excise, Cess and other material statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.



- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company



has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.



- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the company does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as

  
JKSS & ASSOCIATES  
KOLKATA

and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of subsection (6) of section 135 of the said Act. Accordingly, clause 3(xx)(b) of the Order is not applicable.
- (xxi) The reporting under clauses 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For J K S S & Associates  
(Formerly known as J K Sarawgi & Company)  
Chartered Accountants  
FRN No.: 006836C

*Jeet Agarwal*

FCA Jeet Agarwal  
Partner

M. No.: 064038  
UDIN: 24064038BKADCL7751



Place: Kolkata  
Dated: 29<sup>th</sup> May 2024

## ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and regulatory Requirements' of our report of even date)

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

### Opinion

We have audited the internal financial controls over financial reporting of **NORTHERN SPIRITS LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, except for the possible effects of the significant deficiencies described in the "Basis of Qualified Opinion" below, 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 March 31, 2024, 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).

We have considered the significant deficiencies identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements as at March 31, 2024.

### Basis of Qualified Opinion

According to the information and explanations given to us and based on our audit, the following significant deficiencies has been identified in the operating effectiveness of the Company's internal financial controls over financial reporting as at March 31, 2024:

- a. We reviewed the internal financial controls of the Company and noted that the Company does not use the functionality of generating audit trail (edit log) from the current accounting software. Further, there is no process for review and monitoring of the changes / edit made to the accounting software.



### **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.

### **Auditor's 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") issued by the Institute of Chartered Accountants of India (ICAI) and the standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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**

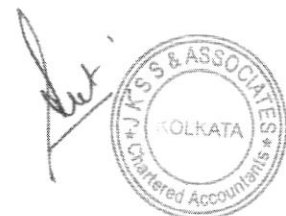
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

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 authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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.





For J K S S & Associates  
(Formerly known as J K Sarawgi & Company)  
Chartered Accountants  
FRN No.: 006836C

*Jeet Agarwal*



FCA Jeet Agarwal  
Partner  
M. No.: 064038  
UDIN: 24064038BKADCL7751

Place: Kolkata  
Dated: 29<sup>th</sup> May 2024