



25th
Annual Report 2018-2019

NCC Finance Limited

CIN:L65993TG1994PLC017737

BOARD OF DIRECTORS

Sri Bh.Sudheer Verma
Managing Director

Sri Y D Murthy
Independent Director

Sri M Peddi Raju
Independent Director

Smt. Sri Raja Kalidindi Deepthi
Non-executive Director

Smt. Pooja Baheti
Company Secretary & Compliance Officer

REGISTERED OFFICE

NCC House
Madhapur
Hyderabad - 500 081

Bankers
Syndicate Bank

Auditors
M/s. K P Rao & Co
Chartered Accountants
Poornima, 2nd Floor
25, State Bank Road
Bangalore – 560 001

Registrars and Share Transfer Agents

M/s. Karvy Fintech Pvt. Ltd
Karvy Selenium Tower B, Plot No.31 & 32
Gachibowli, Financial District,
Nanakramguda, Serilingampally,
Hyderabad -500 032
Phone:040-67162222, 040-33211000
Email: einward.ris@karvy.com
www.karvyfintech.com

25th ANNUAL GENERAL MEETING ON FRIDAY, THE 27TH SEPTEMBER, 2019 AT 10.30 A.M. AT SRI SAGI RAMAKRISHNAM RAJU COMMUNITY HALL, MADHURA NAGAR, HYDERABAD - 500 038.

Pursuant to the Secretarial Standards notified by ICSI, Shareholders may please note that no Gifts/ Compliments shall be distributed at the venue of the meeting.

DIRECTORS' REPORT

To
The Members,
NCC Finance Limited

Your Directors take pleasure in presenting the 25th Annual Report along with the Audited Financial Statements of the Company for financial year ended March, 31 2019. The financial summary and highlights are stated as under:

Financial Results		(₹ in Lakhs)
Particulars	2018-2019	2017-18
Gross Income	3.14	0.01
Profit / (Loss) before interest, depreciation and tax	(5.03)	(8.01)
Interest	(0.01)	(0.01)
Profit / (Loss) before depreciation & tax	(5.02)	(8.02)
Depreciation	-	-
Profit / (Loss) before Tax	(5.02)	(8.02)
Provision for Tax	-	-
Profit / (Loss) After Tax	(5.02)	(8.02)
Other Comprehensive Income /(Loss)	0.04	-
Total Comprehensive for the period	(4.98)	(8.02)
Balance of loss b/f from previous year	(601.32)	(593.30)
Accumulated Loss	(606.30)	(601.32)

Dividend

In view of the loss suffered by the Company, your Board has not recommended dividend for the financial year 2018-2019.

The State of the Company's Affairs:

During the year, your Company has earned a gross income of Rs.3.14 lakhs (previous year Rs.0.01 lakhs) which has resulted in net loss Rs.5.02 lakhs.

Amount Transferred to Reserve

During the year under review, the Company was not required to transfer any amount to the Reserves in view of the loss incurred by the Company during the financial year.

Management Discussion and Analysis

Business Overview and Outlook and the state of the affairs of the Company and the Industry in which it operates, is discussed in detail in the section relating to Management Discussion & Analysis.

Change in Nature of Business

There is no change in the nature of business carried on by the Company during the year under review

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

There are no Material Changes and Commitments affecting the financial posting 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:

- (a) in the preparation of the annual accounts, for the financial year ended 31st March, 2019 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) 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 as at the end of the financial year 31st March, 2019 and of the loss of the Company for that period;
- (c) we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,

- 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts for the financial year ended 31st March, 2019 have been prepared on a going concern basis; and
 - (e) 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.
 - (f) we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

The Names of Companies which have become or cease to be its Subsidiaries, Joint Ventures or Associates Companies during the year.

The Company does not have any subsidiary, associate and joint-venture companies.

Deposits form Public

During the year the Company has not accepted any Deposit from the public.

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 disclosure 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, Guarantees or Investments

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, 2019.

Particulars of Contract or arrangement with Related Parties

The Company has not entered into any related party transactions during the financial year 2018-19.

Directors and KMPs

- During the Financial Year 2018-19, Sri A G K Raju (DIN-00019100), Non-executive Director resigned w.e.f. January 09, 2019 from the Board due to pre-occupation. Your Board places on record the valuable contribution of Sri A G K Raju during his tenure with the Company.
- Smt. Sri Raja Kalidindi Deepthi (DIN-01106956) retires by rotation at the conclusion of the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

- Sri Y D Murthy (DIN-00031837) and Sri M Peddiraju (DIN-01516288) were appointed as Independent Directors at the Twentieth Annual General Meeting of the Company held on 29th September, 2014 for a period of Five years. Based on the recommendation of the Nomination and Remuneration Committee, their re-appointment for a second term of Five Years is proposed at the ensuing AGM for the approval of the Members of the Company by way of Special Resolution.
- 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.
- Sri Bh.Sudhir Verma, Managing Director, Sri B.P.K. Prasad, 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.
- During the year Sri Bh.Sudhir Verma was appointed as Additional Director with effect from 09.01.2019 and subject to the approval of the Members of the Company as Managing Director with effect from 20.05.2019.
- During the year Sri P. Satya Jayaprasad resigned as Chief Financial Officer of the Company with effect from 19.05.2019.
- During the year Sri B P K Prasad appointed as Chief Financial Officer of the Company with effect from 20.05.2019.

Board Meetings held during the year

During the Financial year the Board met on 4th May, 2018, 25th May, 2018, 14th August, 2018, 14th November, 2018, 9th January, 2019 and 13th February, 2019.

Familiarization Programme

The Company conducts Familiarization Programme for the Board Members and particularly for Independent Directors to enable them to be familiarized with the company, its management and its operations to gain a clear understanding of their roles, rights and responsibilities for enabling their contribution to the Company. Details of the familiarization programmes are hosted on <http://www.nccfinanceltd.com>.

Meeting of Independent Directors

Pursuant to provisions of the Companies Act, 2013 read with rules made there under and Secretarial Standard-I issued by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company for the Financial Year 2018-19 was held on February 13, 2019.

Composition of Audit Committee

The Company has constituted the Audit Committee comprising of Sri Y D Murthy, Chairman of the Committee, Sri M Peddi Raju and Sri Bh.Sudhir Verma, Members of the Committee.

The Committee met four times during the Financial Year i.e. 25th May, 2018, 14th August, 2018, 14th November, 2018 and 13th February, 2019.

Nomination and Remuneration Committee

The Company has Nomination and Remuneration Committee comprising of three Directors viz., Sri M Peddi Raju an Independent Director is Chairman of the Committee and Sri Y D Murthy, Independent Director and Sri Bh.Sudhir Verma, Managing Director are the other members of the Committee.

The Committee met two times during the Financial Year i.e. 25th May, 2018 and 9th January, 2019.

Composition of Stakeholders Relationship Committee

The Company has constituted the Stakeholder Relationship Committee comprising of Sri B.Sudhir Verma, (Chairman of the Committee) and Sri M Peddi Raju as the member of the Committee.

The Committee met four times during the Financial Year i.e. 25th May, 2018, 14th August, 2018, 14th November, 2018 and 13th February, 2019.

Whistle Blower Policy / Vigil Mechanism

Pursuant to Section 177 of the Companies Act, 2013 read with Rules framed there under and Regulation 22 of Listing Regulations, 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>)

Extracts of Annual Return

The Extract of Annual Return of the Company in Form MGT-9 for the Financial Year ended March 31, 2019 is enclosed - **Annexure -1** and forms part of the Boards' Report.

Statement of particulars under Section 197 of the Companies Act, 2013 and as per Rule 5 of Companies (Appointment and Remuneration and of Managerial Personnel) Rule, 2014.

Your Company has not paid any remuneration attracting the provisions of Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. Hence, no information is appended to this Report in this regard.

Corporate Governance

Pursuant to the Regulation 15 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has been 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.

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, annual performance evaluation of the Directors including Chairman, Board and its Committees viz., the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee has been carried out. The Nomination and Remuneration Committee reviews the said performance Evaluation on annual basis. The Performance evaluation of Independent Directors was carried out by the entire Board of Directors without participation of the directors who are subject to the evaluation.

Compliance with Secretarial Standards

The Company has complied with applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118 (10) of the Companies Act, 2013.

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

Provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company. As the Company has been continuously suffering losses the requirement of CSR Committee is not applicable.

Remuneration Policy

The Company has not paid any Remuneration to its Directors.

The company was not required to transfer any shares to Demat Suspense Account or IEPF account.

Details of Adequacy of Internal Financial Controls

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

Details of Significant and Material Orders passed by the Regulators or Court or Tribunal impacting the going concern status and Company's operations in future.

There has been no order passed by the Regulators or Court or Tribunal.

Auditors

Statutory Audit

M/s. K P Rao & Co., (Firm Registration No. 003135S), Chartered Accountants who were appointed as Statutory Auditors of the Company for a term of Five years from the conclusion of the 23rd Annual General Meeting till conclusion of 28th Annual General Meeting conducted the Statutory Audit for the FY – 2018-19.

The Independent Auditors' Report in respect to the Financial Statements for the Financial Year ended March 31, 2019 forms part of this Annual Report and do not contain any qualifications(s) or adverse observations.

Secretarial Audit

As per the provisions of the Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board appointed M/s. BS & Company, Company Secretaries LLP to conduct Secretarial Audit of the records and documents of the Company for the financial year 2018-2019.

The Secretarial Audit Report for the Financial Year ended March 31, 2019 in Form No MR-3 is annexed to the Boards' Report as **Annexure - 2** and forms part of this Report.

In regard to the qualifications made by the Secretarial Auditors in their report we further explain as follows:

As the Company is not having any regular operations and as the financial position is very grim the Company is managing with minimum man power. However, to meet

the requirements of Companies Act, 2013, the company has appointed Mr. Bh.Sudhir Verma as Managing Director and Mr.B.P.K.Prasad as Chief Financial Officer of the Company with effect from 20.05.2019.

Particulars of Employees

At present there are no employees whose particulars are to be given under Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as amended from time to time.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 Currently not applicable as no Director or KMP is drawing remuneration from the Company except Ms. Pooja Baheti, Company Secretary whose details are reported in MGT-9 annexed to this report. Further, there are no other employees on rolls 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	BH.SUDHIR VERMA	M.PEDDI RAJU
Date : 27-05-2019	MANAGING DIRECTOR	DIRECTOR
	(DIN NO.08325563)	(DIN NO.01516288)

MANAGEMENT DISCUSSION & ANALYSIS

The Company has been having very limited operations resulting in severe liquidity problems.

A) Industry Structure and Developments:

See the above note

B) Opportunities and Threats:

See the above note

C) Segment-Wise or Product-wise performance:

See the above note

D) Outlook and Risks and concerns:

See the above note

E) Internal Control Systems and their adequacy:

The Company has adequate internal control systems commensurate with the activities of the Company.

F) Discussion on financial performance with respect to operational performance:

During the year your Company has earned a gross income of Rs.3.14 lakhs (previous year Rs.0.01 lakhs) which has resulted in net loss of Rs.5.02 lakhs. The company is exploring alternatives available for restructuring its business.

G) Material developments in human Resources/Industrial Relations front, including people employed:

During the year there is no material developments in Human Resource/Industrial Relations front, including people employed.

For and on behalf of the Board

Place : Hyderabad
Date : 27-05-2019

BH.SUDHIR VERMA
MANAGING DIRECTOR
(DIN NO.08325563)

M.PEDDI RAJU
DIRECTOR
(DIN NO.01516288)

ANNEXURE – 1

Form No. MGT – 9

**EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2019**

[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 Fintech 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 2018-19.

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):-	-	-	-	-	-	-	-	-	-
2	Central Government / State Governments(s) Non-Institution(s) / President of India	-	-	-	-	-	-	-	-	-
	Sub - Total (B) (2):-	-	-	-	-	-	-	-	-	-

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	
3	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	457359	63400	520759	8.64	452108	63400	515508	8.56	-0.08
ii)	Overseas (OCB)	-	-	-	-					
b)	Individuals									
i)	Individual Shareholders holding nominal share capital up to ₹ 2 lakh.	2142367	1242339	3384706	56.17	2143004	1231329	3374333	56.00	-0.17
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh.	959226	161900	1121126	18.61	966175	161900	1128075	18.72	+0.11
c)	Others (Specify)									
i.	Foreign bodies – DR	-	-	-	-					
ii.	Non Resident Individuals	26202	-	26202	0.44	35402	-	35402	0.58	+0.14
iii.	Trusts	500	-	500	0.01	500	-	500	0.01	0
iv.	Clearing Members	1525	-	1525	0.03	1000	-	1000	0.02	0
	Sub - Total (B) (3):-	3587179	1467639	5054818	83.89	3598189	1456629	5054818	83.89	0
	Total B=B(1)+B(2)+B(3)	3587179	1467639	5054818	83.89	3598189	1456629	5054818	83.89	0
	Total (A+B)	4558051	1467639	6025690	100.00	4569061	1456629	6025690	100.00	
C.	Shares held by Custodian for GDR & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	4558051	1467639	6025690	100	4569061	1456629	6025690	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	Pragna Dilip Vasa	116913	1.94	-	-	116913	1.94
5	Jayantilal Premji Shah	99750	1.66	-	-	99750	1.66
6	Jothi R	74700	1.24	-	-	74700	1.24
7	Palla Anuradha	61706	1.02	-	-	61706	1.02
8	Sharada Yelishala	60659	1.01	-	-	60659	1.01
9	Krishnarjuna Construction Private Limited	56800	0.94	-	-	56800	0.94
10	Varagani Brahmaiah	56300	0.93	-	-	56300	0.93

(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
1	Bh Sudhir Verma	-	-	-	-	-	-
2	Y D Murthy	100	0.00	-	-	100	0.00
3	M Peddi Raju	-	-	-	-	-	-
4	Sri Raja Kalidindi Deepthi	-	-	-	-	-	-
5	Sri B.P.K.Prasad	-	-	-	-	6751	0.11
6	Smt. Pooja Baheti	-	-	-	-	-	-

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, 2019.

VI. Remuneration of Directors and Key Managerial Personnel

Amount of ₹ 1,80,000/- paid to Mrs. Pooja Baheti, Company secretary for the F.Y. ended 31.03.2019.

VII. Penalties / Punishments / Compounding of offences

There were no Penalties, Punishments or Compounding of offences during the F.Y. ended 31st March, 2019.

For and on behalf of the Board

Place : Hyderabad
Date : 27-05-2019

BH.SUDHIR VERMA
MANAGING DIRECTOR
(DIN NO.08325563)

M.PEDDI RAJU
DIRECTOR
(DIN NO.01516288)

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 of of Managerial Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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, 2019.

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, 2019** 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, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI);
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992:-
 - (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;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018;
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015 (LODR);

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) which the company is in the process of adopting

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, except for the appointment of Internal Auditor and Managing Director.

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, the Company do not have operations and also employees. However, 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 by the Company of the applicable financial laws, filing of periodical returns, maintenance of financial records and books of accounts have not been reviewed by us since the same have been subject to review by Statutory Auditors, Internal Auditors and other professionals.

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

1. Resignation of Sri A.G.K.Raju as a Director w.e.f. 9th January, 2019.
2. Appointment of Sri Bh.Sudhir Verma as an Additional Director w.e.f. 9th January, 2019.

For BS & Company, Company Secretaries LLP

**Dafthardar Soumya
Designated Partner**

Date : May 25, 2019
Place: Hyderabad

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 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.
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 Auditors and other designated professionals.

For BS & Company, Company Secretaries LLP

**Dafthardar Soumya
Designated Partner**

Date : May 25, 2019
Place: Hyderabad

ACS No.: 29312
C P No.: 13199

INDEPENDENT AUDITOR'S REPORT

To
The Members of
NCC Finance Limited

Report on the Indian Accounting Standard (Ind AS) financial statements**Opinion**

We have audited the accompanying Ind AS financial statements of **NCC FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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, 2019, and its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

Without qualifying our opinion we draw attention to Note no. 17 regarding preparation of financial statements for the year on going concern basis, notwithstanding the substantial erosion in its net worth, accumulated losses and closure of finance business, as the company is exploring new business opportunities. These events indicate that material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern.

Key Audit Matter

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position and financial performance of the Company 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the audit of Ind AS financial statements

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

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to

draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

- A. 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 1 " a statement on the matters specified in paragraphs 3 and 4 of the said order.
- B. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income) the

Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.
- e) On the basis of the written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2". Our Report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's financial controls over financial reporting.
- g) In our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid or provided by the Company to its directors during the year. Hence

reporting under the requirement of section 197 sub-section (16) of the Act, not applicable.

- 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 Auditors) 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 that were required to be transferred to the Investor Education & Protection Fund by the Company.

for **K.P.Rao & Co.,**
Chartered Accountants
(Regn.No.0031355)

K. Viswanath
Partner
Membership No. 022812

Place: Hyderabad
Date: May 27, 2019

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

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

1. a) The Company does not have any fixed assets during the year. Accordingly, paragraph 3(i) of the Order is not applicable
2. The company does not have any inventory during the year. Accordingly, paragraph 3(ii) of the Order is not applicable.
3. 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.
4. 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.
5. According to the information and explanation given to us, the Company has not accepted deposits to which directions issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 were applicable. Accordingly, reporting under clause (v) of paragraph 3 of the Order is not applicable.
6. 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.
7. 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/Goods and Services Tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues to the extent applicable to it with the appropriate authorities during the year. 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, 2019 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.
8. 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.
9. The Company has not raised any monies, during the reporting period, by way of initial public offer (including debt instruments) or further public offer. The Company has not raised any monies, by way of term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable
10. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted 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 a case by the management.
11. 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.
12. According to the information given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause (xii) of paragraph 3 of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records, all transactions with the related parties are in compliance with Section 177 and Section 188 of the Act where applicable, and the details have been disclosed in the Ind AS Financial Statements, as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or convertible debentures during the reporting period. Accordingly, reporting under clause (xiv) of paragraph 3 of the Order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records, the Company has not entered into any non-cash transactions with any directors or persons connected with him. Accordingly, reporting under clause (xv) of paragraph 3 of the Order is not applicable.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

for **K.P.Rao & Co.,**
Chartered Accountants
Firm's Regn. No.0031355
K. Viswanath
Partner
Membership No. 022812

Place: Hyderabad
Date: May 27, 2019

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

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

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, 2019 in conjunction with our audit of the Ind AS 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". 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 judgement, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 March 31, 2019, 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 **K.P.Rao & Co.,**
Chartered Accountants
Firm's Regn. No.0031355

K. Viswanath
Partner
Membership No. 022812

Place: Hyderabad
Date: May 27, 2019

BALANCE SHEET AS AT MARCH 31, 2019

(₹ in Lakhs)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
ASSETS			
NON-CURRENT ASSETS			
Non-Current Investments	3	1.46	-
Total Non current assets		1.46	-
CURRENT ASSETS			
Financial Assets			
Cash and Cash Equivalents	4	0.04	1.25
Other Current Assets	5	-	0.05
Total Current assets		0.04	1.30
Total Assets		1.50	1.30
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	6	602.40	602.40
Other Equity	7	(606.30)	(601.32)
		(3.90)	1.08
Liabilities			
Current Liabilities			
Other Financial liabilities	8	5.00	-
Other Current liabilities	9	0.40	0.22
Total Liabilities		5.40	0.22
Total Equity and Liabilities		1.50	1.30
Corporate information and Significant accounting policies	1&2		

See accompanying notes from an integral part of the financial statements

In terms of our report attached

for K.P.Rao & Co

Chartered Accountants
FRN: 003135S

K Viswanath

Partner
M.No 022812

For and on behalf of the Board

NCC FINANCE LIMITED

CIN: L65993TG1994PLC017737

BH.Sudhir Varma

Managing Director
(DIN: 08325563)

B P K Prasad

CFO

M Peddi Raju

Director
(DIN:01516288)

Pooja Baheti

Company Secretary
(M. No. : A38468)

Hyderabad, May 27, 2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in Lakhs)

Particulars	Note	Year ended March 31,2019	Year ended March 31,2018
REVENUE			
Revenue From Operations		-	-
Other Income	10	3.14	0.01
		3.14	0.01
EXPENSES			
Other Expenses	11	8.15	8.02
Finance Costs	12	0.01	0.01
		8.16	8.03
PROFIT/(LOSS) BEFORE TAX		(5.02)	(8.02)
TAX EXPENSE			
Current Tax		-	-
Deferred tax		-	-
PROFIT/(LOSS) AFTER TAX		(5.02)	(8.02)
Other comprehensive income / (loss)		-	-
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		-	-
Income tax on above items		-	-
Fair value changes for Financial assets classified as equity instruments classified as FVTOCI		0.04	-
Items that may be reclassified to profit or loss			
Exchange differences in translating the financial statements of foreign operations		-	-
Income tax on above items		-	-
Other comprehensive income / (loss) for the period		0.04	-
Total comprehensive income for the period		(4.98)	(8.02)
Earnings per share of face value of ₹10 each.			
Basic and Diluted		(0.08)	(0.13)
Corporate information and Significant accounting policies	1&2		

See accompanying notes from an integral part of the financial statements

In terms of our report attached

For and on behalf of the Board
NCC FINANCE LIMITED
 CIN: L65993TG1994PLC017737

for K.P.Rao & Co
 Chartered Accountants
 FRN: 003135S

K Viswanath
 Partner
 M.No 022812

BH.Sudhir Varma
 Managing Director
 DIN: 08325563

M Peddi Raju
 Director
 DIN:01516288

B P K Prasad
 CFO

Pooja Baheti
 Company Secretary
 (M. No. : A38468)

Hyderabad, May 27, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(₹ in Lakhs)

	Particulars	Year ended March 31,2019	Year ended March 31,2018
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net profit/(Loss) Before Tax And Extraordinary items	(4.98)	(8.02)
	Adjustments :		
	Finance Costs	0.01	0.01
	Interest Received	-	(0.01)
	Sale of investment	(1.60)	-
	Impairment reversals	(1.42)	-
	Fair value changes	(0.04)	-
	Operating Profit / (Loss) Before Working Capital Changes	(8.03)	(8.02)
	Increase /(Decrease) in other Current Liabilities	5.18	0.02
	(Increase) /Decrease in Other Current Assets	0.05	0.65
	Cash Generated From/(used) in Operating Activities	(2.80)	(7.35)
	Direct Taxes Paid /(Refund)	-	-
	Net Cash Flow From/(used) in Operating Activities (A)	(2.80)	(7.35)
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Interest/Dividend Received	-	0.01
	Sale of Investments	1.60	-
	Net Cash flow from /(used) in Investing Activities (B)	1.60	0.01
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Finance costs	(0.01)	(0.01)
	Net cash flow (used in) Financing activities (C)	(0.01)	(0.01)
	Net increase/(decrease)In cash and cash equivalents (A+B+C)	(1.21)	(7.35)
	Cash and cash equivalents at the beginning of the year	1.25	8.60
	Cash and cash equivalents at the end of the year	0.04	1.25
	Note: Figures in brackets represents cash outflows		

See accompanying notes from an integral part of the financial statements

In terms of our report attached

for K.P.Rao & Co
Chartered Accountants
FRN: 003135S

K Viswanath
Partner
M.No 022812

For and on behalf of the Board
NCC FINANCE LIMITED
CIN: L65993TG1994PLC017737

BH.Sudhir Varma
Managing Director
(DIN: 08325563)

B P K Prasad
CFO

M Peddi Raju
Director
(DIN:01516288)

Pooja Baheti
Company Secretary
(M. No. : A38468)

Hyderabad, May 27, 2019

Notes to the financial statements for the financial year ended March 31, 2019

A. Equity Share Capital

	No. of Shares	₹ in lakhs
Balance as at March 31, 2018	6,025,690	602.40
Changes in equity share capital during the year	-	-
Balance as at March 31, 2019	6,025,690	602.40

B. Other Equity

(₹ in Lakhs)

Particulars	Reserves & Surplus			Fair Value through OCI (FVTOCI)	Total
	Capital Reserve	General Reserve	Surplus in Statement of Profit and (Loss)		
Balance as at March 31, 2018		15.00	(616.32)	-	(601.32)
Changes in accounting policy or prior period errors					-
Profit / (Loss) for the period	-	-	(5.02)	-	(5.02)
Other Comprehensive Income (net of income tax)	-	-		0.04	0.04
Balance as at March 31, 2019	-	15.00	(621.34)	0.04	(606.30)

See accompanying notes from an integral part of the financial statements

In terms of our report attached

For and on behalf of the Board
NCC FINANCE LIMITED
 CIN: L65993TG1994PLC017737

for K.P.Rao & Co
 Chartered Accountants
 FRN: 0031355

K Viswanath
 Partner
 M.No 022812

BH.Sudhir Varma
 Managing Director
 (DIN: 08325563)

M Peddi Raju
 Director
 (DIN:01516288)

B P K Prasad
 CFO

Pooja Baheti
 Company Secretary
 (M. No. : A38468)

Hyderabad, May 27, 2019

Notes to the financial statements for the financial year ended March 31, 2019

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:

2.1 Statement of Compliance:

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

2.2 Basis of Preparation & Presentation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2.3 Use of Estimates:

The preparation of financial statements requires the management of the Company to make estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the financial statements.

2.4 Fair value measurement

The Company measures financial instruments, such as investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2.5 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) *Financial assets*

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Notes to the financial statements for the financial year ended March 31, 2019

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt instruments at amortised cost
- ii) Debt instruments at fair value through other comprehensive income (FVTOCI)
- iii) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)"

Debt instruments at amortised cost

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

ii) *Financial liabilities*

Initial recognition and measurement

"Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as payables, as appropriate.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts."

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

2.6 Investments:

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

Notes to the financial statements for the financial year ended March 31, 2019

2.7 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.

2.8 Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid.

2.9 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

2.10 Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.11 Provisions

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow of embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.12 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

2.13 Earnings per Share:

Basic earnings/ (loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

2.14 Applicable from 1 April 2019 New Accounting Standards

On 30th March 2019, the Ministry of Corporate Affairs (MCA) notified Ind AS 116-Leases which is applicable from 1st April 2019. Ind AS 116 changes the method of accounting for leases. Excluding short-term and small ticket leases, the lessee would have to account for all other leases as a right-to-use asset in their financial statements and recognise a corresponding liability to pay the lessor. THE COMPANY would be implementing Ind AS 116 with effect from Q1 2020. In accordance with the transition provisions of Ind AS 116, differences on adoption would be adjusted to retained earnings as on 1st April 2019.

Notes to the financial statements for the financial year ended March 31, 2019

Amendments to Accounting Standards : On 30th March 2019, the MCA made the following amendments to accounting standards:

2.15 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. THE COMPANY does not expect any impact from this pronouncement.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The company does not expect any significant impact of the amendment on its financial statements.

2.16 Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. THE COMPANY does not expect this amendment to have any impact on its financial statements.

Employee Benefits Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. THE COMPANY does not expect this amendment to have any significant impact on its financial statements.

2.17 Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. THE COMPANY does not expect any impact from this amendment.

2.18 Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. THE COMPANY does not currently have any long-term interests in associates and joint ventures.

2.19 Business Combinations

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business.

2.20 Joint Arrangements

The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. THE COMPANY will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

Notes to the financial statements for the financial year ended March 31, 2019

3 Non-Current Investments (₹ in Lakhs)

Name of the Body Corporate	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Investment in Equity Instruments (Others)-Fully paid				
NCC Bluewater Products Limited	18,500	1.46	40,900	3.14
Unquoted				
Somkan Marine Limited	2,000	0.47	2,000	0.47
Akai Impex Limited	1,000	0.60	1,000	0.60
Stieful und Schuh (I) Limited	500	0.05	500	0.05
K L G Systel Limited	11,515	29.65	11,515	29.65
Total		32.23		33.91
Less : Provision for diminution in the value of Investments		30.77		33.91
Closing Balance		1.46		-
Aggregate Market value of Quoted Investments		1.46		-
Aggregate value of Unquoted Investments		-		-

4 Cash and Bank Balances (₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Balance With Banks		
- In Current Account	0.03	1.19
Cash On Hand	0.01	0.06
Total	0.04	1.25

5 Other Current Assets (₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Prepaid Expenses	-	0.05
Total	-	0.05

6 SHARE CAPITAL (₹ in Lakhs)

	As at March 31, 2019		As at March 31, 2018	
	No of Shares	Amount	No of Shares	Amount
AUTHORISED				
Equity Shares of ₹ 10 each	70,00,000	700.00	70,00,000	700.00
Issued, Subscribed and Paid up Equity Shares of ₹ 10 each fully paid	60,04,090	600.41	60,04,090	600.41
Issued, Subscribed and Paid up Equity Shares of ₹ 10 each - Partly Paid	21,600	2.16	21,600	2.16
Less : Calls in Arrears		0.17		0.17
		602.40		602.40

Notes to the financial statements for the financial year ended March 31, 2019

6.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2019	As at March 31, 2018
Equity shares of ₹10 each	No of shares	No of shares
At the beginning of the year	60,25,690	60,25,690
Issued during the year	-	-
Outstanding at the end of the year	60,25,690	60,25,690

6.2 Details of shareholders holding more than 5% shares in the company

Particulars	As at March 31, 2019		As at March 31, 2018	
	No of shares	% Shareholding	No of Shares	% Shareholding
Equity shares of ₹10 each fully paid				
A V S R Holdings Private Limited	5,08,736	8.44%	5,08,736	8.44%

7 Other Equity

(₹ in Lakhs)

Particulars	Reserves & Surplus			Fair Value through OCI (FVTOCI)	Total
	Capital Reserve	General Reserve	Surplus in Statement of Profit and (Loss)		
Balance as at 01 April 2018	-	15.00	(616.32)	-	(601.32)
Changes in accounting policy or prior period errors	-	-	-	-	-
Profit / (Loss) for the period	-	-	(5.02)	-	(5.02)
Other Comprehensive Income (net of income tax)	-	-	-	0.04	0.04
Balance as at 31 March 2019	-	15.00	(621.34)	0.04	(606.30)

8 Other Financial liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advance taken from others	5.00	-
Total	5.00	-

9 Other Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Other Payables	0.20	0.20
Tds Payable	0.02	0.02
Provision For Expenses	0.18	-
Total	0.40	0.22

Notes to the financial statements for the financial year ended March 31, 2019

10 Other Income (₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest Income /other income	-	0.01
Impairment reversals	1.42	-
Sale of investments impaired earlier	1.72	-
Total	3.14	0.01

11 Other Expenses (₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Administrative Expenses		
Postage & Telegrams	0.43	0.65
Legal & Professional Charges	0.82	0.89
Consultancy Charges	1.80	1.95
Registration, Renewals, Filing Fee	3.62	3.36
Advertisement Expenses	0.39	0.33
PF Administrative Charges	0.01	0.01
<i>Auditors Remuneration:</i>		
Statutory Audit Fee	0.20	0.20
Miscellaneous Expenses	0.10	0.06
Printing And Stationery	0.54	0.57
Interest paid	0.12	-
Loss on sale of investments	0.12	-
Total	8.15	8.02

12 Finance Costs (₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest /Bank charges	0.01	0.01
Total	0.01	0.01

Notes to the financial statements for the financial year ended March 31, 2019

13 Financial instruments- accounting classification and fair value measurement.

The carrying values of trade and other receivables, other assets, cash and short term deposits, trade and other payables, based on their notional amounts, reasonably approximate their fair values because these are mostly short term in nature or are re-priced frequently.

Company's assets and liabilities which are measured at amortised cost

Financial Assets carried at amortized cost:

(₹ in Lakhs)

Particulars	As At 31st March 2019			As At 31st March 2018		
	Carrying Value	FVOCI	Amortised cost	Carrying Value	FVOCI	Amortised cost
Financial Assets						
Equity instruments	1.42	1.46	-	-	-	-
Loans and advances	-	-	-	-	-	-
Trade Receivables	-	-	-	-	-	-
Loans	-	-	-	-	-	-
Others	-	-	-	0.05	-	0.05
Total	1.42	1.46	-	0.05	-	0.05

Financial Liabilities carried at amortized cost:

Particulars	As At 31st March 2019			As At 31st March 2018		
	Carrying Value	FVOCI	Amortised cost	Carrying Value	FVOCI	Amortised cost
Long-term borrowings	-	-	-	-	-	-
Short-term borrowings	-	-	-	-	-	-
Trade payables	-	-	-	-	-	-
Other payables	5.40	-	5.40	0.22	-	0.22
Total	5.40	-	5.40	0.22	-	0.22

14 Financial risk management objectives and policies

The Company is exposed to market risk, and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below..

i. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings.

Notes to the financial statements for the financial year ended March 31, 2019

ii. Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments..

(₹ in Lakhs)

Particulars	On demand	Less than 1 year	1 to 2 years	2 - 3 years
As at March 31, 2019				
Borrowings	-	-	-	-
Current liabilities	-	5.40	-	-
As at March 31, 2018				
Borrowings	-	-	-	-
Trade and other payables	-	-	-	-

15 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities. (₹ in Lakhs)

Particulars	As at March 31, 2019				As at March 31, 2018			
	Carrying amount	Fair value			Carrying amount	Fair value		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial assets								
Financial Investments at FVOCI								
Listed equity investments	1.42	1.46	-	-	-	-	-	-
<i>Measured at cost/ amortised cost</i>								
Loans and advances	-	-	-	-	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-	-
Loans	-	-	-	-	-	-	-	-
Others	-	-	-	-	0.05	-	-	0.05
	1.42	1.46	-	-	0.05	-	-	0.05
Financial liabilities								
<i>Measured at amortised cost</i>								
Long-term borrowings	-	-	-	-	-	-	-	-
Short-term borrowings	-	-	-	-	-	-	-	-
Trade payables	-	-	-	-	-	-	-	-
Others	5.40	-	-	5.40	0.22	-	-	0.22
	5.40	-	-	5.40	0.22	-	-	0.22

Notes:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

Notes to the financial statements for the financial year ended March 31, 2019

16 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maintain strong credit rating and healthy capital ratios in order to support its business and maximise the shareholder value.

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Borrowings	-	-
Other financial liabilities	5.00	
Other Payables	0.40	0.22
Less: Cash And Cash Equivalents	(0.04)	(1.25)
Net Debt	5.36	(1.03)
Equity	(3.90)	1.08
Total Capital	(3.90)	1.08
Capital and Net Debt	1.46	0.05

17 Going Concern Assumption:

The Company has drawn up its accounts on a going concern basis, notwithstanding that the company incurred net loss of ₹ 4.98 lakhs during the year ended 31st March, 2019 and as of that date the company's current liabilities exceeded its total assets by ₹ 3.90 lakhs. The Company is exploring alternative business opportunities.

18 Transactions with related parties is as follows:

Related Parties
Key Management Personnel :
(i) Mrs Pooja Baheti - Company Secretary
(ii) B P K Prasad - CFO
Enterprises Owned or significantly influenced by Key Management Personnel:
(i) NCC Limited

19 Earnings per share

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Net/Profit (Loss) available for equity shareholders	(4.98)	(8.02)
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	(0.08)	(0.13)

20 Contingent liabilities : Nil (March 31, 2018: Nil)

21 Standards issued and effective

Ind AS 115 Revenue from Contracts with Customers

Ind AS 115 was issued in February 2016 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115 revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard will supersede all current revenue recognition requirements under Ind AS. This standard came into force from accounting period commencing on or after 1st April 2018. The effect on adoption of Ind AS 115 did not have impact on the Company's financial statements.

Notes to the financial statements for the financial year ended March 31, 2019

21 Standards issued but not effective

Ind AS 116 Leases

On 30th March 2019, the Ministry of Corporate Affairs (MCA) notified Ind AS 116-Leases which is applicable from 1st April 2019. Ind AS 116 changes the method of accounting for leases. Excluding short-term and small ticket leases, the lessee would have to account for all other leases as a right-to-use asset in their financial statements and recognise a corresponding liability to pay the lessor. In accordance with the transition provisions of Ind AS 116, differences on adoption would be adjusted to retained earnings as on 1st April 2019. However the standard will not have material impact on company's financial statements

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NCC FINANCE LIMITED

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Tel : 040 - 2326 8888, Fax : 040 - 2312 5555



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

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of **NCC FINANCE LIMITED** will be held on Friday the 27th day of September, 2019, at 10.30 A.M at Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad -500038, Telangana, India 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 financial year ended March 31, 2019, together with the Reports of the Board and the Auditors thereon.

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board and Auditors thereon be and are hereby received, considered and adopted.”

2. Re-appointment of Smt. Sri Raja Kalidindi Deepthi (DIN-01106956) as Director liable to retire by rotation

“RESOLVED THAT Smt. Sri Raja Kalidindi Deepthi (DIN-01106956), who retires by rotation and being eligible offers herself for reappointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation.”

B SPECIAL BUSINESS:

3. To re-appoint Sri Y.D.Murthy (DIN-00031837) as an Independent Director.

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the ‘Act’) the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the Schedule IV and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended from time to time and applicable provisions of the Articles of Association of the Company, and pursuant to the recommendation of Nomination & Remuneration Committee, Sri Y.D.Murthy (DIN-00031837) who was appointed as an Independent Director at the Twentieth Annual General Meeting of the

Company and who holds office of Independent Director up to September 28, 2019, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed there under and Regulation 16(1)(b) of LODR Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term with effect from 27th September, 2019 upto 26th September, 2024 or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, regulations or guidelines.”

4. To re-appoint Sri M Peddiraju (DIN-01516288) as an Independent Director.

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the ‘Act’) the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the Schedule IV and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended from time to time and applicable provisions of the Articles of Association of the Company, and pursuant to the recommendation of Nomination & Remuneration Committee, Sri M Peddiraju (DIN-01516288) who was appointed as an Independent Director at the Twentieth Annual General Meeting of the Company and who holds office of Independent Director up to September 28, 2019, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed there under and Regulation 16(1)(b) of LODR Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director

of the Company, to hold office for a second term with effect from 27th September, 2019 upto 26th September, 2024 or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, regulations or guidelines.”

5. To appoint Sri Bh.Sudhir Verma (DIN-08325563) as Director of the Company

To consider, and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Sri Bh.Sudhir Verma (DIN-08325563) who was appointed as an Additional Director with effect from 9th January, 2019 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board and in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary 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, proper or expedient for the purpose of giving effect to this resolution.”

6. To appoint Sri Bh.Sudhir Verma (DIN-08325563) as Managing Director of the Company

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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and applicable provisions of SEBI (LODR) Regulations, 2015 and resolution passed in the meeting of Board of Directors dated 20th May 2019, the consent of the Members of the Company be and is hereby accorded for the appointment of Sri Bh.Sudhir Verma (DIN-08325563) as Managing Director of

the Company for a period of 5 (five) years with effect from 20th May 2019, on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment, subject to Schedule V to the Companies Act, 2013, including any such acts as may be deemed fit to give effect to this resolution and liable to retire by rotation.

7. Voluntary Liquidation of the Company under Members’ Voluntary Winding up

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 59 and other applicable provisions of the Insolvency and Bankruptcy Code, 2016 read with Insolvency and Bankruptcy Board (Voluntary Liquidation Process) Regulations, 2017 and any other laws as may be applicable for the time being in force and in accordance with the provisions of the Companies Act, 2013, as may be applicable and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to initiate voluntary liquidation of the Company as the members’ voluntary winding up, with effect from the date of passing of this resolution.”

“**RESOLVED FURTHER THAT** the company hereby resolves to carry out the complete voluntary liquidation by way of distribution of surplus assets in cash, if any.”

“**RESOLVED FURTHER THAT** Mr. Sridhar Venkatraya Sundararaja, Insolvency Professional holding Registration Number IBBI/IPA-002/IP-N00146/2017-18/10382 being eligible to be appointed as the Liquidator pursuant to the provisions of Regulation 6 of Insolvency and Bankruptcy Board (Voluntary Liquidation Process) (VLP) Regulations, 2017, be and is hereby appointed as the liquidator of NCC Finance Limited for the purpose of the members’ voluntary winding up of the affairs of the Company at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus taxes and reimbursement of actual out of pocket expenses including NCLT filing fees, ROC filing fees, expenses for Publication of statutory notices, Legal expenses and Audit Fees etc., for the winding up of the affairs of the Company.”

“RESOLVED FURTHER THAT pursuant to Section 35, Section 37 and other applicable provisions of IBC 2016, Chapter IV of the VLP Regulations and other applicable provisions, if any, the Liquidator shall, inter alia, exercise the following powers:

- a. To institute or defend suit, prosecution or other legal proceeding, civil or criminal in the name of and on behalf of the Company;
- b. To carry on the business of the Company so far as may be necessary for the beneficial liquidation of the Company;
- c. To appoint any professional at a reasonable remuneration to assist him in discharge of his duties;
- d. To appoint such other professional or to continue with the appointment of the existing statutory auditor of the Company as may be required till the dissolution of the Company;
- e. To discharge all powers, functions duties as required under Section 35 of the IBC, 2016 read with the VLP Regulations or any other applicable provisions.
- f. To open separate bank account on behalf of the Company as per the requirement of the IBC, 2016 or to change the name of the existing bank account of the Company as may be deemed appropriate;
- g. To do all such other things as may be in the beneficial liquidation of the Company and distribution of assets including but not limited to obtaining any consultation from the stakeholders of the Company;

“RESOLVED FURTHER THAT the Liquidator be and is hereby authorised to exercise all or any the power granted to him, expressly or implied, under the Insolvency and Bankruptcy Code, 2016 read with Insolvency and Bankruptcy Board (Voluntary Liquidation Process) Regulations, 2017, as may be applicable to effectively wind up the affairs of the Company.”

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

**Pooja Baheti
Company Secretary
(M. No. : A38468)**

Place: Hyderabad
Date : 31-08-2019

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

NOTES:

1. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item Nos. 3 to 7 set out above is annexed hereto.**
2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed thereto.
3. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m upto the date of the 25th Annual General Meeting.
4. **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.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
5. The requirement to place the matter relating to appointment of the Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of the Statutory Auditors, who were appointed in the Annual General Meeting, held on 27th September, 2017.
6. Corporate members intending to send their authorized representative (s) to attend the Meeting, are requested to send to the Registered Office of the Company, a certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting
7. 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. M/s. Karvy Fintech Private Ltd (“Karvy”) in respect of their physical share folios, if any.

8. Members who have not registered / updated their e-mail addresses with Karvy, if shares are held in physical mode or with their DPSs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
9. Shareholders are requested to bring their copies of the 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 of the Annual General Meeting.
10. 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.
11. 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 Contracts 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.
12. 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.
13. 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 and the Rules framed there under to the Registrars of the Company
14. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday 24th September, 2019 to Friday, 27th September, 2019 (both days inclusive).**
15. 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 Fintech Private Ltd for assistance in this regard.

Members holding shares in physical mode are also requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN details to the Company/R&T Agent.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013, 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 Fintech Private Limited, 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.

Smt. D. Soumya, Practising Company Secretary (Membership No. ACS 29312) (PCS No. 13199) 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 c) 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 **September 24, 2019 (9.00 AM) to September 26, 2019 (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., September 20, 2019, 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 Fintech 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/FIIs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to gsoumya.cs@gmail.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.

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

Particulars				
Name of the Director	Sri Y D Murthy (DIN-00031837)	Sri M Peddiraju (DIN-01516288)	Sri Bh.Sudhir Verma (DIN-08325563)	Smt. S R K Deepthi (DIN-01106956)
Qualification	B.Tech., MBA	B.Sc. Agr. & (CAIIB)	B.Tech.,	MBA
Age	69 years	73 years	50 years	33 years
Experience	40 years	48 years	20 years	8 Years
Date of first Appointment	24.06.2002	22.05.2007	09.01.2019	30/09/2015
(a) Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Being Re-Appointed as Independent Director for the second term.	Being Re-Appointed as Independent Director for the second term.	Appointed as Managing Director for a period of 5 (Five) years without any remuneration.	Being reappointed as a Director liable to retire by rotation
(b) Remuneration Last drawn	- NIL -	- NIL -	- NIL -	- NIL -
(b) Relationship with other Directors, manager and other key managerial personnel of the Company			None of the other Directors and Key Managerial Personnel are related to Sri Bh.Sudhir Verma	None of the Directors and Key Managerial Personnel are related to Smt.SRK Deepthi
Brief Resume and expertise in specific functional area	40 years rich experience in middle and senior management level in Public and Private Banking Sectors	48 years rich experience in Finance and Banking Sectors	20 years experience in Education and related fields.	8 years experience in Education and related fields.
Number of meetings of the Board attended during the year	Six (6)	Six (6)	Two (2) (All meetings attended since the date of appointment)	Five (5)
Names of other companies in which directorship(s) is held	1. NAC Quippo Equipment Services Limited 2. Patnitop Ropeway & Resorts Ltd 3. NCC Blue Water Products Ltd 4. Tellapur Technocity Private Limited 5. NCC Infrastructure Holdings Mauritius Pte. Ltd	Nil	Nil	1. NCC Blue Water Products Ltd 2. Arnesh Ventures Private Ltd 3. Narasimha Developers Private Ltd

Names of other companies in which holds the membership of Committees of the Board	NCC Blue Water Products Limited	Nil	Nil	Nil
No. of Equity Shares of Rs.10/- each held in the Company as on 31 st March, 2019.	100	Nil	Nil	Nil

Place: Hyderabad
Date : 31-08-2019

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

**Pooja Baheti
Company Secretary
(M. No. : A38468)**

ANNEXURE TO NOTICE:**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the items of Special Business specified in item no(s) 3 to 7 of the Notice of the Meeting.

Item No.3

Sri Y D Murthy (DIN-00031837) was appointed as an Independent Director with effect from 29th September, 2014 and his current term as Independent Director is set to expire on 28th September, 2019. Sri Y D Murthy meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b), 17 and 17A of the SEBI Listing Regulations.

The Board at its meeting held on 27th May 2019, based on the outcome of performance evaluation, recommendations of the Nomination and Remuneration Committee, background, experience and contribution made by Sri Y D Murthy during his tenure, has approved the re-appointment for a second term commencing from 27th September, 2019 upto 26th September, 2024, subject to the approval of shareholders of the Company. The Board of Directors state that the re-appointment of Sri Y D Murthy would be in the interest of the company and its Members.

Sri Y D Murthy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to continue to act as an Independent Director of the Company. The Company has also received declaration from Sri Y D Murthy that he meets the criteria of independence as prescribed under Section 149 of the Act and the SEBI Listing Regulations.

In the opinion of the Board, Sri Y D Murthy meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1) (b), 17 and 17A of the SEBI Listing Regulations. Details of Sri Y D Murthy whose re-appointment as an Independent Director is proposed at Resolution No. 3 is provided in the Annexure to this Notice.

Other than Sri Y D Murthy and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.3, except to the extent of their shareholding, if any, in the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Sri Y D Murthy as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution set out at Resolution No.3 of the Notice for the approval by the Members.

Item No.4

Sri M Peddiraju (DIN-01516288) was appointed as an Independent Director with effect from 29th September, 2014 and his current term as Independent Director is set to expire on 28th September, 2019. Sri M Peddiraju meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b), 17 and 17A of the SEBI Listing Regulations.

The Board at its meeting held on 27th May 2019, based on the outcome of performance evaluation, recommendations of the Nomination and Remuneration Committee, background, experience and contribution made by Sri M Peddiraju during his tenure, has approved the re-appointment for a second term commencing from 27th September, 2019 upto 26th September, 2024, subject to the approval of shareholders of the Company. The Board of Directors state that the re-appointment of Sri M Peddiraju would be in the interest of the company and its Members.

Sri M Peddiraju is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to continue to act as an Independent Director of the Company. The Company has also received declaration from Sri M Peddiraju that he meets the criteria of independence as prescribed under Section 149 of the Act and the SEBI Listing Regulations.

In the opinion of the Board, Sri M Peddiraju meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1) (b), 17 and 17A of the LODR Regulations. Details of Sri M Peddiraju whose re-appointment as an Independent Director is proposed at Resolution No. 4 is provided in the Annexure to this Notice.

Other than Sri M Peddiraju and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.4, except to the extent of their shareholding, if any, in the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Sri M Peddiraju as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution set out at Resolution No. 4 of the Notice for the approval by the Members.

Item No.5

The Board of Directors at their meeting held on 9th January, 2019 based on recommendations of the Nomination & Remuneration Committee, approved the appointment of Sri Bh.Sudhir Verma (DIN-08325563) as an Additional Director on the Board of Directors of the Company with effect from 9th January, 2019, in terms of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and applicable provisions of Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company, subject to approval of shareholders of the Company.

Sri Bh.Sudhir Verma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Sri Bh.Sudhir Verma forms part of the Promoter(s)/Promoter(s) Group of the Company.

The Company has received a Notice under Section 160 of the Act from a member, proposing the appointment of Sri Bh.Sudhir Verma as a Director of the Company.

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, the appointment of Sri Bh.Sudhir Verma on the Board would be beneficial to the overall functioning of the Company.

The Board of Directors propose the appointment of Sri Bh.Sudhir Verma as a Director of the Company liable to retire by rotation and recommend the Ordinary Resolution No.5 for approval of shareholders of the Company.

Other than Sri Bh.Sudhir Verma and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.5, except to the extent of their shareholding, if any, in the Company.

The Board recommends resolution under Item No. 5 to be passed as an Ordinary Resolution

Item No.6

The Board of Directors of the Company at its meeting held on 20th May, 2019 on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company have accorded their approval for the appointment of Sri Bh.Sudhir Verma (DIN-08325563) as Managing Director of the Company for a period of 5 (Five) years with effect from 20th May, 2019 without any remuneration.

Sri Bh.Sudhir Verma, has requisite experience in Education and related fields and activities related to Company's objects and his appointment on the Board would help the company to achieve its objectives and beneficial for the growth of the Company.

Other than Sri Bh.Sudhir Verma and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.6, except to the extent of their shareholding, if any, in the Company.

The Board recommends resolution under Item No.6 to be passed as an Ordinary Resolution

Item No.7

The Board of Directors of the Company at its meeting held on 31st August 2019, made an enquiry into the affairs of the company and declare that

- a) The company has not committed any default of the provisions as applicable to the Company
- b) The Board has made a full inquiry into the affairs of the company and they have formed an opinion that the company has no debts.
- c) The company is not being liquidated to defraud any person.

and approved the proposal for winding up of the operations of the Company under the members' voluntary winding up subject to approval of the members.

As the members are aware, your Company had business of financial services, fund management and Software Development Services. Thereafter since past few years, your Company explored certain business propositions to recommence the activities, however, considering the fact that the Company has very limited financial resources, it has been thought prudent to wind up the operations of the Company and to distribute the assets if any lying with the Company to shareholders as per their respective holding in the Company.

The shares of the Company are listed on the BSE Limited and are thinly traded in the exchange.

The members' voluntary winding up shall be effected in accordance with provisions of Section 59 of Insolvency and Bankruptcy Code, 2016 read with Insolvency and Bankruptcy Board (Voluntary Liquidation Process) Regulations, 2017 which provides that the members' voluntary winding up shall require the approval of the shareholders by a Special Resolution hence, the said resolution is proposed to be passed as a Special Resolution.

It is proposed to appoint Sridhar Venkatraya Sundararaja, an Insolvency Professional holding (Reg, No: IBBI/IPA-002/IP-N00146/2017-18/10382) as the Liquidator for the proposed voluntary winding up process at such remuneration as provided in the proposed resolution.

Copy of Declaration of Solvency approved by the Board at its meeting held on 31st August 2019 is available for inspection by the members during the office hour from 11.00 A.M. to 1.00 P.M. on all working days, except Saturdays and Sundays, at the Registered Office of the Company, till the date of the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives shall be considered to be concerned or interested in the proposed Special Resolution except to the extent of their respective shareholding in the Company.

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

Place: Hyderabad
Date : 31-08-2019

**Pooja Baheti
Company Secretary
(M. No. : A38468)**



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

ATTENDANCE SLIP
25TH ANNUAL GENERAL MEETING
27th September, 2019 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 **25th ANNUAL GENERAL MEETING** of the Company being held on Friday, 27th September 2019 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 25th Annual General Meeting of the Company, to be held on Friday, 27th September 2019 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"/>	4 <input type="checkbox"/>	5 <input type="checkbox"/>	6 <input type="checkbox"/>	7 <input type="checkbox"/>
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Signed this day of 2019.

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.

ROUTE MAP FOR THE VENUE OF THE AGM

VENUE: 25th Annual General Meeting of the Company being held on Friday, 27th September, 2019 at 10.30 a.m. at the Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad-500038, Telangana.

