



**22<sup>nd</sup>**  
Annual Report 2015-2016

# **NCC Finance Limited**

**CIN:L65993TG1994PLC017737**

## **BOARD OF DIRECTORS**

Sri A G K RAJU  
Director

Sri Y D MURTHY  
Director

Sri M PEDDI RAJU  
Director

Smt S R K Deepthi  
Additional Director

## **REGISTERED OFFICE**

NCC House  
Madhapur  
Hyderabad-500 081

## **BANKERS**

SYNDICATE BANK  
CANARA BANK (IFB)

## **Registrars and Share Transfer Agents**

M/s. Karvy Computershare Pvt. Ltd  
Karvy Selenium Tower B, Plot No.31 & 32  
Gachibowli, Financial District,  
Nanakramguda, Serilingampally,  
Hyderabad -500 008  
Phone:040-67161500 Fax:040-23420814  
Email: einward.ris@karvy.com  
www.karvycomputershare.com

## **AUDITORS**

M/s.M Bhaskara Rao &Co  
Chartered Accountants  
6-3-652,5-D, Fifth Floor  
Amrutha Estates  
Somajiguda  
Hyderabad -500082

**22<sup>nd</sup> ANNUAL GENERAL MEETING ON THURSDAY, THE 29<sup>th</sup> SEPTEMBER,  
2016 AT 10.30. A.M AT SRI SGI RAMAKRISHNAM RAJU COMMUNITY HALL,  
MADHURANAGAR, HYDERABAD -500 038**

**NOTE: NO GIFTS WILL BE DISTRIBUTED AT THE AGM**

## NOTICE

**NOTICE** is hereby given that the 22nd Annual General Meeting of the members of **NCC FINANCE LIMITED** will be held on Thursday, the 29th day of September, 2016, at 10.30 A.M at Sri Sagi Ramakrishnam Raju Community Hall, Madhuram Nagar, Hyderabad-500 038 to transact the following items of business:

**A ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2016, together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Sri A G K Raju (DIN – 00019100) who retires by rotation and being eligible offers himself for reappointment.
3. To consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Rules framed there under, the appointment of M/s. M Bhaskara Rao & Co., Chartered Accountants (Registration No. 000459S) Statutory Auditors of the Company, be and is hereby ratified as the Statutory Auditors of the Company for a term of one year to hold office from the conclusion of this Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company at such remuneration, plus Service Tax, reimbursement of out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors”.

**B. SPECIAL BUSINESS****Appointment of Smt S R K Deepthi as a Director**

To consider and if thought fit to pass with or without modification (s) the following resolution as an Ordinary Resolution.

**“RESOLVED** that pursuant to the provisions of Sections 149, 152 & 160 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Smt S R K Deepthi, (DIN 01106956) who was appointed as an Additional Director by the Board of Directors during the year and who holds office up to the date of the Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.

**By Order of the Board  
For NCC Finance Limited**

Place: Hyderabad  
Date : 27-05-2016

**Registered Office**  
NCC House, Madhapur,  
Hyderabad - 500 081, Telangana  
Email : investors.nccfl@yahoo.com

**A G K RAJU  
Director  
(DIN No. 00019100)**

**NOTES:**

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should reach the registered office of the Company at least 48 hours before the time of the meeting.**
2. The Register of Members and the Share Transfer Books of the Company will be closed from **24th September, 2016 to 29th September, 2016 (both days inclusive).**
3. Members are requested to notify immediately any change of address or bank mandates to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars of the Company i.e. Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032 in respect of their physical share folios, if any.
4. Shareholders are requested to bring their copies of Annual Report to the Meeting and are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.
5. **A member desirous of seeking any information on the accounts or operations of the Company is requested to forward his / her query in writing to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.**
6. In order to service the shareholders effectively and for administrative convenience, members are requested to notify multiple folios standing in their name for consolidation, if any, to the Secretarial Department at the Registered Office of the Company immediately.
7. Members who wish to make nomination for the shares held in the Company may kindly send the details in the form as prescribed under the Companies Act, 2013 to the Registrars of the Company
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or M/s. Karvy Computershare Private Ltd for assistance in this regard.
9. In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirement)

Regulations, 2015, shareholders are provided with the facility to cast their vote electronically through the e-voting services provided by Karvy Computershare Pvt. Ltd., (Karvy) in respect of all resolutions set forth in this Notice. The Company is also providing the facility for voting by way of physical ballot at the Meeting.

Mr.A Ravishankar, Practising Company Secretary (Membership No.FCS 5335) (PCS No.4318) has been appointed as the Scrutinizer to scrutinize the e-voting process as well as the Ballot process at the Meeting in a fair and transparent manner.

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned in the e-mail / covering letter. Your folio/DP Client ID will be your User-ID.

User – ID	For shareholders holding shares in Demat Form:- a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID c) For shareholders holding shares in Physical Form:- • Event no. followed by Folio Number registered with the Company
Password	Your Unique password is sent through e.mail / printed on the covering letter
Captcha	Enter the Verification code i.e., please enter the letters and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact Karvy's toll free No. 1800-425-8283 for any support or clarification in relation to the e-voting.
- iv) Shareholders can cast their vote online from 26th September, 2016 (9.00 AM) to 28th September, 2016 (5.00 PM). During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date viz., 20th September, 2016 may cast their vote electronically.
- v) After entering these details appropriately, click on "LOGIN".
- vi) In case of first login, shareholders holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be

used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

- vii) You need to login again with the new credentials
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and cast your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL "and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate / Fls/Flls/ Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutineer through e-mail to ravi@rsfcs.com with copy to evoting@karvy.com.The file/scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote through e-voting, may vote at the Meeting through ballot for all the business specified in the accompanying Notice. The Members who have exercised their right to vote by e-voting may attend the Meeting but shall not vote at the Meeting. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.

- xiv) The Voting Results on above resolutions shall be submitted to the the BSE Limited with in 48 hours from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- xv) The Results of voting will be declared and the same along with Scrutinizer's Report(s) will be placed on the website of the Company ([www.nccfinanceltd.com](http://www.nccfinanceltd.com)) and on Service Provider's website (<https://evoting.karvy.com>) immediately after the result is declared by the Chairman.

**10. Appointment / Re-appointment of Directors**

Information on Directors recommended for Appointment/ Re-appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

**Sri A. G. K. Raju** has been associated with the Company since inception as Director. He holds a Masters Degree in Business Administration and has over 34 years rich experience in the construction industry along with finance & manufacturing and allied areas. He is also Executive Director of NCC Limited, Director on the Board's of NCC Infrastructure Holdings Ltd, NCC Urban Infrastructure Ltd and Vaidehi avenues Ltd. Sri A G K Raju is a father of Smt S R K Deepthi, Director

**Smt S R K Deepthi** is a Graduate in Commerce and a Post Graduate in Business Management. She is also a director on the Board of Arnesh Ventures Private Ltd and Narasimha Developers Private Ltd. Smt S R K Deethi is a daughter of the Sri A G K Raju, Director of the Company

**Annexure to the Notice**

**Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act,2013.**

Smt S R K Deepthi is a Graduate in Commerce and a Post Graduate in Business Management, was appointed as an Additional Director on the Board of the Company by the Board of Directors pursuant to section 161 (1) of the Companies Act,2013 and holds office upto the date of 22nd Annual General Meeting. As stipulated under Section 160 of the Companies Act, 2013 the Company has received a Notice of intention proposing Smt S R K Deepthi as a Director together with the requisite deposit from a member of the Company.

Sri S R K Deepthi is proposed to be appointed as a Director of the Company liable to retire by rotation.

Smt S R K Deepthi and Sri A G K Raju may be deemed to be interested or otherwise concerned in the resolution set out at Item No.4 of the Notice convening the meeting. None of the other Directors other than Sri A G K Raju and Smt S R K Deepthi, & the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice convening the meeting.

The Board commends the resolution for the approval of the Members of the Company

**By Order of the Board  
For NCC Finance Limited**

**A G K RAJU  
Director  
(DIN No. 00019100)**

Place: Hyderabad  
Date : 27-05-2016

**DIRECTORS' REPORT**

To  
The Members,  
**NCC Finance Limited**

Your Directors present the 22nd Annual Report together with Audited Financial Statements of the Company for the year ended March 31, 2016.

**FINANCIAL RESULTS**

(₹ in Lakhs)

Particulars	2015-2016	2014-2015
Gross Income	1.08	4.11
Profit / (Loss) before interest, depreciation and tax	(4.09)	0.48
Interest	-	-
Profit / (Loss) before depreciation & tax	(4.09)	0.48
Depreciation	-	-
Profit / (Loss) before Tax	(4.09)	0.48
Provision for Tax	-	-
Profit / (Loss) After Tax	(4.09)	0.48
Balance of loss b/f from previous year	(591.58)	(592.06)
Accumulated Loss	(595.67)	(591.58)

**DIVIDEND:**

In view of the loss suffered by the company, your Board regrets its inability to recommend dividend for the year ended 31-3-2016.

**REVIEW OF OPERATIONS:**

During the year your Company has earned a gross income of Rs.1.08 lakhs (previous year Rs.4.11 lakhs) and net loss of Rs.4.09 lakhs. The company is considering various alternatives available for restructuring its business.

**Directors' responsibility statement**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm as under:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation;
- We have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The annual accounts have been prepared on a going concern basis; and
- The Company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- We have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

**DISCLOSURES:****PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

The Company has no Subsidiary & Associate Companies

**PUBLIC DEPOSITS:**

During the year the Company has not accepted any Deposits.

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

The Company did not have any activities either relating to Conservation of Energy or Technology Absorption and therefore the provisions relating to Conservation of Energy or Technology Absorption are not applicable. The Company did not have any foreign exchange earnings and foreign exchange outgo during the year under review.

**PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company has not made any loans, guarantees, investments during the financial year ended March 31, 2016.

**PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES**

The Company has not entered into any related party transactions during the financial year 2015-16

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY.**

There are no material changes and commitments affecting the financial position of the company during the financial year 2015-16

**DIRECTORS**

Sri A G K Raju, Director (DIN 00019100) retires by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

During the year Smt. S R K Deepthi (DIN 01106956) was appointed as an Additional Director of the Company.

The Independent Directors have submitted the declaration of independence, pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section(6) of section 149 of the Companies Act, 2013.

**MEETINGS OF BOARD OF DIRECTORS**

The Board met six times during the Financial Year i.e., on 1st April 2015, 20th May, 2015, 10th August, 2015, 30th September 2015, 13th November, 2015 and 12th February, 2016. All the members of the Board were present for the said meetings.

**AUDIT COMMITTEE**

The Company has constituted the Audit Committee comprises of Sri Y D Murthy, Chairman of the Committee, Sri M Peddi Raju and Sri A G K Raju, Members of the Committee.

The Committee met four times during the Financial Year i.e., on 20th May, 2015, 10th August, 2015, 13th November, 2015 and 12th February, 2016. All the members of the Committee were present for the said meetings.

**NOMINATION AND REMUNERATION COMMITTEE**

The Company has Nomination and Remuneration Committee comprising of three Directors viz., Sri A G K Raju (Chairman of the Committee), Sri M Peddi Raju and Sri Y D Murthy.

The Company has not met during the Financial year, since no Remuneration was paid to Directors.

**Whistle Blower Policy/Vigil Mechanism**

Pursuant to Section 177 of the Companies Act, 2013 and the Rules framed there under, the Company has established a mechanism through which all the stakeholders can report the suspected frauds to the appropriate authority. The Whistle Blower Policy which has been approved by the Board of Directors of the Company has been posted on the website of the Company (<http://www.nccfinanceltd.com>)

**Risk Management**

The Company has established Enterprise Risk Management process, which is a holistic, integrated and structured approach to manage risks with the objective of maximizing shareholders' value

**Extract of Annual Return**

The Extract of Annual Return of the Company in Form MGT-9 for the Financial Year ended March 31, 2016 is enclosed - **Annexure -1** and forms part of the Directors Report.

**COMMENTS OF AUDITORS:**

The observations/comments made by the auditors in their report attached have been suitably clarified/explained, the Directors state as follows:

In order to overcome the current situation and put the company back on successful track, the company is exploring alternative business opportunities. The Company has also taken necessary steps to recover the dues outstanding from defaulting clients.

**Secretarial Audit Report**

As per the provisions of the Section 204(1) of the Companies Act, 2013, the Company has appointed M/s. BS & Company, Company Secretaries LLP to conduct Secretarial Audit of the records and documents of the Company. The Secretarial Audit Report for the Financial Year ended March 31, 2016 in Form No MR-3 is annexed to the Directors Report as **Annexure - 2** and forms part of this Report.

"As the business activity(s) carried on by the company have met challenges the Company notwithstanding the efforts put in had faced difficulty in recruiting a qualified Company Secretary. The Company has however availed the services of external professional for ensuring due compliance of the applicable laws and regulations.

**Statement of particulars as per Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014**

No remuneration is paid to Managerial Personnel of the Company

**CORPORATE GOVERNANCE:**

Pursuant to the Regulation 15 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is exempted from furnishing Corporate Governance Report

**Evaluation of performance of the Board, Members of the Board and the Committees of the Board of Directors .**

The Nomination and Remuneration Committee has laid down criteria for performance evaluation of Directors, Board level Committees and the Board as a whole and also the evaluation process for the same.

**Policy on Sexual Harassment**

The Company has adopted policy on prevention of Sexual Harassment of Women at Work place in accordance with The Sexual Harassment of Women at Workplace (prevention, Prohibition and Redressal)Act, 2013. The Company has not received any complaints under the policy.

**ACKNOWLEDGEMENTS:**

Your Directors wish to place on record their sincere appreciation and gratitude to the Company's Bankers and Shareholders of the company and look forward for the same in greater measure.

**For and on behalf of the Board**

Place : Hyderabad  
Date: 27-05-2016

**A G K RAJU**  
**Director**  
(DIN No. 00019100)

**M P RAJU**  
**Director**  
(DIN No. 01516288)



## MANAGEMENT DISCUSSION AND ANALYSIS

### A. INDUSTRIAL STRUCTURE AND DEVELOPMENT

**Economy:** India's GDP growth for FY 2015-16 is 7.9%

### B. OPPORTUNITIES AND STRENGTHS

1. Segment wise / product wise performance
2. Outlook
3. Risks and concerns
4. Internal control systems and their adequacy
5. Discussion on financial performance with respect to operational performance
6. Material developments in Human resources / Industrial relations front, including number of people employed.

### Disclosure regarding changes in accounting treatment if any

In view of the cut throat competition in the NBFC Sector and due to lack of level playing field, your company has exited from the sector and has surrendered its NBFC certificate to Reserve Bank of India. We have consolidated our operations and repaid the entire public deposits and loans from banks. At present NCC Finance Ltd is a debt free company. The Company is considering alternative business opportunities.

**ANNEXURE – 1****Form No. MGT – 9****EXTRACT OF ANNUAL RETURN  
As on 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 and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS :**

- I) CIN : L65993TG1994PLC017737
- II) Registration Date : 20th June,1994
- III) Name of the Company : NCC Finance Limited
- IV) Category/Sub-Category of the Company : Company Limited by Shares / Public Company
- V) Address of Registered Office : NCC House, Madhapur,  
And contact details : Hyderabad – 500 081, Telangana;  
Ph. No.040-23268888, Fax:040-23125555  
E-mail : Investors.nccfl@yahoo.com  
www.nccfinanceltd.com
- vi) Whether listed Company : YES  
BSE Limited
- Vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Karvy Computershare Private Limited,  
Karvy Selenium Tower B, Plot No 31 & 32  
Gachibowli, Financial District,  
Nanakramguda, Serilingampally  
Hyderabad – 500 032, Telangana State;  
Phone: +91 040 67161500  
Fax : +91 040 23420814  
E-mail Id : einward.ris@karvy.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :**

The Company had very limited operations during the Financial Year 2015-16.

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

The Company has no Subsidiary & Associate Companies.

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

i) Category-wise Shareholding

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
(1)	Indian									
(a)	Individuals / HUF	462127	-	462127	7.67	462127	-	462127	7.67	NIL
(b)	Central Government	-	-	-	-	-	-	-	-	
(c)	State Government(s)	-	-	-	-	-	-	-	-	
(d)	Bodies Corporate	508745	-	508745	8.44	508745	-	508745	8.44	NIL
(e)	Banks/FI	-	-	-	-	-	-	-	-	
(f)	Any Other									
	Sub- Total (A) (1):-	970872	-	970872	16.11	970872	-	970872	16.11	NIL
(2)	Foreign	-	-	-	-	-	-	-	-	-
(a)	NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporates	-	-	-	-	-	-	-	-	-
(d)	Banks/FI	-	-	-	-	-	-	-	-	-
(e)	Any other	-	-	-	-	-	-	-	-	-
	Sub- Total (A) (2):-	-	-	-	-	-	-	-	-	-
	<b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>970872</b>	<b>-</b>	<b>970872</b>	<b>16.11</b>	<b>970872</b>	<b>-</b>	<b>970872</b>	<b>16.11</b>	<b>NIL</b>
<b>B.</b>	<b>Public Shareholding</b>	-	-	-	-	-	-	-	-	-
1	Institutions	-	-	-	-	-	-	-	-	-
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Banks/FI	-	-	-	-	-	-	-	-	-
(c)	Central Government	-	-	-	-	-	-	-	-	-
(d)	State Government(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(g)	Others (Specify)	-	-	-	-	-	-	-	-	-
	<b>Sub- Total (B) (1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**i) Category-wise Shareholding (Contd.)**

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	335293	63400	398639	6.62	501939	63400	565339	9.38	2.76
ii)	Overseas (OCB)	-	-	-	-	-	-	-	-	-
b)	Individuals									
i)	Individual Shareholders holding nominal share capital up to ₹2 lakhs (previous year for ₹1 lakh)	1912852	1235439	3148291	52.25	1902327	1230239	3132566	51.99	-0.26
ii)	Individual Shareholders holding nominal share capital in excess of ₹2 lakhs (previous year for ₹1 lakh)	1187032	187300	1374332	22.81	1145211	187300	1332511	22.11	-0.70
c)	Others (Specify)									
i.	Foreign bodies – DR	-	-	-	-	-	-	-	-	-
ii.	Non Resident Individuals	127902	-	127902	2.12	23402	-	23402	0.39	-1.73
iii.	Trusts	-	-	-	-					
iv.	Clearing Members	5600	-	5600	0.09	1000	-	1000	0.02	-0.07
	Sub- Total (B) (2):-	3568679	1480939	5054818	83.89	3573879	1480939	5054818	83.89	-
	Total B=B(1)+B(2)	3568679	1480939	5054818	83.89	3573879	1480939	5054818	83.89	-
	<b>Total (A+B)</b>	<b>4539551</b>	<b>1486139</b>	<b>6025690</b>	<b>100</b>	<b>4544751</b>	<b>1480939</b>	<b>6025690</b>	<b>100</b>	<b>-</b>
<b>C.</b>	<b>Shares held by Custodian for GDR &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>4539551</b>	<b>1486139</b>	<b>6025690</b>	<b>100</b>	<b>4544751</b>	<b>1480939</b>	<b>6025690</b>	<b>100</b>	<b>-</b>

ii) Shareholding of Promoters/Promoters Group

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	A V SR Holdings Private Ltd	508736	8.44	0	508736	8.44	0	Nil
2	Alluri Gopala Krishnam Raju	295800	4.91	0	295800	4.91	0	Nil
3	Alluri Venkata Narasimha Raju	75609	1.25	0	75609	1.25	0	Nil
4	A A V Ranga Raju	75000	1.24	0	75000	1.24	0	Nil
5	Jampana Venkata Ranga Raju	10409	0.17	0	10409	0.17	0	Nil
6	Jampana Sridevi	5300	0.09	0	5300	0.09	0	Nil
7	NCC Limited	9	0.00	0	9	0.00	0	Nil
8	Alluri Srimannarayana Raju	9	0.00	0	9	0.00	0	Nil
	<b>Total</b>	<b>970872</b>	<b>16.11</b>	<b>0</b>	<b>970872</b>	<b>16.11</b>	<b>0</b>	

(iii) Change in Promoters'/Promoters' Group Shareholding

There has been no change in the share holding of the promoters.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs)

Sl. No	Name of the Shareholder	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No of Shares	% of total shares of the Company	Increase	Decrease	No of shares	% of total shares of the Company
1	BJD SECURITIES PRIVATE LIMITED	189974	3.15	-	-	189974	3.15
2	RABEN TECHNOLOGY SOLUTIONS PRIVATE LIMITED	163714	2.72	-	-	163714	2.72
3	MANTENA RAJU	140000	2.32	-	-	140000	2.32
4	NAYANA VADILAL VASA	100875	1.67	4688	-	105563	1.75
5	JAYANTILAL PREMJI SHAH	99750	1.66	-	-	99750	1.66
6	JOTHI R	63600	1.06	13500	-	77100	1.28
7	KRISHNARJUNA CONSTRUCTION PRIVATE LIMITED	56800	0.94	-	-	56800	0.94
8	VARAGANI BRAHMAIAH	56300	0.93	-	-	56300	0.93
9	NAGESWARA RAO DIVVELA	50500	0.84	-	-	50500	0.84
10	OMNI ADVISORY AND FINVEST COMPANY PRIVATE LIMITED	42750	0.71	-	-	42750	0.71

(v) Shareholding of Directors and Key managerial Personnel :

There has been is no change in the share holding of the Directors and The Manager Personnel.

**V. Indebtedness**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:  
The Company does not have any debts or loans as of 31st March, 2016.

**VI. Remuneration of Directors and Key Managerial Personnel**

No Remuneration was paid to the Directors during the Financial Year

**VII. Penalties / Punishments / Compounding of offences**

There were no Penalties, Punishments or Compounding of offences during the F.Y. ended 31st March 2016.

**ANNEXURE – 2**

**Form No. MR-3**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016**

To,  
The Members,  
**NCC Finance Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NCC Finance 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 secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts(Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) 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;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- (c) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

As the company is non-operative, it has confirmed that no industry specific laws were applicable to it.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) applicable w.e.f. July 01, 2015 which the company is in the process of adopting.
- (ii) The Listing Agreements entered by the Company with BSE Limited upto 30th November, 2015.
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 1st December, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, except for certain issues such as Filing of relevant forms for the appointment of women Director & Chief financial officer (CFO); Appointment of Company Secretary; certain disclosures under Section 134 of the Companies Act, 2013; and certain regulations as per clauses of Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were 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 at the meeting.

During the period under review, resolutions were carried through majority. The minutes of the meetings held during the audit period did not reveal any dissenting member's view. As confirmed by the Management, there were no dissenting views expressed by any of the members on any business transacted at the meetings held during the period under review.

Based on the information, documents provided and the representations made by the Company, its officers during our audit process and also on review of the compliance reports of the Company Secretary taken on record by the Board of Directors of the Company periodically, in our opinion, there are adequate systems and processes exists in the Company to commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The compliance of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts by the Company has not been reviewed by us since the same was subject to review by statutory auditors and other professionals.

We further report that the following are the major events during the audit period:

1. Mrs. S R K Deepthi, was appointed/resigned as an Additional Director under the provisions of the Companies Act, 2013 read with Rules made thereunder.
2. Mr. P S Jaya Prasad, was appointed as Chief Financial Officer and designated as Key Managerial Personnel under Section 203 of the Companies Act, 2013.

**For BS & Company, Company Secretaries LLP  
(Formerly BS & Company, Company Secretaries)**

Sd/-

**Dafthardar Soumya**

Place: Hyderabad  
Date : May 27, 2016

Membership No. 29312  
Certificate of Practice No. 13199

To,  
The Members,  
**NCC Finance Limited.**

Our report of even date is to be read with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of applicable laws, rules and regulations etc.
5. The compliance of the provisions of Companies Act, 2013 and other applicable laws, Rules, Regulations, secretarial standards issued by ICSI is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For BS & Company, Company Secretaries LLP  
(Formerly BS & Company, Company Secretaries)**

Sd/-

**Dafthardar Soumya**

Place: Hyderabad  
Date : May 27, 2016

Membership No. 29312  
Certificate of Practice No. 13199

Note: This report is to be read with our letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

## Independent Auditor's Report

To  
The Members of  
**NCC Finance Limited,**

### Report on the Financial Statements

We have audited the accompanying financial statements of NCC Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

### Management's Responsibility for the 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 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 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 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 controls 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 financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its loss and its cash flows for the year ended on that date.

### Emphasis of Matters

- (a) We draw attention to the following notes in the financial statements:

We draw your attention to the Note no. 13 to the financial statements with regard to the preparation of financial statements on a going concern basis. The company has discontinued its finance business.

Our opinion is not modified in respect of these matters.

### 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 Act, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. the balance sheet, the statement of profit and loss and the cash flow statement dealt by this Report are in agreement with the books of account;



- d. In our opinion, the aforesaid 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. The matter described in paragraph (a) under the Emphasis of Matters above, in our opinion, may have an adverse effect on the functioning of the Company.
- f. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
- g. 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'; and
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, 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.
  - ii. the company has not entered into any long term contracts including derivative contracts. Hence, the reporting on making provisions as required under any law or accounting standards, for material foreseeable losses does not arise, at present.
  - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund.

for **M Bhaskara Rao & Co**  
Chartered Accountants  
(Regn.No.0004595)

V K Muralidhar  
Partner  
M.No.201570

Place: Hyderabad  
Date: May 27, 2016

**Annexure A to the Independent Auditors' Report**

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

- (i) The company does not have any fixed assets during the year. Accordingly, paragraph 3(i) of the Order is not applicable.
- (ii) The company does not have any inventory during the year. Accordingly, paragraph 3(ii) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the company has not granted any loans secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and accordingly paragraph 3(iii) of the Order are not applicable, at present.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Accordingly, paragraph 3(v) of the Order is not applicable.
- (vi) In our opinion and according to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under Section 148(1) (d) of the Companies Act, 2013 for the Company.
- (vii) According to the information and explanations given to us and according to the books and records as produced and examined by us in accordance with the generally accepted auditing practices in India, in respect of statutory dues:
  - (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities during the year. The provisions of employees' state insurance and excise duty are not applicable to the company at present. There were no undisputed amounts payable in respect of provident fund, income tax, sales-tax, service tax, value added tax, cess and any other statutory dues which were in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.
  - (b) According to information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise or value added tax that have not been deposited on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders during the year; accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) During the course of our examination of the books and other records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year, nor have we been informed of such case by the management.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, no managerial remuneration has been paid or provided during the year. Accordingly, paragraph 3 (xi) of the Order is not applicable.
- (xii) According to the information and explanations given to us and based on our examination of the records, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on 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.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him during the year.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934

for **M Bhaskara Rao & Co**  
Chartered Accountants  
(Regn.No.0004595)

V K Muralidhar  
Partner  
M.No.201570

Place: Hyderabad  
Date: May 27, 2016

## Annexure B to the Independent Auditors' 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 NCC Finance Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the 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 31 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 **M Bhaskara Rao & Co**  
Chartered Accountants  
(Regn.No.000459S)

V K Muralidhar  
Partner  
M.No.201570

Place: Hyderabad  
Date: May 27, 2016

**BALANCE SHEET AS AT MARCH 31, 2016**

(Amount in ₹)

Particulars	Note	As at March 31, 2016	As at March 31, 2015
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share Capital	3	<b>60,240,320</b>	60,240,320
Reserves and Surplus	4	<b>(59,567,276)</b>	(59,157,339)
		<b>673,044</b>	1,082,981
<b>CURRENT LIABILITIES</b>			
Trade Payables	5	<b>693,288</b>	693,288
Other Current liabilities	6	<b>60,371</b>	48,544
		<b>753,659</b>	741,832
<b>Total</b>		<b>1,426,703</b>	1,824,813
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Non-Current Investments	7	-	-
<b>CURRENT ASSETS</b>			
Trade receivables	8	-	-
Cash and Bank Balances	9	<b>1,268,442</b>	1,685,726
Other Current Assets	10	<b>158,261</b>	139,087
		<b>1,426,703</b>	1,824,813
<b>Total</b>		<b>1,426,703</b>	1,824,813
Corporate information and Significant accounting policies	1&2		

See accompanying notes forming part of the financial statements

As per our Audit Report of even date attached

**for M. Bhaskara Rao & Co.**  
Chartered Accountants

**V.K. Muralidhar**  
Partner  
M.No.201570

Place: Hyderabad  
Date: May 27, 2016

**For and on behalf of the Board**

**A G K Raju**                      **M P RAJU**  
Director                              Director  
(DIN No. 00019100)      (DIN No. 01516288)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016**

(Amount in ₹)

Particulars	Note	Year ended March 31, 2016	Year ended March 31, 2015
<b>REVENUE</b>			
Revenue From Operations		-	-
Other Income	11	<b>108,183</b>	411,045
		<b>108,183</b>	411,045
<b>EXPENSES</b>			
Other Expenses	12	<b>518,120</b>	362,719
		<b>518,120</b>	362,719
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>(409,937)</b>	48,326
<b>TAX EXPENSE</b>			
Current Tax		-	-
<b>PROFIT/(LOSS) AFTER TAX</b>		<b>(409,937)</b>	48,326
Earnings per share of face value of ₹ 10/- each.	15		
- Basic		<b>(0.07)</b>	0.01
- Diluted		<b>(0.07)</b>	0.01
Corporate information and Significant accounting policies	1&2		

See accompanying notes forming part of the financial statements

As per our Audit Report of even date attached

**for M. Bhaskara Rao & Co.**  
Chartered Accountants

**V.K. Muralidhar**  
Partner  
M.No.201570

Place: Hyderabad  
Date: May 27, 2016

**For and on behalf of the Board**

**A G K Raju**                      **M P RAJU**  
Director                              Director  
(DIN No. 00019100)      (DIN No. 01516288)

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

(Amount in ₹)

	Year ended March 31, 2016	Year ended March 31, 2015
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit/(Loss) Before Tax And Extraordinary items	<b>(409,937)</b>	48,326
<b>Adjustments :</b>		
Finance costs	<b>117</b>	454
Interest received	<b>(108,183)</b>	(98,237)
(Profit) /Loss on sale of Investments	-	(312,808)
Provision for Investments	-	44,564
<b>Operating Profit / (Loss) Before Working Capital Changes</b>	<b>(518,003)</b>	(317,701)
(Increase)/Decrease in short term loans	<b>(10,900)</b>	562
Increase /(Decrease) in Trade payables	<b>11,827</b>	(806)
<b>Cash Generated From/(used) in operating activities</b>	<b>(517,076)</b>	(317,945)
Direct Taxes paid	<b>1,119</b>	10,048
<b>Net Cash Flow From/(used) in Operating Activities (A)</b>	<b>(515,957)</b>	(307,897)
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest/Dividend Received	<b>98,790</b>	62,960
Sale of Investments	-	511,518
<b>Net Cash flow from /(used) in Investing Activities (B)</b>	<b>98,790</b>	574,478
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance costs	<b>(117)</b>	(454)
<b>Net cash flow (used in) Financing activities (C)</b>	<b>(117)</b>	(454)
<b>Net increase/(decrease)In cash and cash equivalents (A+B+C)</b>	<b>(417,284)</b>	266,127
Cash and cash equivalents at the beginning of the year	<b>1,685,726</b>	1,419,599
Cash and cash equivalents at the end of the year	<b>1,268,442</b>	1,685,726
Note: Figures in brackets represents cash outflows		

See accompanying notes forming part of the financial statements

As per our Audit Report of even date attached

**for M. Bhaskara Rao & Co.**  
Chartered Accountants

**V.K. Muralidhar**  
Partner  
M.No.201570

Place: Hyderabad  
Date: May 27, 2016

**For and on behalf of the Board**

**A G K Raju**                      **M P RAJU**  
Director                              Director  
(DIN No. 00019100)      (DIN No. 01516288)

Notes forming part of the financial statements

1)	<p><b>Corporate Information</b> NCC Finance Limited was incorporated in the year 1994 to carry on the business of Hire Purchase, Leasing and advancement of Short-term loans to its various clients such as Individuals, Partnership Firms and Companies.</p>
2)	<p><b>Significant Accounting Policies</b></p> <p><b>i) Basis of preparation:</b> The financial statements are prepared under the historical cost convention on accrual basis in accordance with the Generally Accepted Accounting Principles (GAAP) that are followed in India. GAAP comprises the mandatory accounting standards specified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies Accounts Rules 2014 and other applicable provisions of the Act. All incomes and expenditures, having a material bearing on the financial statements, are recognized on an accrual basis.</p> <p><b>ii) Investments:</b> Long term Investments are valued at cost less provision made to recognize any decline, other than temporary, in the value of such investments.</p> <p><b>iii) Taxes on Income:</b> Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods.</p>

3	<b>SHARE CAPITAL</b>	As at March 31, 2016		As at March 31, 2015	
		No of Shares	Amount in ₹	No of Shares	Amount in ₹
	<b>AUTHORISED</b>				
	Equity Shares of ₹ 10 each	7,000,000	70,000,000	7,000,000	70,000,000
	Issued, Subscribed and Paid up Equity Shares of ₹ 10 each fully paid	6,004,090	60,040,900	6,004,090	60,040,900
	Issued, Subscribed and Paid up Equity Shares of ₹ 10 each Partly paid	21,600	216,000	21,600	216,000
	Less : Calls in Arrears		16,580		16,580
			<b>60,240,320</b>		<b>60,240,320</b>

3.1	<b>Reconciliation of the shares outstanding at the beginning and at the end of the reporting period</b>				
	Equity shares of ₹10 each	As at March 31, 2016		As at March 31, 2015	
		No of shares	Amount in ₹	No of shares	Amount in ₹
	At the beginning of the year	6,025,690	60,256,900	6,025,690	60,256,900
	Issued during the year	-	-	-	-
	Outstanding at the end of the year	6,025,690	60,256,900	6,025,690	60,256,900

3.2	<b>Rights, preferences and restrictions attached to equity shares</b>
	The company has only one class of shares referred to as equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

3.3	<b>Details of shareholders holding more than 5% shares in the company</b>				
	Equity shares of ₹10 each fully paid	As at March 31, 2016		As at March 31, 2015	
		No of shares	% of Shareholding	No of Shares	% of Shareholding
	A V S R Holdings Private Limited	508,736	8.44	508,736	8.44

4	<b>Reserves and Surplus</b>			(in ₹)
	<b>Securities Premium Account</b>	<b>As at March 31, 2016</b>	As at March 31, 2015	
	Opening Balance	1,500,000	1,500,000	
	Closing balance	1,500,000	1,500,000	
	<b>Surplus in Statement of Profit &amp; Loss</b>			
	Opening Balance	(60,657,339)	(60,705,665)	
	Add: Net profit/(loss) for the year	(409,937)	48,326	
	Closing balance	(61,067,276)	(60,657,339)	
	<b>Total</b>	<b>(59,567,276)</b>	<b>(59,157,339)</b>	

**Notes forming part of the financial statements**

<b>5</b>	<b>Trade Payables</b>		(in ₹)	
			<b>As at March 31, 2016</b>	As at March 31, 2015
	Trade Payables		<b>693,288</b>	693,288
	Balance in respect of Trade payables are subject to confirmation			
<b>6</b>	<b>Other Current Liabilities</b>		(in ₹)	
			<b>As at March 31, 2016</b>	As at March 31, 2015
	Other payables		<b>27,944</b>	27,944
	Provision for Expenses		<b>32,427</b>	20,600
	<b>Total</b>		<b>60,371</b>	48,544
<b>7</b>	<b>Non-Current Investments</b>		(in ₹)	
			<b>As at March 31, 2016</b>	As at March 31, 2015
	<b>Name of the Body Corporate</b>		<b>No. of Shares</b>	Amount in ₹
			No. of Shares	Amount in ₹
	<b>Investment in Equity Instruments (Others)-Fully paid</b>			
	<b>Unquoted</b>			
	Somkan Marine Ltd	<b>2,000</b>	<b>46,750</b>	2,000 46,750
	Ncc Bluewater Products Ltd	<b>40,900</b>	<b>314,210</b>	40,900 314,210
	Akai Impex Ltd	<b>1,000</b>	<b>60,000</b>	1,000 60,000
	Stiefel und Schuh (I) Ltd.	<b>500</b>	<b>5,000</b>	500 5,000
	K L G Systels Ltd	<b>11,515</b>	<b>2,965,164</b>	11,515 2,965,164
	<b>Total</b>		<b>3,391,124</b>	3,391,124
	Less : Provision for diminution in the value of Investments		<b>3,391,124</b>	3,391,124
	Closing Balance		-	-
	Aggregate Market value of Quoted Investments		-	-
	Aggregate Market value of Unquoted Investments		-	-
<b>8</b>	<b>Trade Receivables</b>		(in ₹)	
			<b>As at March 31, 2016</b>	As at March 31, 2015
	(Unsecured and Considered doubtful)			
	Outstanding for a period exceeding six months		<b>1,854,011</b>	1,854,011
	Less: Provision for doubtful debts		<b>1,854,011</b>	1,854,011
	<b>Total</b>		-	-
<b>9</b>	<b>Cash and Bank Balances</b>		(in ₹)	
			<b>As at March 31, 2016</b>	As at March 31, 2015
	Balance with banks			
	- In Current Account		<b>172,129</b>	174,375
	- in Deposit Account		<b>1,084,841</b>	1,500,000
	Cash on hand		<b>11,472</b>	11,351
	<b>Total</b>		<b>1,268,442</b>	1,685,726
<b>10</b>	<b>Other Current Assets</b>		(in ₹)	
			<b>As at March 31, 2016</b>	As at March 31, 2015
	Advances Taxes Paid		<b>48,768</b>	49,887
	Prepaid expenses		<b>10,900</b>	-
	Advance to others		<b>771</b>	771
	Interest accrued but not due		<b>97,822</b>	88,429
	<b>Total</b>		<b>158,261</b>	139,087



Notes forming part of the financial statements

11	Other Income	(in ₹)	
		Year ended March 31, 2016	Year ended March 31, 2015
	Interest Income	108,183	98,237
	Profit on sale of Investments	-	312,808
	<b>Total</b>	<b>108,183</b>	<b>411,045</b>

12	Other Expenses	(In ₹)	
		Year ended March 31, 2016	Year ended March 31, 2015
	<b>Administrative Expenses</b>		
	Postage & Telegrams	49,703	44,605
	Printing & Stationery	42,364	28,575
	Legal & Consultancy charges	87,067	32,193
	Registration, Renewals, Filing Fee	255,454	131,560
	Advertisement Expenses	36,787	4,891
	PF Administrative charges	8,400	447
	<b>Auditors Remuneration:</b>		
	a. Statutory Audit Fee	20,000	15,000
	b. Out of Pocket Expenses	-	5,000
	c. Certification	-	5,618
	Interest to others	-	36,862
	Provision for diminution in value of investments	-	44,564
	Miscellaneous Expenses	18,345	13,404
	<b>Total</b>	<b>518,120</b>	<b>362,719</b>

13 The Company has drawn up its accounts on a going concern basis, notwithstanding the substantial erosion of its net worth, accumulated losses and closure of its finance business. The Company is exploring alternative business opportunities

14 Transactions with related parties is as follows:  
**Related Parties**  
 Key Management Personnel: **Sri A. G. K. Raju**  
 Enterprises Owned or significantly influenced by Key Management Personnel: **NCC Limited**  
 There are no related party transactions relating to the year 2015- 16 and also corresponding previous year 2014-15.

15	Earnings per share	(In ₹)	
		Year ended March 31, 2016	Year ended March 31, 2015
	Net Profit / (Loss) available for equity shareholders	(409,937)	48,326
	Weighted Average number of equity shares for Basic EPS (in Nos.)	6,025,690	6,025,690
	Face Value per share	10	10
	Basic and Diluted EPS	(0.07)	0.01

for M. Bhaskara Rao & Co.  
Chartered Accountants

V.K. Muralidhar  
Partner  
M.No.201570

Place: Hyderabad  
Date: May 27, 2016

For and on behalf of the Board

A G K Raju                      M P RAJU  
Director                              Director  
(DIN NO.00019100)      (DIN NO.01516288)





Registered Office: NCC House, Madhapur, Hyderabad – 500 081.

Corporate Identity Number: L65993TG1994PLC017737

ATTENDANCE SLIP

22<sup>nd</sup> ANNUAL GENERAL MEETING

29<sup>th</sup> SEPTEMBER, 2016 AT 10.30 A.M.

DP Id.		Name & Address of the registered Shareholder
Client Id/Regd.		
No. of Shares		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company being held on Thursday, 29th September, 2016 at 10.30 a.m. at the Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad-500038, Telangana.

Note: Please complete this and hand it over at the entrance of the venue of the AGM

Member's/Proxy's Signature

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L65993TG1994PLC017737		
Name of the Company :	<b>NCC Finance Limited</b>		
Registered Office :	NCC House, Madhapur, Hyderabad – 500 081, Telangana.		
Name of the member (s) :			
Registered address :			
E-mail Id :			
Folio No/ Client Id		DP ID	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1.	Name		
	Address		
	E-mail Id	Signature	
	or failing him		
2.	Name		
	Address		
	E-mail Id	Signature	
	or failing him		
3.	Name		
	Address		
	E-mail Id	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 29th September, 2016 at 10.30 a.m. at the Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad-500038, Telangana any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions : (Please tick for (✓) or against (x) the following resolution numbers in the box mentioned below:)

1	<input type="checkbox"/>	2	<input type="checkbox"/>	3	<input type="checkbox"/>	4	<input type="checkbox"/>
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Signed this ..... day of ..... 2016.

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PRINTED MATTER  
BOOK-POST



If Undelivered Please return to :

**NCC FINANCE LIMITED** 

Regd. Office : NCC House, Madhapur, Hyderabad - 500 081.  
Tel : 040 - 2326 8888, Fax : 040 - 2312 5555