



23rd
Annual Report 2016-2017

NCC Finance Limited

CIN:L65993TG1994PLC017737

BOARD OF DIRECTORS

Sri A G K Raju

Sri Y D Murthy

Sri M Peddi Raju

Smt Raja Kalidindi Deepthi

Smt Pooja Baheti

Company Secretary & Compliance Officer

REGISTERED OFFICE

NCC House

Madhapur

Hyderabad -500 081

Bankers

Canara Bank (IFB)

Syndicate Bank

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 -500 032

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

Kautilya, Amrutha Estates

Somajiguda

Hyderabad – 500 082.

**23rd ANNUAL GENERAL MEETING ON WEDNESDAY, THE 27th SEPTEMBER,
2017 AT 10.30 A.M. AT SRI SAGI RAMAKRISHNAM RAJU COMMUNITY HALL,
MADHURA NAGAR, HYDERABAD - 500 038.**

NOTE : NO GIFTS WILL BE DISTRIBUTED AT THE AGM

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the members of **NCC FINANCE LIMITED** will be held on Wednesday, the 27th day of September, 2017, at 10.30 A.M at Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad -500 038 to transact the following items of business:

A ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, together with the Reports of the Directors and the Auditors thereon.

2. Re-appointment of Smt. Raja Kalidindi Deepthi, (DIN 01106956) as Director

To appoint a Director in place of Smt. Raja Kalidindi Deepthi, (DIN 01106956) who retires by rotation and being eligible offers herself for reappointment.

3. Appointment of Statutory Auditors

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, 142 and other applicable provisions of the Companies Act, 2013 read with the Rules framed there under including any statutory modifications or re-enactment(s) thereof for the time being in force, M/s. K P Rao & Co., Chartered Accountants (Registration No. 003135S) be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of the 23rd Annual General Meeting upto the conclusion of the 28th Annual General Meeting of the Company (subject to ratification of their appointment at every AGM to the extent required under the Act) at such remuneration, plus reimbursement of out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors”.

RESOLVED FURTHER THAT the Board of Directors and / or the Audit Committee be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

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

Place: Hyderabad
Date : 30-05-2017

**Pooja Bahethi
Company Secretary**

Registered Office
NCC House, Madhapur,
Hyderabad - 500 081. Telangana

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 25th September, 2017 to 27th September, 2017 (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 Annual General 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. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contract or Agreements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
10. 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 Annual General Meeting.

Mr. A Ravishankar, Practicing 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 Annual General 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 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 3454 001 for any support or clarification in relation to the e-voting.
- iv) Shareholders can cast their vote online from 23rd September, 2017 (9.00 AM) to 26th September, 2017 (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., 22nd September, 2017 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 / FIs/ FIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer 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 AGM 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 AGM but shall not vote at the AGM. 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 BSE Limited within 48 hours from the conclusion of the AGM 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) and on Service Provider's website (https://evoting.karvy.com) immediately after the result is declared by the Chairman.

11. Re-appointment of Director

At the ensuing Annual General Meeting, Smt. Raja Kalidindi Deepthi, Director retires by rotation and being eligible offers herself for re-appointment. The relevant information as required under Regulation 36(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, in respect of re-appointment of Director is given below for the information of the shareholders:

Smt. Raja Kalidindi Deepthi aged about 30 years did Masters Degree in Business Administration and having about 6 years experience in Education and related fields. Smt. Raja Kalidindi Deepthi is Director on Board of NCC Finance Limited, Arnesh Ventures Private Limited and Narasimha Developers Limited. She does not hold any shares in the Company.

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

Pooja Bahethi
Company Secretary

Place: Hyderabad
Date : 30-05-2017

DIRECTORS' REPORT

To
The Members,
NCC Finance Limited

Your Directors present the 23rd Annual Report together with Audited Statement of Accounts of the Company for the year ended March 31, 2017.

Financial Results

(₹ in Lakhs)

Particulars	2016-2017	2015 -2016
Gross Income	7.27	1.08
Profit / (Loss) before interest, depreciation and tax	2.38	(4.09)
Interest	-	-
Profit / (Loss) before depreciation & tax	2.38	(4.09)
Depreciation	-	-
Profit / (Loss) before Tax	2.38	(4.09)
Provision for Tax	-	-
Profit / (Loss) After Tax	2.38	(4.09)
Balance of loss b/f from previous year	(595.67)	(591.58)
Accumulated Loss	(593.29)	(595.67)

Dividend:

The profits earned by the Company or not sufficient to recommend dividend for the year ended 31-3-2017.

Review of operations:

During the year your Company has earned a gross income of ₹7.27 lakhs (previous year ₹1.08 lakhs) which has resulted in net profit of ₹2.38 lakhs. The company is exploring various alternatives available for restructuring its business.

Material changes and commitments affecting the financial posting of the Company.

There are no Material Changes and Commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report.

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 relating to material departures;
- 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 Holding, 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 if loans, guarantees 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, 2017.

Particulars of contract or arrangement with Related parties

The Company has not entered into any related party transactions during the financial year 2016-17.

Directors

Smt. Raja Kalidindi Deepthi, Director (DIN 01106956) retires by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

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.

Key Managerial Personnel

Sri. P.Jayaprasad, CFO and Smt. Pooja Baheti, Company Secretary are the key Managerial Personnel of the Company in accordance with the provisions of the Section 2(51), 203 of the Companies Act, 2013.

Meetings of Board of Directors

During the Financial year the Board has met 27th May, 2016, 11th August, 2016, 14th November, 2016 and 14th February, 2017.

Composition of Audit Committee

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

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) and Sri M Peddi Raju and Sri Y D Murthy.

Composition of Stakeholders Relationship Committee

The Company has constituted the Stakeholders Relationship Committee comprises of Sri A G K Raju (Chairman of the Committee) and Sri M Peddi Raju as the member of the Committee

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>)

Extract of Annual Return

The Extract of Annual Return of the Company in Form MGT-9 for the Financial Year ended March 31, 2017 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, 2017 in Form No MR-3 is annexed to the Directors Report as **Annexure - 2** and forms part of this Report. The company has limited operations, and is in the process of restructuring of its business.

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

No remuneration has been paid to the Directors 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.

Reporting of Frauds by the Auditors

During the period under review, there were no frauds reported to the Central Government under Section 143(12) of the Companies Act, 2013 by your Auditors.

Corporate Social Responsibility Policy

As the provisions of Section 135 of the Act are not applicable, your Company is not required to constitute a CSR Committee and develop and implemented any Corporate Social Responsibility policy.

Remuneration Policy

At present the Directors of the Company are not paid any remuneration.

Details of Adequacy of Internal Financial Controls

The Company is well equipped with adequate internal financial controls. The Company has a continuous monitoring mechanism which enables the organisation to maintain the standards of the control systems in taking corrective actions on timely basis.

Significant & Material orders passed by the regulators

No significant and material orders were passed during the year by the regulators

Statutory Auditors and their report

The term of the existing Statutory Auditors of the Company viz. M/s. M. Bhaskara Rao & Co., Chartered Accountants (Firm Registration No. 000459S) will conclude at the end of the 23rd

Annual General Meeting being held of 27th September, 2017. Subject to the approval of the members of the Company at the forth coming Annual General Meeting, of the Audit committee of the Board, is proposed to appoint M/s. K P Rao & Co., Chartered Accountants (Registration No. 003135S) as the Statutory Auditors of the Company for a term of five years i.e. from the conclusion of the 23rd Annual General Meeting the conclusion of the 28th Annual General Meeting of the Company to be held in the Year 2022 on such terms of remuneration a may be mutually discussed and agreed between the Statutory Auditors and the board / Members of the Company. The appointment of the said Statutory auditors for the F.Y. 2018-19 to F.Y. 2021-22 if approved by the members of the Company at the forthcoming AGM is subject to their ratification at the Annual General Meetings to be held for FY 2017-18 to 2020-21. The Company has received from the proposed Statutory Auditors the necessary declarations / disclosures u/s 139, 141 of the Companies Act, 2013 red with the rules framed there under and also a confirmation that their firm has been subjected to Peer Review Process of the Institute of Chartered Accountants of India and holds a valid certificate issue by the Peer Review board of the ICAI.

The Independent Auditors' Report to the Members of the Company on the Stand Alone Financial Statements for the Financial Year ended March 31, 2017 does not contain any qualification(s) or adverse observations.

The Board places on record its sincere appreciation of the services rendered by M/s. M. Bhaskara Rao & Co., Chartered Accountants during their tenure as the Statutory Auditors of the Company.

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 : 30-05-2017

A G K RAJU
Director
(DIN NO.00019100)

Y D MURTHY
Director
(DIN NO.00031837)

MANAGEMENT DISCUSSION & ANALYSIS

A. Opportunities and Strengths

The Company is exploring alternative business opportunities.

B. Internal control systems and their adequacy

The Management has formulated Internal Control Systems to ensure safeguarding of the assets and interests of the company. The Internal Control Systems are devised to promote operational efficiencies at the work place.

The Internal Controls are reviewed by the Audit Committee of the Board.

ANNEXURE – 1

Form No. MGT – 9

**EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2017**

[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
And contact details | : | NCC House, Madhapur,
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 2016-17.

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	
A.	Promoters									
(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):-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter (A) = (A) (1)+(A)(2)	970872	-	970872	16.11	970872	-	970872	16.11	NIL
B.	Public Shareholding	-	-	-	-	-	-	-	-	-
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	-	-	-	-	-	-	-	-	-
(i)	Others (Specify)	-	-	-	-	-	-	-	-	-
	Sub - Total (B) (1):-	-	-	-	-	-	-	-	-	-

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	Central Government / State Governments(s) / Non-Institution(s) / President of India	-	-	-	-	-	-	-	-	-
	Sub - Total (B) (2):-	-	-	-	-	-	-	-	-	-
3	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	501939	63400	565339	9.38	475931	63400	539331	8.95	-0.43
ii)	Overseas (OCB)	-	-	-	-	-	-	-	-	-
b)	Individuals									
i)	Individual Shareholders holding nominal share capital up to ₹2 lakh.	1902327	1230239	3132566	51.99	2132219	1248539	3380758	56.11	+4.12
ii)	Individual Shareholders holding nominal share capital in excess of ₹2 lakh.	1145211	187300	1332511	22.11	934668	161900	1096568	18.20	-3.91
c)	Others (Specify)									
i.	Foreign bodies – DR	-	-	-	-	-	-	-	-	-
ii.	Non Resident Individuals	23402	-	23402	0.39	25902	-	25902	0.43	+0.04
iii.	Trusts	-	-	-	-	500	-	500	0.01	+0.01
iv.	Clearing Members	1000	-	1000	0.02	11759	-	11759	0.20	+0.18
	Sub - Total (B) (3):-	3573879	1480939	5054818	83.89	3580979	1473839	5054818	83.89	0.00
	Total B=B(1)+B(2)+B(3)	3573879	1480939	5054818	83.89	3580979	1473839	5054818	83.89	0.00
	Total (A+B)	4544751	1480939	6025690	100	4551851	1473839	6025690	100	-
C.	Shares held by Custodian for GDR & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	4544751	1480939	6025690	100	4551851	1473839	6025690	100	100

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
	Total	970872	16.11	0	970872	16.11	0	

(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	105563	1.75	1451	-	107014	1.78
5	Jayantilal Premji Shah	99750	1.66	-	-	99750	1.66
6	Jothi R	77100	1.28		4500	72600	1.28
7	Palla Anuradha	0	0	61706	-	61706	1.02
8	Krishnarjuna Construction Private Limited	56800	0.94	-	-	56800	0.94
9	Varagani Brahmaiah	56300	0.93	-	-	56300	0.93
10	Nageswara Rao Divvela	50500	0.84	-	-	50500	0.84
11	Omni Advisory and Finvest Company Private Limited	42750	0.71	-	-	42750	0.71

(v) Shareholding of Directors and Key managerial Personnel :

Sl. No	Name of the Director and KMP	Shareholding at the beginning of the year		Change in Shareholding (No. of Shares)		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
Directors							
1	Alluri Gopala Krishnam Raju	295800	4.91	-	-	295800	4.91
2	Y D Murthy	100	0.00	-	-	100	0.00
3	M Peddi Raju	-	-	-	-	-	-

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, 2017.

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, 2017.

For and on behalf of the Board

Place : Hyderabad
Date : 30-05-2017

A G K RAJU
Director
(DIN NO.00019100)

Y D MURTHY
Director
(DIN NO.00031837)

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, 2017**

To,
The Members,
NCC Finance Limited

We were appointed by the Board of Directors of **NCC FINANCE LIMITED** ("the Company") to conduct the Secretarial Audit for the financial year ended 31st March, 2017.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by 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, 2017 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, 2017** 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, except for *the appointment of Managing Director or Chief Executive Officer or Manager and in their absence a whole time director as per the provisions of Section 203.*

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. During the period under review there were no changes carried out in the composition of the Board of Directors.

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. 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:

Ms. Pooja Baheti was appointed as the Company Secretary of the Company.

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

Date : May 27, 2017
Place: Hyderabad

Dafthardar Soumya
ACS No.: 29312
C P 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.

Annexure

To,
The Members,
NCC FINANCE LIMITED

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

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express as 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.
7. We further report that the compliance by the Company of applicable fiscal laws like Direct & Indirect tax laws have not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

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

Date : May 27, 2017
Place: Hyderabad

Dafthardar Soumya
ACS No.: 29312
C P No.: 13199

Independent Auditors' 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, 2017, 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, 2017, and its profit 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, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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.
 - iv. the Company has provided requisite disclosures in financial statements as to the holdings as well as dealings in Specified Bank Notes during the period from 08th November 2016 to 30th December 2016 and these are in accordance with the books of account maintained by the Company. Refer Note 16 to the financial statements.

for **M Bhaskara Rao & Co**
Chartered Accountants
(Regn.No.000459S)

V K Muralidhar
Partner
Membership No. 201570

Hyderabad, May 30, 2017

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 Act 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 Act 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, 2017 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 give 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.000459S)

V K Muralidhar
Partner
Membership No. 201570

Hyderabad, May 30, 2017

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, 2017 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 2017, 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
Membership No. 201570

Hyderabad, May 30, 2017

BALANCE SHEET AS AT MARCH 31, 2017

(Amount in ₹)

Particulars	Note	As at March 31, 2017	As at March 31, 2016
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	3	60,240,320	60,240,320
Reserves and Surplus	4	(59,329,628)	(59,567,276)
		910,692	673,044
CURRENT LIABILITIES			
Trade Payables	5	-	693,288
Other Current liabilities	6	20,000	60,371
		20,000	753,659
Total		930,692	1,426,703
ASSETS			
NON-CURRENT ASSETS			
Non-Current Investments	7	-	-
CURRENT ASSETS			
Trade receivables	8	-	-
Cash and Bank Balances	9	860,634	1,268,442
Other Current Assets	10	70,058	158,261
		930,692	1,426,703
Total		930,692	1,426,703
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 and on behalf of the Board

for M. Bhaskara Rao & Co.

Chartered Accountants

V.K.Muralidhar

Partner
M.No 201570

Pooja Baheti

Company Secretary

A G K Raju

Director
(DIN No 00019100)

M P RAJU

Director
(DIN No.01516288)

Hyderabad, May 30, 2017

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2017

(Amount in ₹)

Particulars	Note	Year ended March 31, 2017	Year ended March 31, 2016
REVENUE			
Revenue From Operations		-	-
Other Income	11	726,570	108,183
		726,570	108,183
EXPENSES			
Other Expenses	12	488,922	518,120
		488,922	518,120
PROFIT/(LOSS) BEFORE TAX		237,648	(409,937)
TAX EXPENSE			
Current Tax		-	-
PROFIT/(LOSS) AFTER TAX		237,648	(409,937)
Earnings per share of face value of ₹ 10/- each.	15		
- Basic		0.04	(0.07)
- Diluted		0.04	(0.07)
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 and on behalf of the Board

for M. Bhaskara Rao & Co.

Chartered Accountants

V.K. Muralidhar

Partner

M.No 201570

Pooja Baheti

Company Secretary

A G K Raju

Director

(DIN No 00019100)

M P RAJU

Director

(DIN No.01516288)

Hyderabad, May 30, 2017

Cash flow statement for the year ended March31, 2017

(Amount in ₹)

	Particulars	Year ended March31, 2017	Year ended March31, 2016
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net profit/(Loss) Before Tax And Extraordinary items	237,648	(409,937)
	Adjustments :		
	Finance costs	540	117
	Interest received	(62,185)	(108,183)
	Operating Profit / (Loss) Before Working Capital Changes	176,003	(518,003)
	(Increase)/Decrease in short term loans	-	(10,900)
	Increase /(Decrease) in Trade payables	(693,288)	11,827
	Increase /(Decrease) in other current liabilities	(40,371)	-
	(Increase) /Decrease in Other Current Assets	45,291	-
	Cash Generated From/(used) in operating activities	(512,365)	(517,076)
	Direct Taxes paid	42,912	1,119
	Net Cash Flow From/(used) in Operating Activities (A)	(469,452)	(515,957)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Interest/Dividend Received	62,185	98,790
	Net Cash flow from /(used) in Investing Activities (B)	62,185	98,790
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Finance costs	(540)	(117)
	Net cash flow (used in) Financing activities (C)	(540)	(117)
	Net increase/(decrease)In cash and cash equivalents (A+B+C)	(407,808)	(417,284)
	Cash and cash equivalents at the beginning of the year	1,268,442	1,685,726
	Cash and cash equivalents at the end of the year	860,634	1,268,442
	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 and on behalf of the Board

for M. Bhaskara Rao & Co.
Chartered Accountants

V.K. Muralidhar
Partner
M.No 201570

Pooja Baheti
Company Secretary

A G K Raju
Director
(DIN No 00019100)

M P RAJU
Director
(DIN No.01516288)

Hyderabad, May 30, 2017

Notes forming part of the financial statements

1) Corporate Information

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.

2) Significant Accounting Policies

i) Basis of preparation:

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.

ii) Investments:

Long term Investments are valued at cost less provision made to recognize any decline, other than temporary, in the value of such investments.

iii) Taxes on Income:

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.

3	SHARE CAPITAL	As at March 31, 2017		As at March 31, 2016	
		No of Shares	Amount in ₹	No of Shares	Amount in ₹
	AUTHORISED				
	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
			60,240,320		60,240,320

3.1	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period	As at March 31, 2017		As at March 31, 2016	
		No of shares	Amount in ₹	No of shares	Amount in ₹
	Equity shares of ₹10 each				
	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

Notes forming part of the financial statements

3.2	Rights, preferences and restrictions attached to equity shares
	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	Details of shareholders holding more than 5% shares in the company				
		As at March 31, 2017		As at March 31, 2016	
		No of shares	% Shareholding	No of Shares	% Shareholding
	Equity shares of ₹10 each fully paid A V S R Holdings Private Limited	508,736	8.44	508,736	8.44

4	Reserves and Surplus (in ₹)				
		As at March 31, 2017		As at March 31, 2016	
	Securities Premium Account				
	Opening Balance		1,500,000		1,500,000
	Closing balance		1,500,000		1,500,000
	Surplus in Statement of Profit & Loss				
	Opening Balance		(61,067,276)		(60,657,339)
	Add: Net profit/(loss) for the year		237,648		(409,937)
	Closing balance		(60,829,628)		(61,067,276)
	Total		(59,329,628)		(59,567,276)

5	Trade Payables (in ₹)				
		As at March 31, 2017		As at March 31, 2016	
	Trade Payables		-		693,288

6	Other Current Liabilities (in ₹)				
		As at March 31, 2017		As at March 31, 2016	
	Other payables		20,000		27,944
	Provision for Expenses		-		32,427
			20,000		60,371

Notes forming part of the financial statements

7	Non-Current Investments				
	Name of the Body Corporate	As at March 31, 2017		As at March 31, 2016	
		No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
	Investment in Equity Instruments (Others)- Fully paid				
	Unquoted				
	Somkan Marine Ltd	2,000	46,750	2,000	46,750
	NCC Bluewater Products Ltd	40,900	314,210	40,900	314,210
	Akai Impex Ltd	1,000	60,000	1,000	60,000
	Stieful und Schuh (I) Ltd.	500	5,000	500	5,000
	K L G Systels Ltd	11,515	2,965,164	11,515	2,965,164
	Total		3,391,124		3,391,124
	Less : Provision for diminution in the value of Investments		3,391,124		3,391,124
	Closing Balance		-		-
	Aggregate Market value of Quoted Investments		-		-
	Aggregate value of Unquoted Investments		-		-

8	Trade Receivables		(in ₹)
		As at March 31, 2017	As at March 31, 2016
	(Unsecured and Considered doubtful)		
Outstanding for a period exceeding six months	-	1,854,011	
Less: Provision for doubtful debts	-	1,854,011	
	-	-	

9	Cash and Bank Balances		(in ₹)
		As at March 31, 2017	As at March 31, 2016
	Balance with banks		
- In Current Account	56,630	172,129	
- in Deposit Account	800,000	1,084,841	
Cash on hand	4,004	11,472	
	860,634	1,268,442	

Notes forming part of the financial statements

10	Other Current Assets	(in ₹)	
		As at March 31, 2017	As at March 31, 2016
	Advances Taxes Paid	5,856	48,768
	Prepaid expenses	8,175	10,900
	Advance to others	-	771
	Interest accrued but not due	56,027	97,822
		70,058	158,261

11	Other Income	Year ended	Year ended
		March 31, 2017	March 31, 2016
	Interest Income/other income	62,185	108,183
	Provisions no longer required	664,385	-
		726,570	108,183

12	Other Expenses	(in ₹)	
		Year ended	Year ended
		March 31, 2017	March 31, 2016
	Administrative Expenses		
	Postage & Telegrams	41,245	49,703
	Legal & Consultancy charges	63,159	87,067
	Registration, Renewals, Filing Fee	277,652	255,454
	Advertisement Expenses	25,746	36,787
	PF Administrative charges	1,200	8,400
	Auditors remuneration :		
	Statutory Audit fee	20,000	20,000
	Miscellaneous Expenses	27,084	18,345
	Printing and stationery	32,836	42,364
	Total	488,922	518,120

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
----	---

Notes forming part of the financial statements

14	Transactions with related parties is as follows:
	<p>Related Parties</p> <p>Key Management Personnel :</p> <p style="padding-left: 40px;">Sri A. G. K. Raju - Director</p> <p style="padding-left: 40px;">Mrs Pooja Baheti - Company Secretary</p> <p>Enterprises Owned or significantly influenced by Key Management Personnel:</p> <p style="padding-left: 40px;">NCC Limited</p> <p>There are no related party transactions relating to the year 2016-17 and also corresponding previous year 2015-16</p>

15	Earnings per share	(In ₹)	
		Year ended March 31,2017	Year ended March 31,2016
	Net/Profit (Loss) available for equity shareholders	237,648	(409,937)
	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	0.04	(0.07)

16	Details of 'Specified Bank Notes '(SBN) held and transacted during the period 08.11.16 to 30.12.16.			
	Particulars	SBNs	Other denomination Notes	Total
		₹	₹	₹
	Closing cash in hand as on 08.11.16	-	4004	4,004
	(+) permitted Receipts	-	-	-
	(-) Permitted Payments	-	-	-
	(-) Amount Deposited in the bank	-	-	-
	Closing Cash in hand as on 30.12.16	-	4004	4,004

For and on behalf of the Board

for M. Bhaskara Rao & Co.
Chartered Accountants

V.K. Muralidhar
Partner
M.No 201570

Pooja Baheti
Company Secretary

A G K Raju
Director
(DIN No 00019100)

M P RAJU
Director
(DIN No.01516288)

Hyderabad, May 30, 2017



Registered Office: NCC House, Madhapur, Hyderabad – 500 081.
Corporate Identity Number: L65993TG1994PLC017737

ATTENDANCE SLIP
23rd ANNUAL GENERAL MEETING
27th SEPTEMBER, 2017 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 Wednesday, 27th September, 2017 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 :	NCC Finance Limited		
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 Wednesday, 27th September, 2017 at 10.30 a.m. at the Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad-500038, Telangana and at 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"/>
---	--------------------------	---	--------------------------	---	--------------------------

Signed this day of 2017.

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.

NOTES

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