

Ref. No.: NCCL/Regulation 34/2016

Date : 27-08-2016

**The Secretary**  
**National Stock Exchange of India Ltd**  
5<sup>th</sup> Floor, Exchange Plaza  
Bandra – Kurla Complex  
Bandra (E)  
**MUMBAI - 500 051.**  
Fax No: 022 – 2659 8237 / 38

**The Secretary**  
**Bombay Stock Exchange Ltd,**  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
**M U M B A I – 400 001.**  
Fax : 022-22722037/39

**Dear Sir(s),**

**Scrip Code : NSE: NCC & BSE : 500294**

**Sub: Submission of Annual Report for the Financial Year 2015-16**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith Annual Report for the Financial year 2015-16, which has been duly adopted and approved at the Annual General Meeting held on 24<sup>th</sup> August, 2016.

We request you to take the same on record and acknowledge.

Thanking you,

Yours faithfully  
For **NCC LIMITED**

  
27-08-2016  
**M V SRINIVASA MURTHY**  
**COMPANY SECRETARY & EVP (L)**

## Building On.....

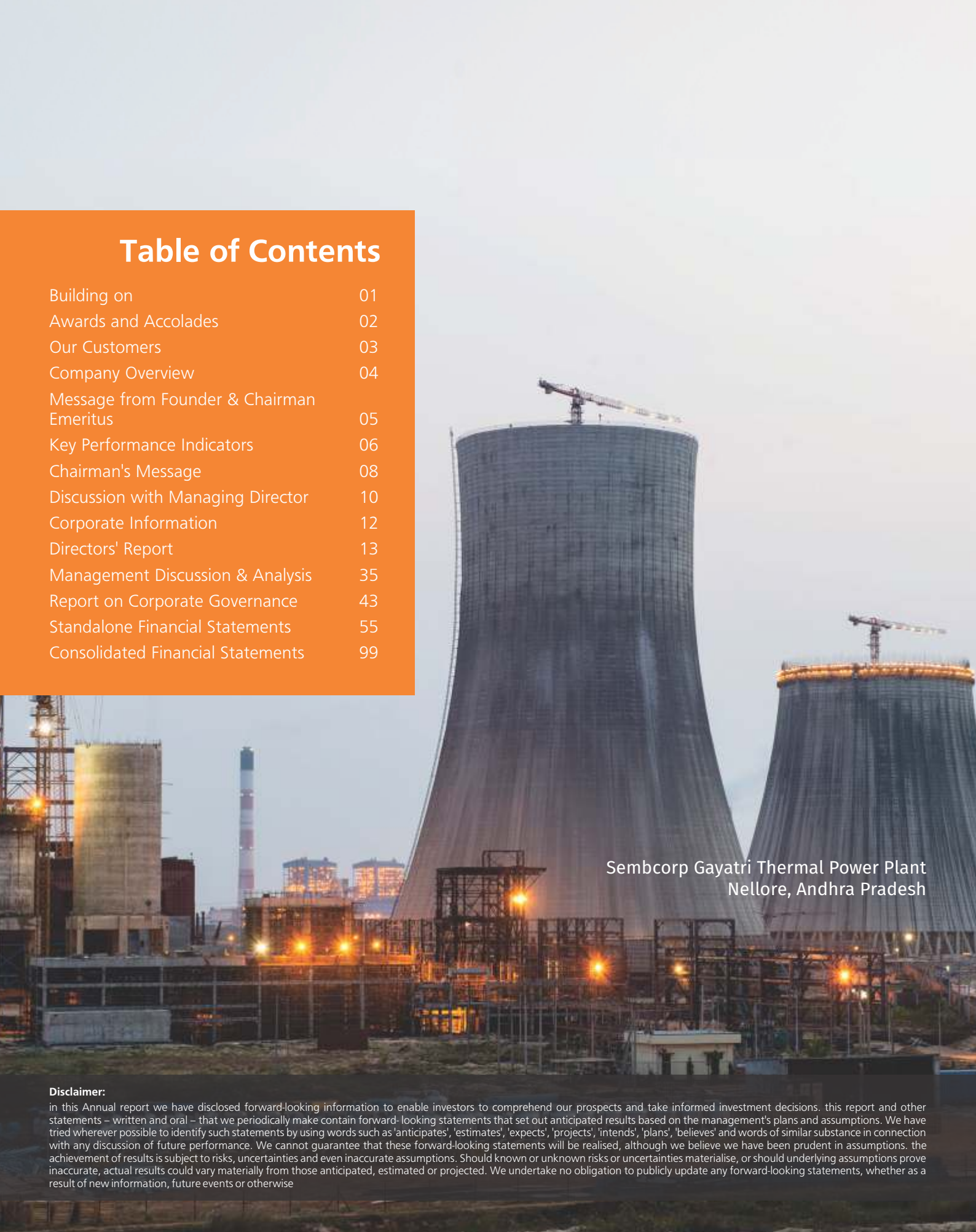


**NCC LIMITED**

ANNUAL REPORT 2015-16

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A photograph of the Sembcorp Gayatri Thermal Power Plant in Nellore, Andhra Pradesh, India. The image shows two large, cylindrical cooling towers under construction, with cranes on top. The plant is illuminated at dusk or dawn, with various structures and pipes visible in the background.

Sembcorp Gayatri Thermal Power Plant  
Nellore, Andhra Pradesh

### Disclaimer:

in this Annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. this report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. the achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise

## Building On....

### We are building on.... our inherent strengths

This year's annual report statement is our resolve to build on our inherent strengths and operational advantages and thereby create further value for all our stakeholders.

FY 16 has been an year of excellent progress through delivering significantly improved financial returns, as well as enhanced performance on most of the key financial and operational indicators. While we step into a new year we are determined to capitalise from the emerging opportunities coupled with our inherent advantages to Build On.....

### We are building on..... our vision

To be a world-class construction and infrastructure enterprise committed to quality, timely completion, customer satisfaction, continuous learning and enhancement of stakeholders' value.

### We are building on..... our lasting values

Lasting values are important for us as they protect the organization from various external shocks. We build on nurturing lasting values like Openness and Trust, Integrity and Reliability, Team Work and Collaboration, Commitment and Creativity.

### We are building on...our corporate social responsibility

Shared responsibility and generosity for the society have long been a part of the tradition at NCC. Through NCC Foundation, the CSR arm of NCC, a portion of the company's profits are utilised for CSR activities.

In the last two years, NCC has constructed 204 houses for the rural poor. It has also constructed 300 toilets cum bathrooms for the rural poor under "Swacch Bharat Abhiyaan."



## Awards and Accolades



Dr A V S Raju, Founder & Chairman Emeritus was honored with the Bulandh Bharath' Award for his exemplary contributions towards nation building.



The Construction Industry Development Council (CIDC), New Delhi has been set up jointly by the Planning Commission, Government of India and the Indian construction industry and undertakes a wide range of activities to benefit the construction industry. CIDC has instituted Viswakarma Awards 2016 to recognize and encourage excellence in the construction industry. The following awards were received by NCC.

- Best Professionally Managed Company-NCC Limited
- Industry Doyen Award - A A V Ranga Raju, MD
- Best Construction Project-ESIC Gulbarga
- Best Artisan Awards to six employees



Mr R S Raju, CFO, has been recognised as one of the "BEST CFOs" by the Chartered Institute of Management Accountants (CIMA).



- National Award for "Excellence in Cost Management" for the year 2015 by "The Institute of Cost Accountants of India".
- "Best compliance in Service Tax matters" from "Central Board of Excise, Customs & Service Tax", Hyderabad Zone.

## Our Customers

National Highways Authority of India (NHAI)	Steel Authority of India Limited
State Public Works Departments (of various states)	National Institute of Technology
Karnataka Road Development Corporation	Mahanadi Coal Fields Limited
Irrigation and CAD departments (of various states)	Symbiosis University
Hyderabad Metropolitan Water Supply and Sewerage Board	Ministry of Defence
Gujarat Water Supply and Sewerage Board	Rail Vikas Nigam Limited
Chennai Metropolitan Water Supply and Sewerage Board	NBCC Limited
State Electricity Boards (of various states)	Allahabad Development Authority Limited
Maharashtra Airport Development Company, Mumbai	Ministry of Transport & Communication - Govt. of Oman
Government of West Bengal, PHE Office, Kolkata	Bihar Agricultural University
Sahara India Commercial Corporation Limited, Pune	Maharashtra State Road Development Corporation Ltd
Hindustan Aeronautics Limited	Purvanchal Vidyut Vyapar Nigam Limited
Bharat Heavy Electricals Limited	Public Health Engineering Department (of various states)
National Thermal Power Corporation	Rashtriya Madhyamika Shiksha, Karnataka
Reliance Industries Limited	Guntur Municipal Corporation, Andhra Pradesh
Karnataka Housing Board	UP Expressway Industrial Development Authority
Andhra Pradesh Housing Board	Indian Institute of Technology, Jodhpur
Engineers India Limited	Directorate of Arts & Culture, Meghalaya
Bennett Coleman and Company Limited	Tamil Nadu Housing Board
Patni Computers	National Mineral Development Corporation Limited
Singareni Collieries Company Limited	Hyderabad Growth Corridor Limited, Hyderabad
Delhi Metro Rail Corporation Limited	Sardar Sarovar Narmada Nigam Limited
Ansals Properties & Infrastructure Limited, Lucknow	Dept. of Sports, Govt. of Uttarakhand
Uttar Pradesh Housing & Development Board, Lucknow	Telangana drinking water supply project, Govt of Telangana
Employees State Insurance Corporation (ESIC)	Nagpur Metro Rail Corporation Ltd. Nagpur
Chennai Metro Rail Limited	Dept. of Space, Govt. of India, Sriharikota
Shriram Properties Private Limited	Indian Institute of Management, Raipur
Reserve Bank of India	Bangalore Metro Rail Corporation, Bangalore
Muscat Municipality, Sultanate of Oman	

## Company Overview

Established in 1978, as a partnership firm and converted into a limited company in 1990, NCC has progressed consistently over past three decades. Today we are among the top three construction companies in India in terms of revenue. NCC was born from a vision to provide world class construction solutions with focus on quality, timely completion, customer satisfaction, continuous learning and enhancement of stakeholders value.

NCC undertakes civil construction in segments such as buildings, water, roads, irrigation, power, electrical, railways, metals, mining and has also a presence in the Middle East where it currently undertakes works in roads, buildings, and water segments.

## Business Divisions



Buildings & Housing



Roads



Electrical



Water & Environment



Irrigation



Railways



Power



Metals



Mining



International

### Quality Policy :

NCC strives to achieve enhanced customer satisfaction by delivering quality products through timely completion in safe working environments. We dedicate ourselves to continual improvement in all fields of our business

### Quality Objectives :

To consistently deliver quality products by adhering to set specifications, contractual, regulatory and statutory requirements

To achieve enhanced customer satisfaction through cost-effective and timely completion

To motivate and train staff for continual improvement of quality standards

To update and implement the procedures complying with international standards





## Message from

## Founder & Chairman Emeritus

### Greetings from NCC Ltd !

Welcome to our annual report for the year 2015-16.

Since our inception in 1978 we have transformed. From our early days as a modest partnership firm, we have emerged as India's premier construction and infrastructure development company, with an open and transparent management style that embraces and welcomes stakeholder's participation and dialogue. At NCC Ltd, today we are equally proud of our management professionalism and merit, alongside the traditions of relationship building and mutual respect.

FY16 has been yet another year of good performance in terms of bettering our balance sheet as well as exhibiting our operational resilience. In terms of building the organization towards our vision to become a world-class construction and infrastructure company, we have crossed many important milestones in the recent years.

Innovation, professional integrity, acquiring and improving knowledge, skills, safety and health and last but not least, being a responsible corporate citizen are the decisive building blocks of our company. We believe that investing in and building our understanding to meet the ever growing infrastructure needs of our country will enable us to deliver sustainable growth, leverage scale to increase operating margins over time, and provide a decent return on capital to shareholders on a consistent basis.

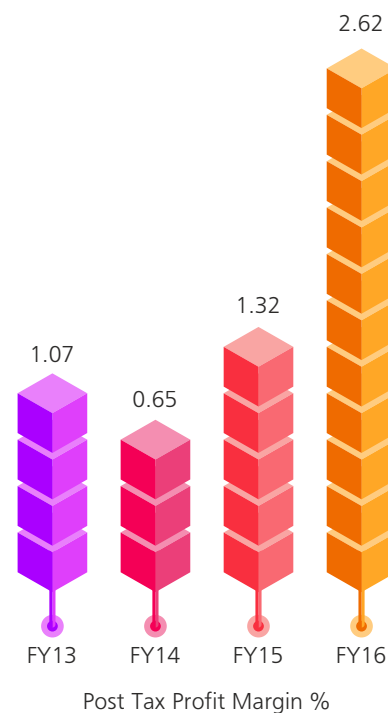
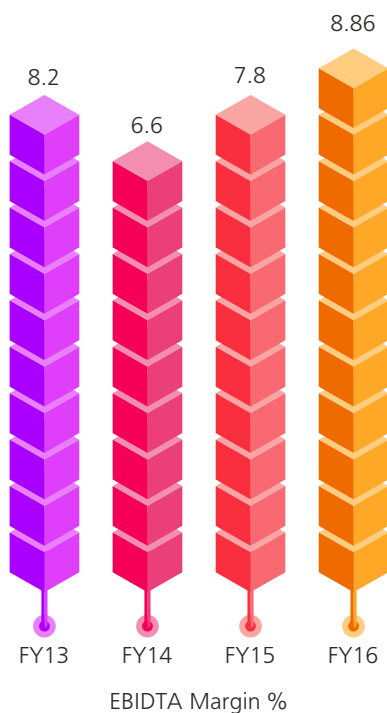
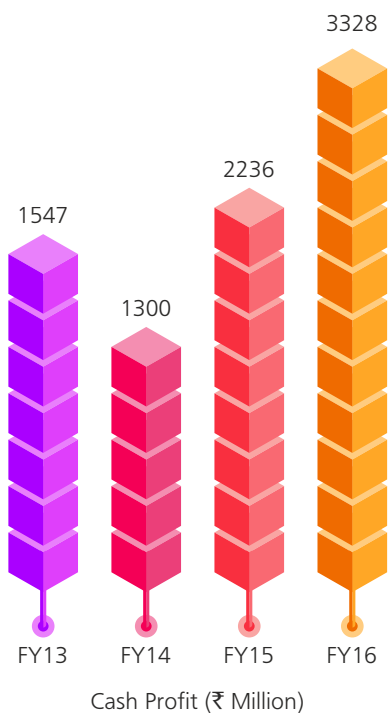
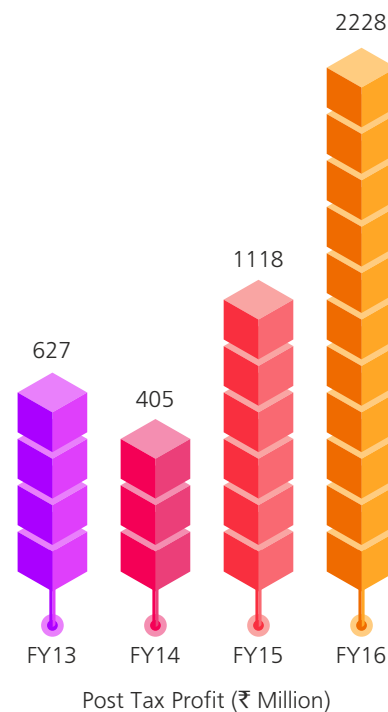
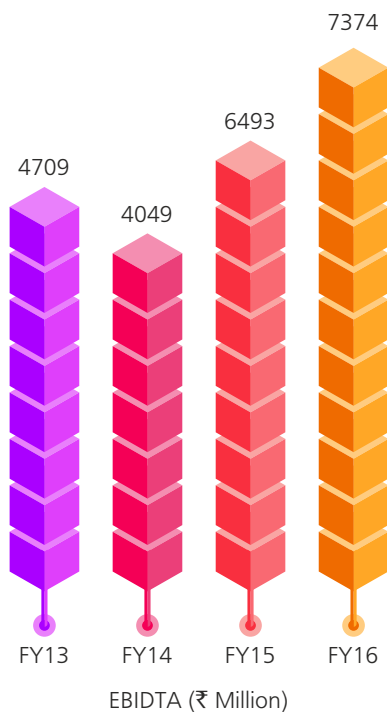
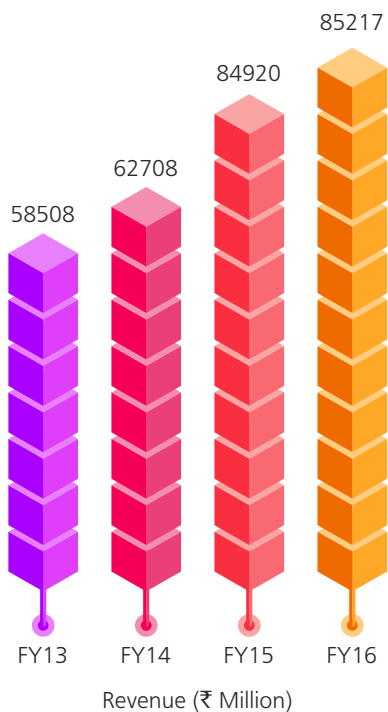
I am incredibly proud of our depth of talent. NCC's leadership team including Board of Directors and senior management function as a cohesive strategic team in line with our broader corporate governance philosophy and long term business goals. When it comes to our people, they are our key assets. We have a team of deeply committed and informed human resource, which strengthens our functional capabilities.

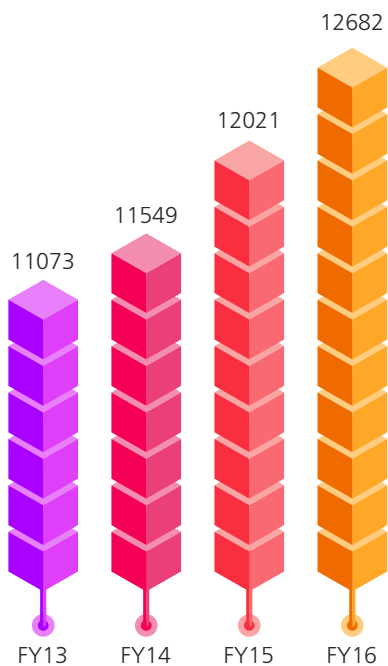
I thank all for the continued support, and NCC's management team and employees for their untiring contributions.

**Dr. AVS Raju**  
Founder & Chairman Emeritus

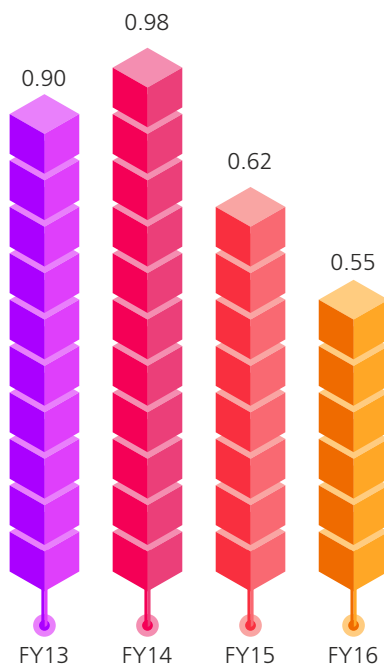


## Key Performance Indicators (Standalone)

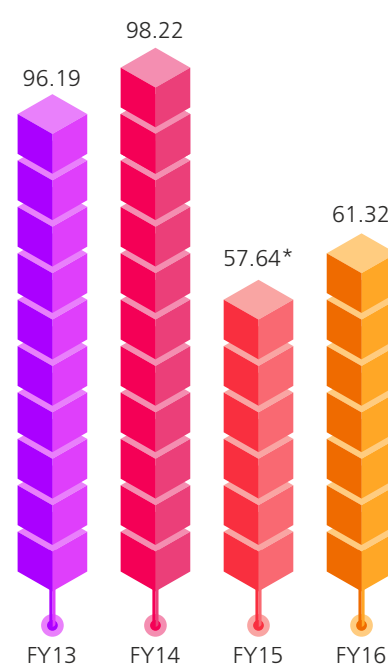




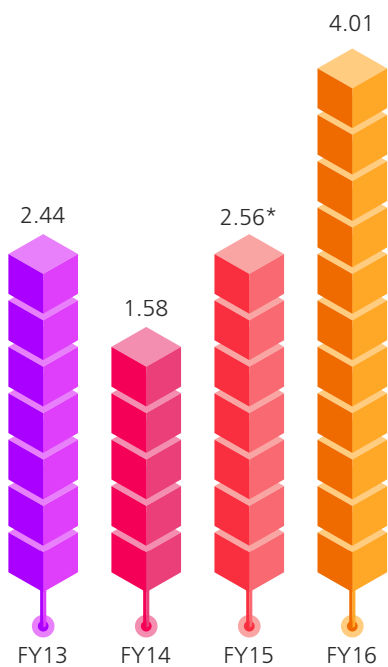
Gross block (₹ Million)



Debt Equity Ratio

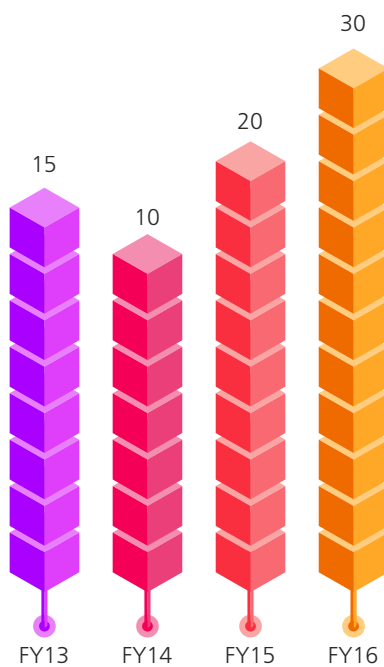


Book Value Per Share (₹)  
\* After the Rights Issue

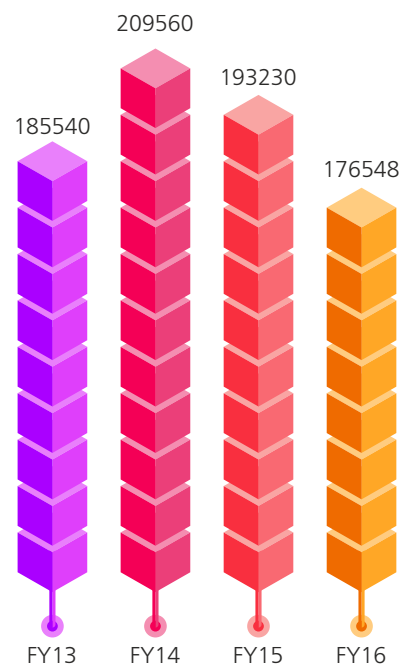


EPS-Basic (₹)

\* After the Rights Issue



Dividend (%)



Order Book (₹ in Million)

As Chairman of the company and two years as Independent Director with NCC, it is my firm conviction that the Board of Directors and Senior Management at the helm of affairs have a clear vision of where NCC is and where it is headed

## Chairman's Message



## Dear Shareholders,

On behalf of the Board of NCC Ltd it is my pleasure to present the annual report and audited Financial Statements for the year ended 31st March 2016; to review our performance for the year and to outline our future direction. I took over as Chairman of the company with effect from 10th November 2015, subsequent to resignation of Sri T. N. Manoharan, Non Executive Chairman & Independent Director.

## Our Leadership

As Chairman of the company and two years as Independent Director with NCC, it is my firm conviction that the Board of Directors and Senior Management at the helm of affairs have a clear vision of where NCC is and where it is headed. Over the years we have become healthier, stronger and more confident and have made great progress in our strategic development. Operational resilience which we exhibited during adverse economic situations is a true reflection of our leadership, governance and risk managing capabilities.

## Performance

During the year ended FY16 the company has bettered its top line and significantly improved the margins. The EBDITA margin has improved to 8.8% in FY 16 compared to 7.8% in the previous year. More importantly the net profit (PAT) increased by 100% to ₹ 222.8 crore. The company has reported an EPS of ₹ 4.01 as against ₹ 2.56 in the previous year.

The Board of Directors of the Company has recommended the dividend of ₹ 0.60 per equity Share (i.e. 30%) , subject to the approval of the shareholders.

## Strategic Environment

FY 16 was a significant year for our country, in terms of many remarkable economic developments. India remains reasonably insulated from the adverse effects of the global economic crisis. A potential GDP growth of 8% is predicted in FY 17. The policy makers have made strong growth-pro-business pronouncements. The forecast for the economic and political health of the country has never been better.

To make the India growth story a reality, it's imperative that the infrastructure segment grows at a healthy pace. For instance, in India national highways account for only 2 per cent of the total road network, but carry 40 per cent of the total traffic. Similarly, significant

investments are required in other infrastructure sectors, such as railways, ports, energy, etc. As reiterated by the Hon'ble Finance Minister of the country recently, India needs over \$1.5 trillion in investment in the next 10 years to bridge this infrastructure gap.

Many structural, operational financial and political challenges had resulted in rigidity in contract negotiations, protracted dispute resolutions and land acquisition. The sector which used to be plagued with lack of long term financial instruments and limited funding by commercial banks is seeing better availability of capital provided the stakeholders stick to good governance, transparency and operational efficiency improvements.

A number of these challenges have been, or are being addressed by the government. The Kelkar Committee which was constituted to recommend action points for reinvigorating the PPP programme has also provided encouraging suggestions. Recognizing this challenge, the Government has provided for a planned outlay of \$15 billion in the 2016 budget for the Indian road sector alone. The hybrid annuity mode of road development, in which NHAI provide 40% of the project cost during the construction period, is a step in the right direction. Likewise, the amendments made in October, 2015 to the Arbitration and Conciliation Act 1996 should speed up the process of claim settlement and which is expected to benefit the construction companies in particular.

The government has also proposed setting-up the National Investment and Infrastructure Fund (NIIF) with an initial corpus of ₹ 200 billion, wherein a 49 per cent stake would be contributed by the government. In terms of highway construction this year alone the Government has set a target of 10,000 kms.

NCC is fully equipped to benefit from these emerging economic developments as a preferred infrastructure development partner with unique credentials.

I would like to take this opportunity, to express my deepest appreciation to our customers, bankers, employees, investors and partners who have believed in us and supported us.

Yours truly  
**Hemant M Nerurkar**  
Chairman



## About FY16

Last year was a good year for NCC in many ways. Increased revenue and operating income, improved margins are clear signs of a successful 2016. You may recall that during my review in the last year's annual report I had mentioned that the top line may dip in FY16. However we could overcome many challenges and our standalone revenue improved from ₹ 8297 crore in FY15 to ₹ 8325 crore in FY16.

## Discussion with Managing Director

### Highlights of FY16

In FY16 we have signed definitive agreements for monetisation of one power asset and two road assets. The monetisation deal in respect of 1320 MW power project in favour of M/s Sembcorp of Singapore was completed in April 2016 and the consideration received. The Western UP road project deal was also completed in May 2016 and the consideration received.

The remaining asset monetisation deal pertaining to one road asset is likely to be completed by September 2016.

The proceeds of the asset monetisation deals helped us to reduce our debt and interest burden.

The working capital cycle of the company has improved substantially in FY 16. This improvement is largely attributable to strong pickup in execution and better collection management. Our finance costs have come down to ₹ 508 crore from ₹ 574 crore in FY 15. The order book of FY 16 stood at ₹ 17655 crore.

### Risk & Risk Management

Increased focus on emerging opportunities comes with risks. NCC uses a group-wide procedure for identifying and managing risks associated with construction contracts and PPP projects. A specialist risk management team along with senior project and financial team examines and analyses possible tender proposals or investments. Each Business Unit also

conducts a risk assessment and identifies measures for managing risks.

Further the company has a risk management system to identify and manage multiple risks related to external environment and internal operations. I welcome you to read our risk & risk mitigation strategies under Management Discussion and Analysis.

### Building on...

We are convinced that our tried and tested business model has even more prospects to further build on. The strong cash flow, increasing our margins and lowering our debts are providing us the much needed operational agility across our divisions.

We are sharpening our tools - our dedicated employees, our systems and our processes. The latter includes improving project execution. The key is strengthening our risk matrix and improvement in process across our business units. We are also intensifying controlling and risk monitoring through-out the duration of projects. This will allow us to solve any execution problems early on. We can also take advantage of opportunities to make improvements and save costs, which will benefit our clients as well.

The talent and dedication of our employees and cooperation with our clients are our key success factors. It is the employees who are responsible for delivering on clients' expectations.

### FY 17 and beyond

The opportunity landscape remains robust in roads, water and urban infrastructure. We expect the good order inflows seen in FY16 to continue in the current year. We anticipate substantial order booking on the back of strong set of opportunities emerging nationally.

In the road space, the company is planning to participate for HAM (Hybrid Annuity Model) projects which are estimated to be ₹ 1 lakh crore in FY17 and also EPC road contracts.

With these strong set of opportunities lined up, we expect a revenue growth of 5-10% for FY17.

We are convinced that our tried and tested business model has even more prospects to further build on. The strong cash flow, increasing our margins and lowering our debts are providing us the much needed operational agility across our divisions



**A A V Ranga Raju**

## Corporate Information

Padma Shri Awardee  
**Dr. A V S Raju**, Founder & Chairman Emeritus

### Board of Directors

**Sri Hemant M Nerurkar** - Chairman  
 Independent Director

**Sri R. V. Shastri**  
 Independent Director

**Sri P. Abraham, IAS (Retd.)**  
 Independent Director

**Smt. Renu Challu**  
 Independent Director

**Sri S Ravi\***  
 Independent Director

**Dr. A S Durga Prasad\*\***  
 Independent Director

**Sri Amit Dixit**  
 Director  
 (Nominee of M/s. Blackstone Group)

**Sri Neeraj Mohan**  
 Director  
 (Nominee of M/s. Blackstone Group)

**Sri Utpal Sheth**  
 Director

**Sri N. R. Alluri**  
 Director

**Sri A A V Ranga Raju**  
 Managing Director

**Sri A G K Raju**  
 Executive Director

**Sri A S N Raju**  
 Wholetime Director

**Sri J V Ranga Raju**  
 Wholetime Director

**Sri A V N Raju**  
 Wholetime Director

\*appointed as an Additional Director  
 w.e.f. November 10, 2015.

\*\*appointed as an Additional Director  
 w.e.f. May 24, 2016.

### Chief Financial Officer

**Sri R S Raju**  
 Executive Vice President (F&A)

### Company Secretary & EVP (L)

**Sri M V Srinivasa Murthy**

### Joint Statutory Auditors

**1. M/s. M. Bhaskara Rao & Co**  
 Chartered Accountants,  
 6-3-652 5-D, Fifth Floor 'KAUTILYA',  
 Amrutha Estates, Somajiguda,  
 Hyderabad - 500 082

**2. M/s. Deloitte Haskins & Sells**  
 Chartered Accountants  
 1-8-384 & 385, 3rd Floor  
 Gowra Grand, Sardar Patel Road,  
 Secunderabad - 500 003

### Bankers

State Bank of India  
 Canara Bank  
 Andhra Bank  
 State Bank of Hyderabad  
 Syndicate Bank  
 Indian Overseas Bank  
 Allahabad Bank  
 ICICI Bank  
 Standard Chartered Bank  
 IDBI Bank

### 26th Annual General Meeting

on Wednesday the 24th August, 2016,  
 at 3.30 p.m. at The Federation of  
 Telangana and Andhra Pradesh Chambers  
 of Commerce and Industry, K L N Prasad  
 Auditorium, Federation House, 11-6-841,  
 FTAPCCI Marg, Red Hills,  
 Hyderabad - 500 004.

### Registered Office

NCC House  
 Madhapur, Hyderabad - 500 081  
 Tel: +91 40 23268888  
 Fax: +91 40 23125555  
 Email: ho.secr@nccltd.in  
 www.ncclimited.com

### Registrar and Share Transfer Agents

M/s. Karvy Computershare Pvt. Ltd  
 Karvy Selenium Tower B, Plot No.31 & 32  
 Gachibowli, Financial District,  
 Nanakramguda, Serilingampally,  
 Hyderabad -500 032  
 Tel: +91 40 67161500  
 Fax: +91 40 23420814  
 Email: einward.ris@karvy.com

# Directors' Report

## To the Members,

Your Directors take pleasure in presenting the 26th Annual Report together with the Audited Financial Statements for the Financial Year ended March 31, 2016.

### Financial results (Standalone)

	₹ in million	
	2015-16	2014-15
Turnover	<b>83251.55</b>	82969.43
Profit before interest, depreciation and tax	<b>9338.66</b>	8444.21
Less: Interest and financial charges	<b>5075.97</b>	5735.59
Profit before depreciation and tax	<b>4262.69</b>	2708.62
Less: Depreciation	<b>1099.59</b>	1118.33
Profit before exceptional item & tax	<b>3163.10</b>	1590.29
Exceptional items (Net)	<b>(203.23)</b>	-
<b>Profit before tax</b>	<b>2959.87</b>	1590.29
Provision for tax	<b>731.41</b>	472.37
<b>Profit after tax</b>	<b>2228.46</b>	1117.92
Profit brought forward	<b>3101.16</b>	3331.28
Less : Depreciation on transition to Schedule II of the Companies Act, 2013	-	80.40
<b>Profit available for appropriation</b>	<b>5329.62</b>	4368.80
<b>Appropriations</b>		
Proposed Dividend at ₹ 0.60/- per equity share (30%)	<b>333.56</b>	222.37
Dividend tax on Proposed dividend	<b>67.90</b>	45.27
Transfer to General Reserve	<b>1745.41</b>	1000.00
Balance carried forward	<b>3182.75</b>	3101.16
<b>Paid up Capital</b>	<b>1111.86</b>	1111.86
<b>Reserves and Surplus</b>	<b>32976.36</b>	30932.44

### Operational performance

#### A. Standalone

You will be glad to note that despite the difficult phase through which the Indian Construction Industry is passing your Company posted a turnover of ₹ 83251.55 million for the year ended 31st March, 2016 as against ₹ 82969.43 million in FY-2014-15. Gross Profit increased from ₹ 8444.21 million in FY-2014-15 to ₹ 9338.66 million in FY- 2015-16. After deducting financial charges of ₹ 5075.97 million, providing a sum of ₹ 1099.59 million towards depreciation, exceptional items of ₹ 203.23 million and ₹ 731.41 million for income tax, the operations resulted in a net profit of ₹ 2228.46 million as against ₹ 1117.92 million in FY-2014-15.

#### B. Consolidated

During the year under review, your Company achieved a consolidated turnover of ₹ 95834.79 million as against ₹ 95128.90 million in the previous fiscal. Your Company has earned a consolidated gross profit of ₹ 11800.17 million before interest and depreciation as against ₹ 11263.99 million in the previous year. After deducting financial charges of ₹ 6690.42 million, providing for depreciation of ₹ 3031.27 million, exceptional items of ₹ 401.72 million and provision for tax of ₹ 773.23 million, the operations resulted in a net profit of ₹ 903.53 million as against ₹ 614.81 million in the previous year.

During the year the Company, on consolidated basis, bagged new orders valued around ₹ 73990 million and executed projects worth ₹ 90670 million. The Order Book position as on March 31, 2016 stood at ₹ 176550 million.

#### Proposed Dividend

Keeping in view the tight liquidity situation the Construction and Infrastructure Industry is passing through and the need to conserve and optimize the use of resources, your Board recommends Dividend of ₹ 0.60 per Equity Share of ₹ 2/- each (30%) for the consideration and approval of the members of the Company at the forthcoming Annual General Meeting. This is fifty percent increase on the expanded capital compared to previous year's dividend of 20% despite difficult market conditions. Your Board is optimistic that the company will further improve its performance in the years to come.

Further information on the 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 Management Discussion & Analysis.

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 position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report.

#### Particulars of Contracts or Arrangements with Related Parties

All related party transactions that were entered during the financial year were in the ordinary course of the business of the Company and were on arm's length basis. There were no materially significant related party transactions entered by the Company during the year with the Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.

The policy on Related Party Transactions as approved by the Audit Committee and the Board of Directors is hosted on the website of the Company and the link for the same is ([http:// ncclimited.com/ Policies.html](http://ncclimited.com/Policies.html)).



Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, the requirement of furnishing the requisite details in Form AOC-2 is not applicable to the Company.

### Awards & Accolades

You will be happy to note that during the year under review the Company has received the following awards:

- a) National Award for "Excellence in Cost Management" for the year 2015 – from the Institute of Cost Accountants of India.
- b) Viswakarma Award 2016 – from the Construction Industry Development Council (CIDC) New Delhi in the following categories
  1. Best Professionally Managed Construction Company.
  2. Industry Doyen – Sri A A V Ranga Raju, Managing Director, NCC Limited
  3. Best Managed Construction Site – ESIC – Medical & Hospital Project, Gulbarga, Karnataka
- c) Dr AVS RAJU, Founder Chairman was honoured with the 'Bulandh Bharath' Award for his exemplary contributions towards nation building by the Builders Association of India.

### Directors' responsibility statement

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

- (a) In the preparation of the annual accounts, the applicable accounting standards had 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 at the end of the financial year and of the profit 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 this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts 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

### Subsidiary Companies

The Company has 51 subsidiaries (including step down subsidiaries) as of 31st March, 2016. There was no material change in the nature of the business carried on by the subsidiaries.

As per the provisions of Section 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of the subsidiary Companies/ Associate Companies/Joint Ventures is prepared in Form AOC-1 and is attached to the Financial Statements of the Company.

In accordance with the provisions of the Companies Act, 2013, the Audited Financial Statements of the subsidiary companies are being made available on the website of the Company and are not attached with the Annual Accounts of the Company. The Company will make available the Annual Accounts of the subsidiary companies and the related information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection by any member at the Registered office of the Company and that of the respective subsidiary companies.

### Consolidated financial statements

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and in compliance with the provisions of Section 129(3) and other applicable provisions of the Companies Act, 2013 and the Accounting Standards AS-21 and AS-27 on consolidated financial statements, read with the Accounting Standard AS-23 on Accounting for Investments in Associates, your Directors have pleasure in attaching the consolidated financial statements for the financial year ended March 31, 2016, which forms part of the Annual Report.

### Disclosures : Deposits

During the year, the Company has not accepted any public deposits.

### Conservation of energy, technology absorption and foreign exchange earnings and outgo

#### A. Conservation of energy

The Company's core activity is civil construction which is not power intensive. The Company is making every effort to conserve the usage of power.

#### B. R&D and technology absorption:

Not applicable

#### C. Foreign exchange earnings and outgo

Foreign exchange earnings - Nil

Foreign exchange outgo

- i. Towards travel ₹ 2.67 million
- ii. Towards import of capital goods & material supplies ₹ 1125.91 million
- iii. Others ₹ 28.46 million

D. No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

### Particulars of loans, guarantees or investments under Section 186;

In compliance with the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the details of Loans, Guarantees, Investments given / made during the Financial Year ended 31st March, 2016 are given in **Annexure - 1**

## Particulars of Directors

In pursuance of Section 152 of the Companies Act, 2013 and the rules framed thereunder, Sri Utpal Sheth, Director and Sri A V N Raju, Whole-time Director are liable to retire by rotation, at the ensuing Annual General Meeting and being eligible have offered themselves for reappointment. Sri S Ravi and Dr. A.S. Durga Prasad were appointed as Additional Directors (Independent) on 10th November, 2015 and 24th May, 2016 respectively and their appointments are proposed to be regularized at the forthcoming Annual General Meeting.

During the year under review Sri T N Manoharan, Chairman of the Board and Independent Director has resigned from the Board consequent to his appointment as the Non-Executive Chairman of CANARA Bank. Your Board places on record the valuable contribution made by Sri T N Manoharan during his tenure as a Director of the Company.

Other than as stated above, there has been no other change in the Board or the Key Managerial Personnel during the year under review.

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

## Meetings of Board of Directors

During the Financial Year under review, the Board has met six times i.e. May 14, 2015, May 28, 2015, July 30, 2015, August 24, 2015, November 10, 2015 and February 11, 2016.

The details of the familiarisation programme conducted for Independent Directors are hosted on the Company's website and the web link thereto is [http://ncclimited.com/corporate\\_governance.html](http://ncclimited.com/corporate_governance.html)

## Constitution and Composition of Audit Committee

The Company has constituted the Audit Committee under the Chairmanship of Sri R V Shastri an Independent Director and Sri P Abraham, Sri Hemant M Nerurkar, Independent Directors and Sri Amit Dixit Non-executive Director as Members of the Committee.

During the year under review Sri. T N Manoharan ceased to be a member of the Committee following his resignation from the Board of the Company.

## Whistle Blower Policy/Vigil Mechanism

Pursuant to Section 177 of the Companies Act, 2013 and the Rules framed there under and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has established a mechanism through which all the stakeholders can report the suspected frauds and genuine grievances to the appropriate authority. The Whistle Blower Policy which has been approved by the Board of Directors of the Company has been hosted on the website of the Company (<http://ncclimited.com/Policies.html>). During the year under review the Company has not received any complaint(s) under the policy.

## Risk Management

The Company has established Enterprise Risk Management process to manage risks with the objective of maximizing shareholders value.

## Internal Financial Controls and their adequacy

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

## Extract of Annual Return

The extract of the Annual Return of the Company in Form MGT-9 for the Financial Year ended 31st March, 2016 is given in **Annexure - 2** and forms part of the Directors Report.

## Joint Statutory Auditors and their report

The Joint Statutory Auditors of the Company viz., M/s. M Bhaskara Rao & Co., Chartered Accountants, (Firm's Registration No.000459S) and M/s. Deloitte Haskins and Sells, Chartered Accountants (Firm's Registration No.008072S) were re-appointed for a term of two years i.e till the end of 27th Annual General Meeting to be held in F.Y 2016-2017 subject to ratification of their appointment for the F.Y 2016-17 by the members at the ensuing Annual General Meeting. M/s. M Bhaskara Rao & Co., Chartered Accountants, and M/s. Deloitte Haskins and Sells, Chartered Accountants have confirmed their eligibility and willingness to continue as Joint Statutory Auditors for the FY-2016-2017 subject to their appointment is ratified by the members at the forthcoming AGM. Your Board of Directors have recommended for ratification the appointment of the said Joint Statutory Auditors as indicated above to the members for their approval at the forth coming Annual General Meeting of the Company based on the recommendation of the Audit Committee.

The Independent Auditors' Report to the Members of the Company on the Financial Statements for the Financial Year ended March 31, 2016 forms part of the Annual Report and does not contain any qualification(s) or adverse observations.

## Secretarial Audit Report

As per the provisions of Section 204(1) of the Companies Act, 2013, the Company has appointed M/s. BS & Company, Company Secretaries LLP, to conduct Secretarial Audit of the records and documents of the Company for the Financial Year 2015-16. The Secretarial Audit Report for the Financial Year ended 31st March, 2016 in Form No MR-3 is annexed to the Directors Report - **Annexure - 3** and forms part of this Report. The Secretarial Auditors' Report to the Members of the Company for the Financial Year ended March 31, 2016 does not contain any qualification(s) or adverse observations

### Cost Audit

In compliance with the provisions of Section 148 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on July 30, 2015 had appointed M/s. Vajralingam & Co., Cost Accountants (Firm Registration No.101059) as Cost Auditors of the Company for the FY 2015-16. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors has to be ratified by the members. Accordingly, necessary resolution is proposed at the ensuing AGM for ratification of the remuneration payable to the Cost Auditors for FY 2015-16.

### Corporate Governance

Pursuant to the provisions of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance has been incorporated in the Annual Report for the information of the shareholders. A certificate from the Statutory Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under the said Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this Report.

### Corporate Social Responsibility

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure - 4** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company. (<http://ncclimited.com/Policies.html>)

### Particulars of Employees

Details in respect of remuneration paid to employees as required under Section 197 (12) of the Companies Act, 2013, read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended forms part of this report. In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary at the Registered Office of the Company.

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, are enclosed in **Annexure – 5** and forms part of this 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, Chairperson, Board Level Committees and the Board as a whole and also the evaluation process for the same.

The statement indicating the manner in which formal annual evaluation of the Directors, the Board and the Board level Committees are given in the report on Corporate Governance, which forms part of this Annual Report.

### Policy on Sexual Harassment

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended 31st March, 2016, the Company has not received any complaints pertaining to Sexual Harassment.

### Acknowledgements

Your Directors place on record their sincere appreciation and thanks for the valuable cooperation and support received from the employees of the Company at all levels, Company's Bankers, Financial Institutions, Central and State Government Authorities, Associates, JV partners, clients, consultants, sub-contractors, suppliers and Members of the Company and look forward for the same in equal measure in the coming years.

**For and on behalf of the Board**

**Hemant M Nerurkar**  
Chairman  
(DIN No. 00265887)

Place: Hyderabad  
Date: 24<sup>th</sup> May, 2016

## Annexure - 1

Particulars of Loans, Guarantees or Investments made during the F.Y ended 31st March, 2016 (pursuant to Section 186)							
Nature of transaction (whether loan/ guarantee/ security/ acquisition)	Date of making loan/ acquisition / giving guarantee/ providing security	Name and address of the person or body corporate to whom it is made or given or whose securities have been acquired (Listed/Unlisted entities)	Amount of loan/ security/ acquisition / guarantee	Time period for which it is made/ given	Date of passing Board resolution	For loans	
						Rate of interest	Date of maturity
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Corporate Guarantee provided in connection with the credit facilities provided to Nagarjuna Construction Company International LLC (Oman) (Wholly Owned Subsidiary)	14-05-2015	Bank Dhofar, P.O.Box 1507, PC112, Ruwi, Sultanate of Oman	OMR 2.00 Million	31-12-2018	14-05-2015	NA	NA
Corporate Guarantee provided in connection with the credit facilities provided to Nagarjuna Construction Company International LLC (Oman) (Wholly Owned Subsidiary)	09-07-2015	OMAN ARAB BANK (S.A.O.C) P.O.Box: 2010, Postal Code 112, Ruwi, Sultanate of Oman	OMR 2.00 Million	31-12-2018	28-05-2015	NA	NA
Loan	30-07-2015	NCC Power Projects (Sompeta) Private Ltd NCC House, Madhapur 500081	1.00 crore	36 Months	30-07-2015	12% p.a	29-07-2018
Corporate Guarantee provided in connection with the credit facilities provided to Nagarjuna Construction Company International LLC (Oman) (Wholly Owned Subsidiary)	01-08-2015	Bank Muscat (S.A. O.G) P.O Box No.134, Postal Code 112, Ruwi, Sultanate of Oman	OMR 4.308 Million	31-07-2018	30-07-2015	NA	NA
Loan	08-03-2016	Nagarjuna Construction Company International LLC, Oman, (Wholly Owned Subsidiary) P.O. Box No. 3678, PC -112, Ruwi, Sultanate of Oman	AED 2.735 Million	24 Months	11-02-2016	12% p.a	07-03-2018
Investment in Equity	25-03-2016	Vaidehi Avenues Ltd NCC House, Madhapur 500081	₹41,27,460	NA	11-02-2016	NA	NA



# ANNEXURE - 2

## Form No. MGT – 9 EXTRACT OF ANNUAL RETURN

For the financial year ended on 31<sup>st</sup> March, 2016

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

### I. REGISTRATION AND OTHER DETAILS :

- I) CIN : L72200AP1990PLC011146
- II) Registration Date : 22<sup>nd</sup> March, 1990
- III) Name of the Company : NCC Limited
- IV) Category/Sub-Category of the Company : Company Limited by Shares / Public Company
- V) Address of Registered Office : NCC House, Madhapur,  
And contact details : Hyderabad – 500 081, Telangana;  
Ph. No.040-23268888, Fax:040-23125555  
Email: ho.secr@nccltd.in  
www.ncclimited.com
- vi) Whether listed Company : YES  
BSE Limited  
National Stock Exchange of India Limited
- Vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Karvy Computershare Private Limited,  
Karvy Selenium Tower B, Plot No 31 & 32  
Gachibowli, Financial District,  
Nanakramguda, Serilingampally  
Hyderabad – 500 032, Telangana State;  
Phone: +91 040 67161500  
Fax : +91 040 23420814  
Email Id : einward.ris@karvy.com

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

All the business activities contributing 10% or more of the total turnover (Consolidated) of the Company shall stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	Construction & Civil Engineering	41001, 41002, 41003, 42101, 42204	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES -

S. No.	Name of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NCC Urban Infrastructure Limited	U45200 TG 2005PLC048375	Subsidiary Company	80.00	Section 2 (87)
2	NCC Infrastructure Holdings Limited	U67110AP2005PLC046367	Subsidiary Company	67.71	Section 2 (87)
3	NCC Vizag Urban Infrastructure Limited	U45200 TG 2006PLC048891	Subsidiary Company	95.00	Section 2 (87)
4	OB Infrastructure Limited	U45200 TG 2006PLC049067	Subsidiary Company	64.02	Section 2 (87)
5	Nagarjuna Construction Co.Ltd & Partners LLC	Not Applicable	Subsidiary Company	100.00	Section 2 (87)
6	Nagarjuna Construction Company International LLC	Not Applicable	Subsidiary Company	100.00	Section 2 (87)
7	NCC Infrastructure Holdings Mauritius Pte.Limited	Not Applicable	Subsidiary Company	100.00	Section 2 (87)
8	Patnitop Ropeway & Resorts Limited	U45200 TG 2007PLC052759	Subsidiary Company	100.00	Section 2 (87)
9	Nagarjuna Contracting Company LLC	Not Applicable	Subsidiary Company	100.00	Section 2 (87)
10	NCC International Convention Centre Limited.	U74900 TG 2008PLC062109	Subsidiary Company	100.00	Section 2 (87)
11	NCC Oil & Gas Limited	U40107HR2010PLC041349	Subsidiary Company	80.00	Section 2 (87)
12	Nagarjuna Construction Company (Kenya) Limited	Not Applicable	Subsidiary Company	65.00	Section 2 (87)
13	Vaidehi Avenues Limited	U70109TG2011PLC073648	Subsidiary Company	100.00	Section 2 (87)
14	Aster Rail Private Limited	U72200TG2007PTC053398	Subsidiary Company	100.00	Section 2 (87)
15	NCC Power Projects (Sompeta) Private Limited	U40300TG2014PTC092525	Subsidiary Company	100.00	Section 2 (87)
16	Dhatri Developers & Projects Private Limited	U45200 TG 2006PTC049114	Subsidiary Company	100.00	Section 2 (87)
17	Sushanti Avenues Private Limited	U72200 TG 2006PTC049115	Subsidiary Company	100.00	Section 2 (87)
18	Sushruta Real Estates Private Limited	U45200 TG 2006PTC049116	Subsidiary Company	100.00	Section 2 (87)
19	PRG Estates Private Limited	U45200 TG 2003PTC041925	Subsidiary Company	100.00	Section 2 (87)
20	Thrilekya Real Estates Private Limited.	U70102 TG 2002PTC039242	Subsidiary Company	100.00	Section 2 (87)
21	Varma Infrastructure Private Limited	U45200 TG 1997PTC027547	Subsidiary Company	100.00	Section 2 (87)
22	Nandyala Real Estates Private Limited	U70102 TG 2002PTC039244	Subsidiary Company	100.00	Section 2 (87)
23	Kedarnath Real Estates Private Limited	U70102 TG 2002PTC039268	Subsidiary Company	100.00	Section 2 (87)
24	AKHS Homes Private Limited	U45200TG2007PTC052708	Subsidiary Company	100.00	Section 2 (87)
25	JIC Homes Private Limited	U45200TG2007PTC052709	Subsidiary Company	100.00	Section 2 (87)
26	Sushanti Housing Private Limited	U45200 TG 2007PTC052710	Subsidiary Company	100.00	Section 2 (87)
27	CSVS Property Developers Private Limited	U45200TG2007PTC052743	Subsidiary Company	100.00	Section 2 (87)
28	Vera Avenues Private Limited	U45200 TG 2007PTC052745	Subsidiary Company	100.00	Section 2 (87)
29	Sri Raga Nivas Property Developers Private Limited	U45200 TG 2007PTC052807	Subsidiary Company	100.00	Section 2 (87)
30	VSN Property Developers Private Limited	U45200 TG 2007PTC052808	Subsidiary Company	100.00	Section 2 (87)
31	M A Property Developers Private Limited	U45200 TG 2007PTC052809	Subsidiary Company	100.00	Section 2 (87)
32	Vara Infrastructure Private Limited	U45203 TG 2007PTC053076	Subsidiary Company	100.00	Section 2 (87)
33	Sri Raga Nivas Ventures Private Limited	U70102 TG 2007PTC053048	Subsidiary Company	100.00	Section 2 (87)
34	Mallelavanam Property Developers Private Limited	U45200 TG 2007PTC053137	Subsidiary Company	100.00	Section 2 (87)
35	Sradha Real Estates Private Limited	U70102 TG 2007PTC053160	Subsidiary Company	100.00	Section 2 (87)
36	Siripada Homes Private Limited	U45200 TG 2007PTC053442	Subsidiary Company	100.00	Section 2 (87)
37	NJC Avenues Private Limited	U45200 TG 2007PTC053484	Subsidiary Company	100.00	Section 2 (87)
38.	Nagarjuna Suites Private Limited	U55101TG2011PTC076528	Subsidiary Company	100.00	Section 2 (87)

S. No.	Name of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
39	NCC Urban Homes Private Limited	U45201TG2012PTC083002	Subsidiary Company	100.00	Section 2 (87)
40	NCC Urban Ventures Private Limited	U45400TG2012PTC083004	Subsidiary Company	100.00	Section 2 (87)
41	NCC Urban Meadows Private Limited	U45400TG2012PTC083003	Subsidiary Company	100.00	Section 2 (87)
42	NCC Urban Villas Private Limited	U45400TG2012PTC083005	Subsidiary Company	100.00	Section 2 (87)
43	Western UP Tollway Limited	U90000 TG 2005PLC045940	Subsidiary Company	51.00	Section 2 (87)
44	NCC Infra Limited	U45400TG2011PLC077680	Subsidiary Company	100.00	Section 2 (87)
45	Samashti Gas Energy Limited	U40300TG2010PLC070627	Subsidiary Company	100.00	Section 2 (87)
46	Liquidity Limited	Not Applicable	Subsidiary Company	100.00	Section 2 (87)
47	Al Mubarakia Contracting Co.LLC	Not Applicable	Subsidiary Company	100.00	Section 2 (87)
48	NCCA International Kuwait General Contracts Company LLC	Not Applicable	Subsidiary Company	100.00	Section 2 (87)
49	NCC WLL	Not Applicable	Subsidiary Company	100.00	Section 2 (87)
50	NCC Urban Lanka Infrastructure Limited	Not Applicable	Subsidiary Company	100.00	Section 2 (87)
51	Naftogaz Engineering Private Limited *	U74900TG2007PTC055292	Subsidiary Company	100.00	Section 2 (87)
52	Jubilee Hills Landmark Projects Private Limited	U45201TG2006PTC098108	Associate Company	25.00	Section 2 (6)
53	Himalayan Green Energy Private Limited	U40101DL2005PTC137235	Associate Company	50.00	Section 2 (6)
54	Nagarjuna Facilities Management Services LLC	Not Applicable	Associate Company	49.00	Section 2 (6)
55	Tellapur Technocity (Mauritius)LLC	Not Applicable	Associate Company	26.00	Section 2 (6)
56	Tellapur Technocity Private Limited	U45400TG2007PTC053720	Associate Company	26.00	Section 2 (6)
57	Paschal Form Work (I) Private Limited	U74900AP2008FTC058963	Associate Company	26.00	Section 2 (6)
58	Apollonius Coal and Energy Pte. Ltd.	Not Applicable	Associate Company	43.96	Section 2 (6)
59	Sembcorp Gayatri Power Limited @	U40102AP2008PLC059628	Associate Company	35.00	Section 2 (6)
60	Ekana Sportz City Private Limited	U45202UP2014PTC063932	Associate Company	26.00	Section 2 (6)

\*Applied for dissolution under Section 560(3) of the Companies Act, 1956.

@Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited – ceased to be an Associate w.e.f. March 15, 2016)

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

**i) Category-wise Shareholding**

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change during the year		
		Demat	Physical	Total	% of Total Shares	Demat	Physical		Total	% of Total Shares
<b>A. Promoters</b>										
(1) Indian										
(a) Individuals / HUF	70609908	-	70609908	12.70	68617345	-	68617345	12.34	-0.36	
(b) Central Government	-	-	-	-	-	-	-	-	-	
(c) State Government(s)	-	-	-	-	-	-	-	-	-	
(d) Bodies Corporate	44168123	-	44168123	7.95	44785123	-	44785123	8.06	0.11	
(e) Banks/ FI	-	-	-	-	-	-	-	-	-	
(f) Any Other	-	-	-	-	-	-	-	-	-	
	<b>Sub - Total (A) (1):-</b>	<b>114778031</b>	<b>-</b>	<b>114778031</b>	<b>20.65</b>	<b>113402468</b>	<b>-</b>	<b>113402468</b>	<b>20.40</b>	<b>-0.25</b>
(2) Foreign	-	-	-	-	-	-	-	-	-	
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	-	
(b) Other - Individuals	-	-	-	-	-	-	-	-	-	
(c) Bodies Corporate	-	-	-	-	-	-	-	-	-	
(d) Banks/ FI	-	-	-	-	-	-	-	-	-	
(e) Any other	-	-	-	-	-	-	-	-	-	
	<b>Sub - Total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
	<b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>114778031</b>	<b>-</b>	<b>114778031</b>	<b>20.65</b>	<b>113402468</b>	<b>-</b>	<b>113402468</b>	<b>20.40</b>	<b>-0.25</b>
<b>B. Public Shareholding</b>										
1 Institutions										
(a) Mutual Funds	67989570	6000	67995570	12.23	79094696	6000	79100696	14.23	2.00	
(b) Banks/ FI	934603	1000	935603	0.17	954043	1000	955043	0.17	0.00	
(c) Central Government	-	-	-	-	-	-	-	-	-	
(d) State Government(s)	-	-	-	-	-	-	-	-	-	
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	
(f) Insurance Companies	-	-	-	-	-	-	-	-	-	
(g) FIs	167353086	17500	167370586	30.11	164830452	17500	164847952	29.65	-0.46	
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	
(g) Others (Specify)	-	-	-	-	-	-	-	-	-	
	<b>Sub - Total (B) (1):-</b>	<b>236277259</b>	<b>24500</b>	<b>236301759</b>	<b>42.51</b>	<b>244879191</b>	<b>24500</b>	<b>244903691</b>	<b>44.05</b>	<b>1.54</b>



Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2	Central Government/State Government/President of India	-	-	-	-	-	-	-	-	-
	Sub Total (B) (2)	0	0	0	0	0	0	0	0	0
3	Non-Institutions									
	a) Bodies Corporate	-	-	-	-	-	-	-	-	-
	i) Indian	67468247	24622	67492869	12.14	63400755	24272	63425027	11.41	-0.73
	ii) Overseas (OCB)	-	-	-	-	-	-	-	-	-
	b) Individuals									
	i) Individual Shareholders holding nominal share capital up to ₹2 (previous year for ₹ 1 lakh)	39300116	1497632	40797748	7.34	49691569	1543632	51235201	9.22	1.88
ii) Individual Shareholders holding nominal share capital in excess of (previous year for ₹ 1 lakh)	89680500	97000	89777500	16.15	76880305	-	76880305	13.83	-2.32	
iii) NBFCs Registered with RBI	-	-	-	-	81348	-	81348	0.01	0.01	
c) Others (Specify)										
i. Foreign bodies – DR	1648	-	1648	0.00	-	-	-	-	-	0.00
ii. Non Resident Individuals	4045376	-	4045376	0.73	4191305	-	4191305	0.75	0.02	
iii. Trusts	19100	-	19100	0.00	23302	-	23302	0.00	0.00	
iv. Clearing Members	2698857	-	2698857	0.49	1031131	-	1031131	0.19	-0.30	
	Sub - Total (B) (3):-	203213844	1619254	204833098	36.85	195299715	1567904	196867619	35.41	-1.44
	Total B=B(1)+B(2)+B(3)	439491103	1643754	441134857	79.35	440178906	1592404	441771310	79.46	0.11
	Total (A+B)	554269134	1643754	555912888	100	553581374	1592404	555173778	99.86	-0.14
C.	Shares held by Custodian for GDR & ADRs	18700	-	18700	0.00	757810	-	757810	0.14	0.14
	Grand Total (A+B+C)	554287834	1643754	555931588	100	554339184	1592404	555931588	100.00	

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	ALLURI NARAYANA RAJU	8858806	1.59	0.00	8858806	1.59	1.26	0.00
2	A V S R HOLDINGS PRIVATE LIMITED	34052278	6.12	3.90	34052278	6.13	4.10	0.00
3	ALLURI ANANTA VENKATA RANGA RAJU	13563196	2.44	1.00	13563196	2.44	1.02	0.00
4	ALLURI ARUNDHATHI	847222	0.15	0.00	847222	0.15	0.00	0.00
5	ALLURI BHARATHI	124059	0.02	0.00	124059	0.02	0.00	0.00
6	ALLURI GOPALA KRISHNAM RAJU	9759080	1.76	1.38	9759080	1.76	1.24	0.00
7	ALLURI NILAVATHI DEVI	73281	0.01	0.00	73281	0.01	0.00	0.00
8	ALLURI SHYAMA	99902	0.02	0.00	99902	0.02	0.00	0.00
9	ALLURI SRIDEVI	113884	0.02	0.00	113884	0.02	0.00	0.00
10	ALLURI SRIMANNARAYANA RAJU	8652215	1.56	0.70	8652215	1.56	0.70	0.00
11	ALLURI SRINIVASA RAMA RAJU	3346668	0.60	0.42	3346668	0.60	0.46	0.00
12	ALLURI SUBHADRA JYOTHIRMAYI	308091	0.06	0.00	308091	0.06	0.00	0.00
13	ALLURI SUGUNA	68202	0.01	0.00	68202	0.01	0.00	0.00
14	ALLURI SWETHA	1225530	0.22	0.00	1225530	0.22	0.00	0.00
15	ALLURI VENKATA NARASIMHA RAJU	7985791	1.44	0.00	7985791	1.44	1.26	0.00
16	ALLURI VENKATA SATYANARAYANA RAJU	8588060	1.54	1.01	7249260	1.30	0.00	-0.24
17	ALLURI VENKATA SATYANARAYANAMMA	2120226	0.38	0.00	2120226	0.38	0.00	0.00
18	ARNESH VENTURES PRIVATE LIMITED	4259666	0.77	0.00	4259666	0.77	0.00	0.00
19	AVATHESH PROPERTY DEVELOPERS PRIVATE LTD LIMITED	4017000	0.72	0.00	4017000	0.72	0.00	0.00
20	BHUPATHI RAJU KAUSALYA	11090	0.00	0.00	11090	0.00	0.00	0.00
21	J SOWJANYA	509166	0.09	0.00	409166	0.07	0.00	-0.02
22	J SRI DEVI	371439	0.07	0.00	237859	0.04	0.00	-0.03
23	JAMPANA VENKATA RANGA RAJU	3686099	0.66	0.00	3365916	0.61	0.00	-0.05
24	JAMPANNA KRISHNA CHAITANYA VARMA	256121	0.05	0.00	156121	0.03	0.00	-0.02
25	NARASIMHA DEVELOPERS PRIVATE LIMITED	1516179	0.27	0.00	1516179	0.27	0.00	0.00
26	SRI HARSHA VARMA ALLURI	41780	0.01	0.00	41780	0.01	0.00	0.00
27	BHUVANESH REALTORS PRIVATE LIMITED	323000	0.06	0.00	940000	0.17	0.00	0.11
	<b>Total</b>	<b>114778031</b>	<b>20.65</b>	<b>8.41</b>	<b>113402468</b>	<b>20.40</b>	<b>10.04</b>	<b>-0.25</b>

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

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	A NARAYANA RAJU .	8858806	1.59	-	-	8858806	1.59
2	A V S R HOLDINGS PRIVATE LIMITED	34052278	6.13	-	-	34052278	6.13
3	ALLURI ANANTA VENKATA RANGA RAJU	13563196	2.44	-	-	13563196	2.44
4	ALLURI ARUNDHATHI	847222	0.15	-	-	847222	0.15
5	ALLURI BHARATHI	124059	0.02	-	-	124059	0.02
6	ALLURI GOPALA KRISHNAM RAJU	9759080	1.76	-	-	9759080	1.76
7	ALLURI NILAVATHI DEVI	73281	0.01	-	-	73281	0.01
8	ALLURI SHYAMA	99902	0.02	-	-	99902	0.02
9	ALLURI SRIDEVI	113884	0.02	-	-	113884	0.02
10	ALLURI SRIMANNARAYANA RAJU	8652215	1.56	-	-	8652215	1.56
11	ALLURI SRINIVASA RAMA RAJU	3346668	0.60	-	-	3346668	0.60
12	ALLURI SUBHADRA JYOTHIRMAYI	308091	0.06	-	-	308091	0.06
13	ALLURI SUGUNA	68202	0.01	-	-	68202	0.01
14	ALLURI SWETHA	1225530	0.22	-	-	1225530	0.22
15	ALLURI VENKATA NARASIMHA RAJU	7985791	1.44	-	-	7985791	1.44
16	ALLURI VENKATA SATYANARAYANA RAJU	8588060	1.54	-	1338800	7249260	1.30
17	ALLURI VENKATA SATYANARAYANAMMA	2120226	0.38	-	-	2120226	0.38
18	ARNESH VENTURES PRIVATE LIMITED	4259666	0.77	-	-	4259666	0.77
19	AVATHESH PROPERTY DEVELOPERS PRIVATE LIMITED	4017000	0.72	-	-	4017000	0.72
20	BHUPATHI RAJU KAUSALYA	11090	0.00	-	-	11090	0.00
21	J SOWJANYA	509166	0.09	-	100000	409166	0.07
22	J SRI DEVI	371439	0.07	-	133580	237859	0.04
23	JAMPANA VENKATA RANGA RAJU	3686099	0.66	-	320183	3365916	.061
24	JAMPANNA KRISHNA CHAITANYA VARMA	256121	0.05	-	100000	156121	0.03
25	NARASIMHA DEVELOPERS PRIVATE LIMITED	1516179	0.27	-	-	1516179	0.27
26	SRI HARSHA VARMA ALLURI	41780	0.01	-	-	41780	0.01
27	BHUVANESH REALTORS PRIVATE LIMITED	323000	0.06	617000	-	940000	0.11
	<b>Total</b>	<b>114778031</b>	<b>20.65</b>	<b>617000</b>	<b>1992563</b>	<b>113402468</b>	<b>20.40</b>

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	BLACKSTONE GPV CAPITAL PARTNERS MAURITIUS V-A LTD	55032681	9.90	-	129183	54903498	9.88
2	JHUNJHUNWALA REKHA RAKESH	54233266	9.76	-	9000000	45233266	8.14
3	UTI – EQUITY FUND	36371415	6.54	-	15908753	20462662	3.68
4	M/s.NAPEAN TRADING AND INVESTMENT CO.PVT LTD	19297217	3.47	1411393	-	20708610	3.73
5	MAX LIFE INSURANCE COMPANY Ltd	18459947	3.32	-	8933328	9526619	1.71
6	DSP BLACKROCK INDIA T.I.G.E.R. FUND	18037005	3.24	-	11686050	6350955	1.14
7	GOVERNMENT PENSION FUND GLOBAL	17294512	3.11	-	3444940	13849572	2.49
8	BEACON INDIA PRIVATE EQUITY FUND	14891907	2.68	-	940167	13951740	2.51
9	RAKESH JHUNJHUNWALA	11600000	2.09	-	-	11600000	2.09
10	GMO EMERGING DOMESTIC OPPORTUNITIES	8875432	1.60	-	8875432	0	0

(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
<b>Directors</b>							
1	Sri P Abraham	-	-	-	-	-	-
2	Sri R V Shastri	216	0.00	-	-	216	0.00
3	Sri T N Manoharan *	-	-	-	-	-	-
4	Sri Amit Dixit	-	-	-	-	-	-
5	Sri Hemant M Nerurkar	-	-	-	-	-	-
6	Sri Utpal Sheth	-	-	-	-	-	-
7	Sri Neeraj Mohan	-	-	-	-	-	-
8	Smt Renu Challu	-	-	-	-	-	-
9	Sri S Ravi @	-	-	-	-	-	-
10	Sri A S N Raju	8652215	1.56	-	-	8652215	1.56
11	Sri N R Alluri	8858806	1.59	-	-	8858806	1.59
12	Sri J V Ranga Raju	3686099	0.66	-	320183	3365916	0.61
13	Sri A V N Raju	7985791	1.44	-	-	7985791	1.44
14	Sri A G K Raju	9759080	1.76	-	-	9759080	1.76
15	Sri A A V Ranga Raju	13563196	2.44	-	-	13563196	2.44
<b>KMPs</b>							
1	Sri R S Raju	3000	0.00	1000	-	4000	0.00
2	Sri M V Srinivasa Murthy	-	-	-	-	-	-

\* Sri T N Manoharan resigned from the Board w.e.f. August 14, 2015.

@ Sri S Ravi was appointed as an Independent Director w.e.f. November 10, 2015.

## V. Indebtedness

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

(₹ in million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year (01.04.2015)</b>				
i) Principal Amount	19451.30	500.00	0	19951.30
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	79.33	7.95	0	87.28
<b>Total (i+ii+iii)</b>	<b>19530.63</b>	<b>507.95</b>	<b>0</b>	<b>20038.58</b>
<b>Change in indebtedness during the financial year</b>				
Addition	2556.62	650.00	0	3206.62
Reduction	(3448.00)	(907.95)	0	(4355.95)
<b>Net Change</b>	<b>(891.38)</b>	<b>(257.95)</b>	<b>0.00</b>	<b>(1149.33)</b>
<b>Indebtedness at the end of the financial year (31.03.2016)</b>				
i) Principal Amount	18585.67	250.00	0	18835.67
ii) Interest due but not paid	0	0	0	0.00
iii) Interest accrued but not due	53.58	0	0	53.58
<b>Total (i + ii + iii)</b>	<b>18639.25</b>	<b>250.00</b>	<b>0.00</b>	<b>18889.25</b>

## VI. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration paid to Managing Director, Executive Director and Whole-time Directors

(Amount in ₹)

Sl. No	Particulars of Remuneration	NAME OF MD / WTD / MANAGER					Total Amount
		A A V Ranga Raju (MD & CEO)	A G K Raju ED	A S N Raju WTD	A V N Raju WTD	J V Ranga Raju WTD	
1	Gross Salary	5,68,15,860	2,88,59,366	2,89,25,501	2,82,58,882	1,82,28,000	16,10,87,609
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Fixed pay, pension, LTA, Bonus and medical) & Superannuation	1,77,60,000	88,80,000	88,80,000	88,80,000	1,55,40,000	5,99,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	24,29,460	16,66,166	17,32,301	10,65,682	16,80,000	85,73,609
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	-	-	-	-	-	-
2	Stock Option*	-	-	-	-	-	-
	Granted during the year	-	-	-	-	-	-
	Exercised during the year	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	-	-	-	-	-	-
	As % of profit	-	-	-	-	-	-
	Others, specify	3,54,74,400	1,77,37,200	1,77,37,200	1,77,37,200	-	8,86,86,000
5	Others (Company's contribution towards PF, Medical Reimbursement)	11,52,000	5,76,000	5,76,000	5,76,000	10,08,000	38,88,000
	<b>Total (*)</b>	<b>5,68,15,860</b>	<b>2,88,59,366</b>	<b>2,89,25,501</b>	<b>2,82,58,882</b>	<b>1,82,28,000</b>	<b>16,10,87,609</b>
6	Ceiling as per the Act @ 10% of profits calculated u/s 198 of the Companies Act, 2013						₹35.47 Crores

(\*) No Stock Options were issued to any of the Directors during the F.Y ended 31st March, 2016



**A1. Remuneration to Key Managerial Personnel other than MD, ED & WTDs :**

(Amount in ₹)

Sl. No	Particulars of Remuneration	CFO	CS	Total Amount
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Fixed pay, pension, LTA, Bonus and medical)	64,29,930	44,11,566	1,08,41,496
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,86,297	2,22,432	7,08,729
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961			
2	Stock Option*			
	Granted during the year			
	Exercised during the year			
3	Sweat Equity			
4	Commission			
	As % of profit			
	Others, specify....			
5	Others (Company's contribution towards PF, Medical Reimbursement)	3,89,040	2,66,916	6,55,956
	<b>Total</b>	<b>73,05,267</b>	<b>49,00,914</b>	<b>1,22,06,181</b>

(\*) No Stock Options were issued to the CFO &amp; CS during the F.Y ended 31st March, 2016

**B. Remuneration to other Directors:** (Amount in ₹)

Sl. No	Particulars of Remuneration	Name of Director										Total Amount					
		Hemant M Nerurkar	R V Shastri	P Abraham	Renu Challu	S Ravi	*T N Manoharan	Amit Dixit	Utpal Sheth	Neeraj Mohan							
<b>1</b>	<b>Independent Directors</b>																
	Fees for attending Board / Committee Meetings	3,50,000	5,50,000	3,25,000	3,50,000	50,000	3,00,000	-	-	-	-	-	-	-	-	-	19,25,000
	Commission	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total (1)</b>	<b>3,50,000</b>	<b>5,50,000</b>	<b>3,25,000</b>	<b>3,50,000</b>	<b>50,000</b>	<b>3,00,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19,25,000</b>
<b>2</b>	<b>Other Non – Executive Directors</b>																
	Fees for attending board / committee meetings	-	-	-	-	-	-	-	-	-	-	-	3,00,000	-	-	-	3,00,000
	Commission	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Others, please specify (Fixed pay, pension, LTA, Bonus and medical)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Others, specify....	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,00,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,00,000</b>
	<b>Total (1+2)</b>																
	<b>Total Managerial Remuneration</b>																<b>22,25,000</b>
	Overall Ceiling as per the Act																Refer Note

Note : The Non-Executive Directors have been paid only the Sitting Fee during the F.Y. ended 31st March, 2016

\*Sri T N Manoharan ceased as a director w.e.f August 14, 2015

**VII. Penalties / Punishment / Compounding of Offences**

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

# ANNEXURE - 3

## 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 Managerial Personnel) Rules, 2014]

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

To,  
The Members,  
NCC Limited,  
Hyderabad.

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

Based on our verification of the NCC Limited'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 March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by NCC Limited ("the Company") and relied on the information provided by the management and its officers for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts(Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

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

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

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

The Company has identified the following Industry specific laws which are applicable to them:

1. The Building and other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996
2. Inter-State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979

#### **We report that**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the period under review, resolutions were carried through unanimous decisions.

We further report that based on the information & documents provided and representations made during our audit process and also on the review of the compliance reports of the Company Secretary taken on record by the Board of Directors of the Company, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable General, Labour and environment laws, rules, regulations and guidelines.

We further report that we rely on the Statutory auditors and other professionals for the compliance by the Company of the applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts.

**We further report that:**

During the audit period Mr. T.N.Manoharan, Independent Director resigned from the Board w.e.f. August 14, 2015 and Mr. S. Ravi was appointed as Additional Director (Independent) w.e.f. November 10, 2015 in accordance with the provisions of Schedule IV to the Companies Act, 2013 read with Regulation 17(1)(b) and 25(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the company has filed requisite returns/forms in this regards.

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

**K.V.S. Subramanyam**  
Company Secretary in Practice  
C P No.: 4318

Dated : May 21, 2016  
Place : Hyderabad

To  
The Members,  
NCC Limited,  
Hyderabad

**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, based on the information provided by the Company its officers, authorized representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/Managing Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws & Environment laws and Data protection policy.
8. We further report that the Compliance by the Company of applicable fiscal laws like Direct & Indirect tax laws have not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

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

**K.V.S. Subramanyam**  
Company Secretary in Practice  
C P No.: 4318

Dated : May 21, 2016  
Place : Hyderabad

## Annexure - 4

### Report on Corporate Social Responsibility (CSR) policy and Activities as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

1. A brief outline of the Company's CSR Policy, including overview of projects or programmes undertaken / proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes. (Web Link: <http://ncclimited.com/policies.html>)

- Rural Development Projects
- Promotion of education, including special education
- Eradicating extreme hunger, poverty;
- Promoting gender equality and empowering women;
- Ensuring environmental sustainability and ecological balance;
- Disaster Relief.

2. Composition of CSR Committee:

S No.	Name	Designation
1	Sri A S N Raju	Chairman
2	Sri A G K Raju	Member
3	Sri R V Shastri	Member

3. Average Net profit for last three Financial Years for the purpose of computation of CSR spending : ₹ 64.31 Crores

4. Prescribed CSR expenditure (2% of Average Net Profit) : ₹ 1.29 Crores

- Details of CSR spend for the financial year :
- Total amount spent for the financial year : ₹ 1.29 Crores
- Amount unspent, if any : Nil



d. Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S No	CSR Projects or activity indentified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (₹ in Million)	Amount spent on the projects Sub heads: (1) Direct expenditure on projects or programs (2) Overheads (₹ in Million)	Cumulative expenditure upto the reporting period (₹ in Million)	Amount spent: Direct or through implementing agency
1	Construction Of Public Amenities	Health care and Sanitation	Antervedi palem, East Godavari Dist., Andhra Pradesh	15.51	11.30	11.90	Direct
2	Providing Infrastructure facilities for Centre for Excellence set up by the Institute of Cost Accountants of India, Hyderabad.	Promoting Education	Institute of Cost Accountants of India Hyderabad Branch	0.64	0.64	0.64	Direct
3	Amount paid to Charitable Organisation "Velugu"	Setting up of Homes for Women	VELUGU (a registered society and voluntary organization working for mentally challenged and hearing impaired children)	1.00	1.00	1.00	Direct
<b>Total</b>						<b>₹ 12.94 Million</b>	

5. The Company has spent two percent of average net profits of the last three financial years.

6. We hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-  
A.A.V.Ranga Raju  
(Managing Director)  
(DIN No: 00019161)

Sd/-  
A.S.N.Raju  
(Chairman CSR Committee)  
(DIN No: 00017416)

## ANNEXURE - 5

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

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

S.No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1	Sri Hemant M Nerurkar	Nil
2	Sri P Abraham	Nil
3	Sri R V Shastri	Nil
4	Smt Renu Challu	Nil
5	Sri.S.Ravi	Nil
6	Sri Utpal Sheth	Nil
7	Sri Amit Dixit	Nil
8	Sri Neeraj Mohan	Nil
9	Sri A A V Ranga Raju	160:1
10	Sri A G K Raju	81:1
11	Sri J V Ranga Raju	51:1
12	Sri A S N Raju	81:1
13	Sri A V N Raju	79:1
14	Sri N R Alluri	Nil

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year.

S.No.	Name of the KMP	Percentage increase in remuneration
1	Directors	No Increase
2	Sri R S Raju, EVP (F&A) & CFO	11.02
3	Sri M V Srinivasa Murthy, Company Secretary & EVP (Legal)	11.74

(iii) The percentage increase in the median remuneration of employees in the financial year 10.97%

(iv) The number of permanent employees on the rolls of Company; 4754 employees

(v) The explanation on the relationship between average increase in remuneration and Company performance

S.No.	Average increase in remuneration	Company performance
1	10.94%	The net profit of the Company has increased by 99.33% in the current financial year i.e 2015-16 when compared to the previous year and average increase in remuneration stood at 10.94%

(vi) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.

S.No.	Particular	As at March 31, 2016		As at March 31, 2015	
1	Market Capitalisation	BSE	₹ 4216.74 Crores	BSE	₹ 6226.43 crores
		NSE	₹ 4213.96 Crores	NSE	₹ 6229.21crores
2	Price Earnings Ratio	BSE	18.91	BSE	43.75
		NSE	18.90	NSE	43.77

Market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company made an Initial Public Offer in the year 1992 at a price of ₹ 10/- per equity share (at par). As on 31st March, 2016 the Market Quotation for the Company's Equity Shares of ₹ 2/- each (Closing Price) is as follows:

- BSE Limited: ₹ 75.85
- The National Stock Exchange of India Limited: ₹ 75.80

(vii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average percentile increase in the salaries of the employees other than the managerial personnel in the last financial year is 10.97% and there has been no increase in the managerial remuneration (excluding commission) during the last financial year.

(viii) Comparison of the remuneration of each of the Key Managerial Personnel against the performance of the Company.

S. No.	Name	Remuneration of Key Managerial Personnel (Incl. Commission)	Performance of the Company for the year ended 31st March, 2016
1	Sri A A V Ranga Raju, Managing Director	₹ 5.68 crores	<b>Profit after tax ₹ 222.85 Crores</b>
2	Sri A G K Raju, Executive Director	₹ 2.88 crores	
3	Sri J V Ranga Raju, Wholetime Director	₹ 1.82 crores	
4	Sri A S N Raju, Wholetime Director	₹ 2.89 crores	
5	Sri A V N Raju, Wholetime Director	₹ 2.82 crores	
6	Sri R S Raju – EVP (F&A) & CFO	₹ 0.73 crores	
7	Sri M V Srinivasa Murthy, Company Secretary & EVP (L)	₹ 0.49 crores	

(ix) The key parameters for any variable component of remuneration availed by the directors

Only Commission is payable in addition to the monthly remuneration. The Commission is based upon the profits earned by the company and is paid as per the approval accorded by the Nomination and Remuneration Committee of the Board.

(x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year. -N.A.-

(xi) The Remuneration paid to Key Managerial Personnel is as per the Remuneration Policy of the Company.

**For and on behalf of the Board**

**Hemant M Nerurkar**  
Chairman  
(DIN No. : 00265887)

# Management Discussion & Analysis

## Global Economy

According to the World Bank, global economic growth is currently estimated at 2.4 per cent in 2015. The overall trend, according to both the IMF and the World Bank is towards further weakening of the global economy for the coming year. In fact, since the beginning of the year (January 2016) when the first estimates for the year were made, those forecasts have undergone a significant downward revision. Faltering growth in the advanced economies and the continuing slump in commodity prices are two major reasons behind it. Other reasons include political uncertainties, doubts about the future of monetary stimulus in advanced economies and structural problems in Emerging economies. These headwinds are likely to continue and the projection for 2016, is pegged between 2.4% (World Bank estimate) and 3.2%(IMF estimate). Interaction of these factors will determine the scope of the world economic growth.

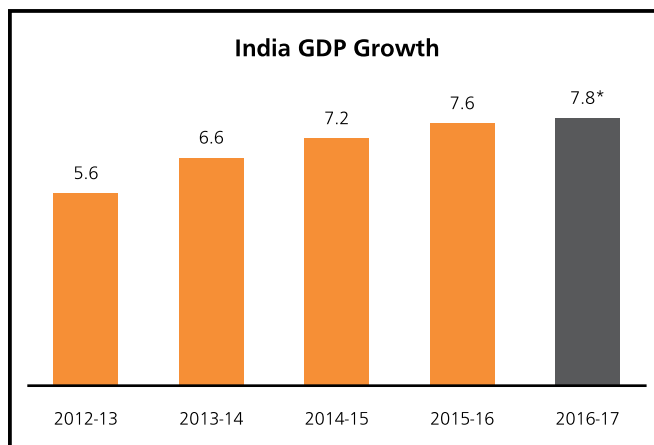
Three key transitions that continue to influence the global outlook, according to the IMF are, : (1) the gradual slowdown and rebalancing of economic activity in China away from investment and manufacturing toward consumption and services, (2) lower prices for energy and other commodities, and (3) a gradual tightening in monetary policy in the United States in the context of a resilient U.S. recovery while central banks of other major developed economies continue to ease monetary policy

The nature of global economic growth is at present different from those of previous years. While growth in emerging and developing markets will contribute to the lion's share of world economic growth, they will play a proportionally less important role than previously as they are plagued by a host of problems. China is in the middle of rebalancing its economy from an export oriented one, to one that is focused on domestic consumption. Its economy is also reeling from a massive debt overheads, slump in manufacturing and faltering exports. Russia and Brazil, both big commodity producers, are suffering from the prolonged commodity slump. The continuation of these trends has led to a cut in projected growth for them. The emerging markets estimated to have grown at 3.4% in 2015 and are expected to grow at 3.5% in 2016.

The developed economies are expected to grow by 1.7 per cent, weaker than the January projection. Rising public debt, faltering productivity levels and weak investment activity means that these economies will stabilize on a weak growth trajectory. The United States of America is expected to follow a policy of monetary accommodation, while Japan and the EU will follow a policy of monetary expansion. Interest at zero or near zero rates may however lessen the effectiveness of future monetary stimulus.

## Indian Economy

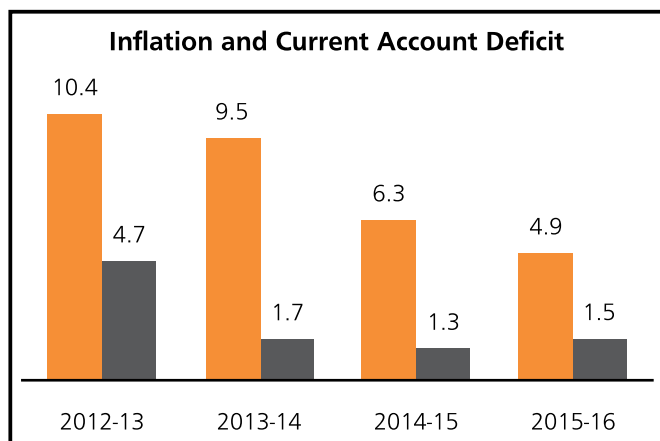
The Indian economy expanded by 7.6 per cent in 2015-16, as compared to 7.2 per cent in the previous year, to log the fastest growth among larger countries, outpacing China. The Indian economy is now officially the fastest growing major economy in the world and expected to be one of the growth engines of the global economy. In the last quarter of the fiscal year under review, in fact, the expansion in India's gross domestic product (GDP) at constant prices – which factors for inflation – was 7.9 per cent, and distinctly higher than most predictions. The real per capita income also rose 6.2 per cent to Rs 77,435.



As per data on national income released by the Central Statistical Office, the country's GDP in absolute numbers and in real terms was Rs 113.50 lakh crore in 2015-16, against Rs 105.52 lakh crore in the year before. While Gross Value Added (GVA) at 7.3 per cent this year was better than the 7.1 per cent of previous years, a key economic number on the demand side was weaker than last year. The growth in final consumption expenditure is estimated to be at 6.9% in 2015-2016, while in 2014-15 it was at 7.2%. Gross Capital Formation(GCF) however increased from 4.9 per cent in 2014-15 to 5.3 per cent in 2015-16. The prevailing sluggishness in the global economy took a toll on exports, while the weak energy and other commodity prices reduced the import burden. Overall Exports and imports of goods and non-factor services declined (at constant prices) by 6.3 per cent each in 2015-16.

The average headline inflation measured in terms of Wholesale Price Index (WPI) declined from 6.0 per cent in 2013-14 to 2.0 per cent in 2014-15 and further to -3.0 per cent in 2015-16 (Apr-Dec). Inflation measured in terms of Consumer Food Price Index (CFPI) declined to 4.6 percent in 2015-16 (Apr-Dec) from 6.4 per cent in 2014-15 and is currently placed at 6.4 per cent in December 2015.

Among major concerns, Gross Non-Performing Assets (NPAs), as of March 2016, of 38 listed Indian Banks stood at ₹5.7 trillion (about USD 85 billion); up 89% from ₹3.02 trillion (about USD 45 billion) a year back. Profitability will be a big challenge for public sector lenders due to the increased provisioning requirements. However, the central government along RBI has taken the matter head on and is dealing with the issue with seriousness that it deserves.



#### Key Forecasts FY16-17

The forecasts for Indian economy for upcoming years vary from Institution to Institution. The World Bank expects that the expansion of the Indian economy to continue but decelerate somewhat in the next three years. The Bank recently revised down its predictions for India's economic growth for this fiscal year to 7.6% and the next two financial years to 7.7%. In January, the bank had forecasted growth of 7.8% for this fiscal and 7.9% each for next two financial years. The Bank bases its forecast on the fact that India faces headwinds such as a slowdown in rural consumption and sluggish lending to the corporate sector. The Bank also believed that Weaker-than-expected growth in advanced economies will weigh on exports. This is in line with 2015-2016, when India's exports fell 16% to \$261 billion in the past financial year.

The Reserve Bank of India on other hand sees an improving situation. In its June 2016 survey, it states that national output growth is likely to gradually improve in 2016 and further in 2017. The RBI has indicated that an improvement in the overall business situation is imminent, driven by better capacity utilisation and domestic and external order books among Indian companies. These developments have improved the expectation of business conditions in the first half of 2016-17. Public investment, especially in roads and railways, is gaining strength, though the continuing weakness in private investment is of concern. Demand conditions are likely to improve going forward; consumer confidence is seen as rising on improving expectations of employment and spending, with rural demand aided by a stronger monsoon. Rising capacity utilisation should prompt private investment.

CMIE's (Centre For Monitoring Indian Economy Private Ltd) data on stalled projects also shows that there has been a sharp decline in the number of such projects due to lack of environmental and

non-environmental clearances. According to the CMIE database, the cumulative impact of projects stalling on account of the lack of environmental and non-environmental clearance, and raw material supply problems came down from 56 per cent in 2012-13 to less than 10 per cent in 2015-16. Some say that as and when the demand comes back, the removal of bottlenecks will lead to faster investment.

#### Indian Infrastructure Sector

The infrastructure sector is wide-ranging and includes electricity, roads, airports, railways, water systems, public utilities, coal mining and telecommunications, the development of which raises the country's economic productivity. Highways, ports, airports, roads, and rail are all necessary conduits for commerce, making their construction, improvement, and expansion all the more vital.

Infrastructure is a key driver for the Indian economy. Increased spending in this sector has a multiplier effect on overall economic growth as it necessitates industrial growth and manufacturing. This in turn boosts aggregate demand by improving living conditions. For these reasons, the Indian government has promoted investing in infrastructure, providing benefits such as the easing of tax restrictions and multiple financing alternatives. Such a focus on investment to boost GDP is a clear departure from previous consumption-led growth strategies. This is reflected in the total budgetary allocation – US\$ 20.32 billion (₹ 137,333 crore) or almost 30 percent of the Union Budget. While direct investments into infrastructure certainly forms one part of the government's new strategies, the budget also includes

some important measures aimed at improving the environment for private infrastructure investment as well. The following financing initiatives are supported by the government:

The National Infrastructure and Investment Fund (NIIF), whose objective is to maximize economic impact through investments in commercially viable projects, both greenfield and brownfield, while also kick-starting stalled projects.

Public Private Partnerships (PPPs) are encouraged in the infrastructure sector, which is officially defined as a partnership between a public sector entity and a private sector firm, where majority share/equity belongs to the private entity.

Merger and acquisition deals are also encouraged, with the elimination of those considered unsound sponsors.

The Securities & Exchange Board of India enacted regulations in September 2014 allowing the creation of Real Estate Investment Trusts (REIT) and Infrastructure Investment Trusts (InvIT). Their purpose is to provide much needed liquidity for real estate and infrastructure players, giving investors an opportunity to invest in Indian stabilized assets through a listed platform.

Equity capital (especially foreign) is the preferred form of funding rather than debt. Several Indian industries are already overleveraged, having borrowed more debt than they can sustain, leading their assets to be blacklisted as non-performing assets (NPAs). Yet, debt financing from foreign institutions is also discouraged as it increases currency risk.



Funds will now be allocated from the federal government directly to local bodies. This eliminates the state governments as inefficient intermediaries and the unnecessary extension of credit lines.

Sovereign wealth funds (SWFs) and pension funds are allowed to invest in infrastructure projects. They are given longer time horizons as they are not required to make immediate profits unlike private equity firms looking to quickly and profitably turnover target infrastructure projects.

### Legislation, Funding Opportunities, and Sector-Specific Advances

**Greater State Autonomy:** Pertaining to the design of projects and programs, this follows from the recommendations of the 14th Finance Commission. Ultra-local initiatives in urban infrastructure, electricity distribution, and sewage treatment are expected to have a direct noticeable impact.

**Sagarmala Port Initiative:** 90 percent of India's trade by volume and 70 percent by value are moved through ports, thus playing a key role in facilitating external trade. The government focus is now on improving port infrastructure, increasing the capacity and draught at ports, as well as establishing inland waterways. Two new ports are to be developed at Dugarajapatnam in Andhra Pradesh and Sagar Island in West Bengal to enhance trade with India's neighbors and the ASIAN countries.

**South Asia Regional Connectivity:** The Asian Development Bank (ADB) is keen to support India's proposal to develop various infrastructure projects worth US\$ 5 billion in South Asia to improve regional connectivity in the region. Two priority road corridors are being constructed at present – the first connects India with Bangladesh, Nepal, and Bhutan through North Bengal, and the second will establish India-Myanmar connectivity.

**Power Sector:** India is involved in developing power grids and transmission lines with surrounding countries such as Bangladesh. The 1,320 MW Maitree Thermal Power Project, a joint venture of NTPC (National Thermal Power Corporation) and Bangladesh Power Development Board, is awaiting development.

**Real Estate Industry:** Infrastructure developers who are part of a consortium will now be taxed as separate units in a move by the Central Board of Direct Taxes (CBDT). Normally, consortiums are formed to implement large-scale infrastructure or turnkey projects where multiple firms are engaged in engineering, procurement, and construction.

**Smart Cities Mission:** This is an urban renewal and retrofitting program by the Government of India that aims to develop the infrastructure of 100 cities, making them citizen friendly and sustainable. A total of US\$ 15 billion (Rs 980 billion) has been approved by the Union Cabinet, with the remaining funding to emerge from PPPs and municipal bonds. Each participating city will establish a special purpose vehicle (SPV) to implement its Smart City plan. An SPV is a limited company incorporated at the city-level, in which the state and the urban local body are promoters, though private entities may hold up to a 50 percent equity stake. The largest sectors targeted for PPPs are in areas such as water supply, waste management, and transportation.

### Infrastructure - Key Forecasts

2016 holds promising for infrastructure as the central government pushes reforms aimed at faster approvals to stalled projects, easy access to funds and attracting overseas investors. Few key expected trends during 2016-17 are:

- a. Medium and large infrastructure companies are likely to focus on engineering, procurement and construction (EPC) orders from the government instead of build, operate and transfer (BOT) projects that require heavy investment.
- b. More financial buyers, especially global pension funds, will try to partner with large infra-focused companies in India to create their own asset portfolios
- c. Road project awards will rise in 2016 as the government puts infrastructure creation at the top of its agenda. The transport ministry already has a target of awarding 10,000km of projects in FY16 as against 8,000km in FY15. The National Highways Authority of India plans to award 20,000km of projects over the next two years, involving an investment of ₹ 2.3 trillion.
- d. There will be more focus on the railways, especially since the announcement of Japan's bullet train project in India, which will be a 505km corridor linking Mumbai with Ahmedabad. Japan will provide \$12 billion of soft funding to build India's first bullet train. If the concept is replicated in major metros of India, it could transform the country's public transportation and cut down travel time by a third. The government plans to attract more investments in railways.
- e. Some action is likely in the privatization of distribution in the power sector in 2016. Private companies could take over distribution in certain cities to reduce leakage. A number of projects in distribution are likely to be awarded in 2016.

### Infrastructure – Key Challenges

- a) The infra sector continues to grapple with the high concentration of poorly performing assets resulting in not only fragile coverage metrics, but also lower than expected equity returns to the sponsors. In the toll roads sector, the negative outlook reflects the absence of a strong widespread traffic recovery, toll rates contraction and stressed sponsors' credit profile. "The sector's inflection point will continue to be consistent traffic.
- b) In the thermal power sector, the utilities continue to delay the call for long term offtake bids and continue to rely on short term buying to manage demand-supply mismatches. Despite policy interventions and improved fuel supply position, the tepid demand curtailed Plant Load Factors and many plants are operating at sub-optimal levels.
- c) Sharp fall in prices of commodities, may defer the private sector investments in segments such as oil & gas steel, and mining.
- d) Many construction companies are facing stretched liquidity and limited resources to expedite execution resulting in weaker revenue growth.

## Opportunities and Strengths

- The Company has a well diversified business portfolio spread across ten business verticals viz., Buildings & Housing, Roads, Water & Environment, Electrical, Irrigation, Metals, Power, International, Mining and Railways.
- The Company has more than three decades of experience in construction sector and is recognized as one of the key construction players in the country.
- It has carried out variety of projects across the country and also in international geographies.
- The Company's clientele consists of several reputed public and private sector organizations.
- The Company is recognized for timely completion of projects within budgets.
- Our core strength is our people who carry several years of industry experience in various domains including engineering, design, construction, procurement, planning, etc

In FY 16, the company bagged fresh orders worth Rs 73.99 bn and executed projects worth 90.67 bn. As on 31 st March 2016, the Order book of the company stood at Rs 176.55 bn.

### Strengths

- **Strong brand** awareness and reputation
- Recognised **industry leader** in large civil construction and infrastructure projects
- More than **three decades of experience.**
- Track record of **successfully completing complex projects**
- **Ensuring quality and timely completion** of the projects without cost overruns
- **Diversified business portfolio**
- **Strong and close relationships** built on mutual trust and respect with our clients, sub-contractors, financial institutions and shareholders
- **Pan India presence**
- Large pool of **talented and skilled employees** with low attrition rate

### Opportunities

- **Demand for world class infrastructure** in India
- **"Make in India"** initiative would demand good infrastructure specifically roads, railways, etc thus **offering opportunities for construction companies**
- Government's **"100 smart cities"** initiative
- **Higher budgetary allocation** for infrastructure sector
- **Pro- industry policies and initiatives** such as lowering of corporate tax, setting up of REITs and Infrastructure Investment Trusts would drive investment in infrastructure sector, etc.
- **Strong and diversified orderbook and order pipeline**
- **Good construction opportunities in the new state of Andhra Pradesh**

## RISKS AND CONCERNS

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

The risk management process at NCC broadly consists of identification, assessment, mitigation, prioritization and monitoring of risks. The ERM process allows NCC to:

- Enhance confidence in achieving its desired goals and objectives
- Effectively restrain threats to acceptable levels
- Take informed decisions about exploiting opportunities

Owing to the nature of the industry the Company operates in, it is exposed to a variety of risk factors which are broadly categorized into financial, technical, construction, policy and political, market and legal.

A tight risk process is carried out from pre-bid to project completion stage to manage, mitigate and monitor these risks by adopting specific risk mitigation measures.

During the year, the Board has reviewed the process and the Risks that have already been identified for the business. Some of these key risks that the Company faces along with their mitigation strategies adopted are listed below:

Risk Type	Risk Probability	Risk Impact	Risk Mitigation Strategy
<b>Financial Risks</b>			
<b>Inflation Rate Fluctuation</b>	Medium	Medium	<ul style="list-style-type: none"> <li>Ensuring that appropriate price escalation clause in the Contracts is incorporated</li> <li>Incorporating likely inflation fluctuation in price bids</li> <li>In-house experts for close analysis of historical trends and forecasting of future patterns</li> <li>Regular monitoring of the inflation rates</li> </ul>
<b>Interest Rate Fluctuation</b>	Medium	Low	<ul style="list-style-type: none"> <li>Incorporating likely interest rate fluctuation in the price bids</li> <li>In-house experts for close analysis of historical trends and forecasting of future patterns</li> <li>Negotiating for the best interest rates from the financial institutions</li> </ul>
<b>Currency Exchange Rate</b>	Medium	Low	<ul style="list-style-type: none"> <li>Hedging currency exchange risks through spot contracts</li> <li>Global diversification of works as well as procurement</li> <li>Incorporating unfavorable currency exchange rates in the overall planning</li> </ul>
<b>Fuel Prices</b>	Medium	Medium	<ul style="list-style-type: none"> <li>Incorporating adversarial fuel prices in the price bids and during project planning</li> <li>Adopting hedging strategies</li> </ul>
<b>Bankruptcy of Project Partner</b>	Low	Medium	<ul style="list-style-type: none"> <li>Carrying out extensive due diligence while selecting the partners</li> <li>Prefer partnering with established industry players with sound track record</li> </ul>
<b>Technical Risks</b>			
<b>Incomplete Design</b>	Low	High	<ul style="list-style-type: none"> <li>Carrying out extensive due diligence during the project bid phase</li> <li>Bidding for those works which are closely aligned with our core strengths</li> </ul>
<b>Inadequate Specifications</b>	Low	High	<ul style="list-style-type: none"> <li>Carrying out exhaustive due diligence before and during the bid phase</li> <li>Incorporating contingency for inadequate specifications in the price bids</li> <li>Engaging with clients and their representatives on a regular basis</li> </ul>
<b>Inadequate Site Investigation</b>	Medium	Medium	<ul style="list-style-type: none"> <li>Carrying out thorough investigation of site by in-house team of experts during initial phases</li> <li>Seeking opinions from local experts</li> </ul>
<b>Scope Change</b>	Medium	Medium	<ul style="list-style-type: none"> <li>Thorough documentation of works and communication with clients and their representatives</li> <li>Incorporating contingency for fluctuation in scope</li> </ul>
<b>Insufficient Resources</b>	Low	Medium	<ul style="list-style-type: none"> <li>Strong and efficient resources planning, both at the corporate and project levels</li> <li>Maintaining an efficient supply chain including procuring material from sources other than main vendors/subcontractors if need arises</li> <li>Strong management of vendors and subcontractors</li> <li>Carrying out due diligence on vendors and sub-contractors before entering into agreements with them</li> </ul>

<b>Risk Type</b>	<b>Risk Probability</b>	<b>Risk Impact</b>	<b>Risk Mitigation Strategy</b>
<b>Physical Risks</b>			
<b>Equipment Damage/ Failure</b>	Low	Medium	<ul style="list-style-type: none"> <li>• Own a sizeable equipment base, specifically those, which are frequently used in our operations thus reducing dependence on equipment vendors</li> <li>• Following a strict preventive and corrective maintenance schedule</li> <li>• Strong relationship with equipment vendors for renting equipment</li> <li>• Strong management of equipment vendors including rating their performance</li> </ul>
<b>Labor Injuries</b>	Low	Low	<ul style="list-style-type: none"> <li>• Strong implementation and monitoring of health and safety protocols to prevent injuries</li> <li>• Designated safety personnel at sites</li> <li>• Periodical reporting on safety and health issues</li> <li>• Conducting training programs on health and safety issues</li> </ul>
<b>Theft</b>	Low	Low	<ul style="list-style-type: none"> <li>• Strong monitoring and control to prevent theft</li> <li>• Penalising defaulters without exception</li> </ul>
<b>Construction Risks</b>			
<b>Labor Productivity</b>	Medium	Medium	<ul style="list-style-type: none"> <li>• Ensure safe, clean and hygienic work environment at all work locations</li> <li>• Strong track record in maintaining labor</li> <li>• Regular monitoring and ensuring strong controls to ensure adherence to timelines and quality</li> </ul>
<b>Labor Disputes</b>	Low	High	<ul style="list-style-type: none"> <li>• Taking proactive steps to address issues that could lead to labour problems</li> <li>• Ensuring safe work environment</li> <li>• Sensitivity towards soft issues affecting the workforce</li> </ul>
<b>Land Disputes and right of way</b>	Medium	High	<ul style="list-style-type: none"> <li>• Focus on bidding for those projects where land acquisition is almost completed by the client</li> <li>• Thorough due diligence and reconnaissance of land and right of way required for projects</li> <li>• Frequent and clear communication with Clients with proper documentation</li> </ul>
<b>Performance Risks</b>			
<b>Achieving Required Quality</b>	Low	Medium	<ul style="list-style-type: none"> <li>• Regular inspection of works and reporting to clients</li> <li>• Strong adherence to specifications and timelines</li> <li>• Constant engagement with clients and their representatives</li> <li>• Reliable Quality assurance programs</li> <li>• ISO certification</li> </ul>
<b>Meeting Client Expectations</b>	Low	Medium	<ul style="list-style-type: none"> <li>• Experienced workforce</li> <li>• Strong track record and brand equity</li> <li>• Regular engagement with clients and representatives</li> <li>• Response mechanisms to address issues raised by clients and representatives</li> </ul>

Risk Type	Risk Probability	Risk Impact	Risk Mitigation Strategy
<b>Legal Risks</b>			
<b>Claims / Disputes / Litigations</b>	Medium	Medium	<ul style="list-style-type: none"> <li>Engagement with clients to capture and address litigious issues upfront</li> <li>Proper and thorough documentation on each project from the pre-bid stage</li> <li>In-house Contracts and Claims team</li> <li>Legal firm onboard to handle pre-legal claims and/or litigations</li> <li>Keeping ourselves abreast on regulatory issues</li> </ul>
<b>Market Risk</b>			
<b>Market Trend</b>	Medium	Medium	<ul style="list-style-type: none"> <li>Strong management team and talented work force with capabilities to foray into new related segments</li> <li>On the lookout for new opportunities and keeping ourselves abreast on new market trends</li> <li>Strong focus on training and development of employees</li> </ul>
<b>Market Segments</b>	Medium	Medium	<ul style="list-style-type: none"> <li>Well diversified business portfolio across segments</li> <li>Experienced workforce</li> </ul>
<b>Policy and Political Risk</b>			
<b>Policy and Regulation Changes</b>	Low	High	<ul style="list-style-type: none"> <li>Eminent members in the management and the board for advising us on coping up with and preparing ourselves for such changes</li> <li>Constant monitoring of changes in the regulatory landscape and taking appropriate internal measures</li> <li>Active participation in industry conferences, seminars and meetings, and representation in leading industry bodies</li> </ul>
<b>Social Risk</b>	Low	Medium	<ul style="list-style-type: none"> <li>Weeding out controversial projects during the bid phase</li> <li>Engaging in corporate social responsibility activities to engage social stakeholders</li> <li>Carrying out community outreach programs</li> </ul>

## INTERNAL CONTROL SYSTEM

The Company has adequate system of Internal Financial Controls to help Management review the effectiveness of the Financial and Operating Controls and assurance about adherence to Company's laid down Systems and Procedures. As per the provisions of the Companies Act, 2013, internal controls and documentation are in place for all the activities. Both Internal Auditors and Statutory Auditors have verified, Internal Financial Controls (IFC) at entity level and operations level and satisfied about control effectiveness. The controls are reviewed at regular intervals to ensure that transactions are properly authorized and correctly reported and assets are safeguarded. The Audit Committee periodically reviews the findings and recommendations of the Auditors and takes necessary corrective actions as deemed necessary.

Enterprise Resource Planning Software is in implementation for most of the Projects, Head Office, Divisions and Regional Offices that would further strengthen the internal control mechanism.

## Financial Performance (NCCL Stand alone)

- Share capital: During the year no change in share capital.
- Reserves and surplus: The Reserves and surplus of the Company has gone up from ₹ 30.93 billion to ₹ 32.98 billion in 2015-16 and the increase is on account of profits made in 2015-16.
- Net worth: The Company's net worth increased from ₹ 32.04 billion to ₹ 34.09 billion on account of internal generation of profits.
- Borrowings (Long-Term & Short-Term): There was a decrease in loans from ₹ 19.95 billion to ₹ 18.84 billion.
- Assets :
  - Fixed assets: The Company's fixed assets (gross block and Capital WIP) increased by ₹ 0.66 billion in 2015-16 from ₹ 12.10 billion to ₹ 12.76 billion. However the net block including Capital WIP has come down from ₹ 6.40 billion to ₹ 6.27 billion during the year 2015-16.



- b) Investments: The investments decreased by ₹ 1.26 billion, from ₹ 11.57 billion to ₹ 10.31 billion during the year 2015-16
- c) Inventories: The Company's inventories stand at ₹ 16.57 billion as against ₹ 18.03 billion of previous year
- d) Trade Receivables: The company's Trade Receivables decreased by ₹ 0.39 billion in 2015-16 from ₹ 13.63 billion to ₹ 13.24 billion.
- e) Loans and advances (Long-Term & Short-Term): Loans and advances decreased from ₹ 28.95 billion to ₹ 28.47 billion during the year under review. The decrease represents amounts received against the advances made to subsidiaries & Suppliers.
- f) Other Current & Non-Current Assets: Other Current & Non-Current Assets increased from ₹ 14.62 billion to ₹ 17.20 billion during the year under review mainly due to increase in retention money.
- g) Tax Expense: The tax expense of the company for the year 2015-16 is ₹ 0.73 billion as against ₹ 0.47 billion of previous year.
- h) Net profit: There has been significant growth by 99% in the Net Profit of the company from ₹ 1.12 billion to ₹ 2.23 billion.
- i) Dividend: The Board of Directors have recommended a dividend of ₹ 0.60 per share (30%) and the total payout works out to ₹ 0.33 billion as against ₹ 0.22 billion in the previous year.

### Human Resources & Industrial Relations

The human resource (HR) strategy at NCC is focused on creating a performance-driven atmosphere in the Company, where innovation is encouraged, performance is recognised and employees are motivated, to realize their potential. Company's HR department co-creates all HR strategies along with senior management and BOD so as to influence change, attract talent and build capabilities. HR department is fully specialized to respond to varied human resource needs of NCC's business units to enable each division to maintain the human strategic advantage.

### Operational Performance

- a) Revenue from Operations: The company has reported a Revenue from Operations of ₹ 83.25 billion during the year 2015-16 as against ₹ 82.97 billion in the previous year.
- b) Other Income: The other income of the company for the year ₹ 1.96 billion as against ₹ 1.95 billion last year. Other income comprises of Interest on advances, interest on bank deposits and miscellaneous income.
- c) Direct cost: The direct cost for the year under review works out to 84.99% of the turnover as against 86.13 % last year.
- d) Overheads: Overheads, comprising salaries and administrative expenses, work out to ₹ 5.12 billion for the year under review as against ₹ 5.01 billion in the previous year. The overheads as % of revenue 6.15% as against 6.04%.
- e) Interest cost: The Interest cost during the year as a % of revenue has decreased from 6.91% to 6.10%. Finance Cost decreased to ₹ 5.08 billion from ₹ 5.74 billion, which was on account of decrease in loans and decrease in average interest cost of borrowings.
- f) Depreciation: The Company's depreciation for the year has decreased from ₹ 1.12 billion to ₹ 1.10 billion.

### Talent Development and employee engagement

Key components of talent development at NCC is initiating various skill and leadership development programmes as well as creating a culture of continued employee engagement. During the year the company organized 47 training programs with a total attendance of 835 participants. Safety, Personality & Leadership Development and statutory procedures were some of the key topics covered during these programmes.

### Talent Diversity

NCC has a healthy talent diversity. The company's human capital comprises of 4821 employees across its business divisions at various locations. 42% of the company's human resource is below 34 years. Company is able to maintain an average employee tenure of 5 years and 7 months and the annual attrition rate has been lowered from 20.51% in FY13 to 13.79% in FY16. About 60% of the company's work force comprises of technically qualified as well as engineers such as M Tech, B Tech, DCE, DME & ITI.

# Report on Corporate Governance

In compliance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company sets forth the report on the Corporate Governance on the matters as mentioned in the said schedule and practices followed by the Company.

## 1. Company's philosophy on the Code of Governance

The Company aims at maintaining, transparency, accountability and equity in all facets of its operations on a continuous basis and in all interactions with the Stakeholders, including the Shareholders, employees, government, lenders and other constituents while fulfilling the role of a responsible corporate representative committed to good corporate practices. The Company is committed to maintain the high standards of Corporate Governance on a continuous basis by laying emphasis on Ethical Corporate Citizenship and establishment of transparent Corporate Cultures which aim at true Corporate Governance. The Corporate Governance process and systems have been gradually strengthened over the years.

The Company believes that all its operations and actions must result in enhancing the overall shareholder value in terms of maximization of shareholder's benefits, among others, over a sustained period of time.

## 2. Board of Directors

The Company's Board of Directors comprised a judicious mix of Fourteen Directors consisting of five Executive Directors, four Non-Executive Directors and five Independent Directors and one of whom is a Woman Director as stipulated under the Companies Act, 2013 / and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The following table gives the composition of the Company's Board, category, number of Board Meetings held during the year, attendance of each Director at the Board Meeting and at the last Annual General Meeting and other Directorships, Memberships and Chairmanships of Committees held by each of the Director during the Financial Year. The Company is compliant with all the Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Companies Act, 2013 and the rules made thereunder relating to appointment of Directors.

### Composition of Board of Directors as on March 31, 2016

Name of the Director	Category	Number of Board Meetings attended	Attendance at the last AGM held on August 24, 2015	Number of Directorships in other companies	Number of committee positions held in other public companies ##		No. of shares of ₹2/- each held in the Company
					Chairman	Member	
Sri Hemant M Nerurkar (Chairperson)	Non-Executive and Independent	5	Yes	7	Nil	Nil	Nil
Sri R V Shastri	Non-Executive and Independent	6	Yes	1	Nil	1	216
Sri P Abraham	Non-Executive and Independent	5	Yes	3	1	1	Nil
Sri S Ravi @	Non-Executive and Independent	1	Not Applicable	1	Nil	Nil	Nil
Smt Renu Challu	Non-Executive and Independent	5	Yes	8	2	5	Nil
Sri Amit Dixit	Non-Executive and Non-Independent, Nominee Director Representing M/s.Blackstone Group (Equity Investor)	5	No	10	Nil	5	Nil
Sri Neeraj Mohan	Non-Executive and Non-Independent, Nominee Director Representing M/s.Blackstone Group (Equity Investor)	6	Yes	4	Nil	Nil	Nil
Sri Utpal Sheth	Non-Executive and non-Independent	4	No	17	Nil	1	Nil
Sri A V Ranga Raju (Managing Director)	Promoter and Executive	6	Yes	5	1	1	13,563,196 (2.44%)

Sri A G K Raju	Promoter and Executive	4	Yes	4	1	3	9,759,080 (1.76%)
Sri A S N Raju	Promoter and Executive	6	Yes	3	1	Nil	8,652,215 (1.56%)
Sri J V Ranga Raju	Promoter and Executive	1	No	1	Nil	Nil	3,365,916 (0.61%)
Sri A V N Raju	Promoter and Executive	4	Yes	1	Nil	1	7,985,791 (1.44%)
Sri N R Alluri	Promoter and Non-Executive	4	No	15	Nil	2	8,858,806 (1.59%)

@ Sri S Ravi was appointed as an Independent Director w.e.f. November 10, 2015.

Notes:

1. Sri T N Manoharan resigned from the Board w.e.f. August 14, 2015.
2. None of the Directors of the Company are on the Boards of more than Ten Public Companies /overall Twenty Companies (including Private Limited Companies but excluding Companies incorporated outside India and Companies incorporated under section 8 of the Companies Act, 2013).

## Represents Membership/ Chairmanship in Audit and Stakeholder Relationship Committee of other public limited companies

During the year, six Board Meetings were held as indicated hereunder:

Date of Meeting	Board Strength	No. of Directors Present
May 14, 2015	14	12
May 28, 2015	14	11
July 30, 2015	14	10
August 24, 2015	13	09
November 10, 2015	13	12
February 11, 2016	14	11

The Company convened minimum one Board Meeting in each quarter as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company ensured the gap between two Board Meetings has not exceeded One Hundred and Twenty Days.

The Promoter Directors namely Sri A. A. V. Ranga Raju, Sri A. S. N. Raju, Sri A. G. K. Raju, Sri N. R. Alluri and Sri A. V. N. Raju, are related to each other in terms of the definition of "Relative" under Section 2(77) of the Companies Act, 2013 and Rules framed there under. The aforementioned Promoter Directors are not related to the other Board members.

#### Shares held by Non-Executive Directors as on March 31, 2016

Name of the Director	No. of Shares held	% on paid-up capital of the company
Sri N R Alluri	8,858,806	1.59
Sri R V Shastri	216	0.00

#### Familiarisation Programme

A training programme was organized for the Board Members and particularly for Independent Directors on April 22, 2015 at the Corporate office of the Company. Presentations were made by experts in Corporate Laws and the Construction & Infrastructure Industry who had briefed the Members of the Board regarding the changes in the Corporate Laws and the developments in the Construction and Infrastructure Industry. Details of the familiarization programmes are hosted on [http://nclimited.com/corporate\\_governance.html](http://nclimited.com/corporate_governance.html)

#### Information supplied to the Board

As a policy measure, all the major decisions which involve new investments and capital expenditure, in addition to the matters which statutorily require Board approval, are put up for consideration of the Board, Inter-alia, the following information is regularly provided to the Board as part of the agenda papers well in advance of the Board meetings or is tabled at the Board Meeting.

- o Annual operating plans, budgets & any updates.
- o Capital budgets and any updates.
- o Quarterly results of the Company and performance of the divisions.
- o Minutes of the meetings of the Audit Committee and other Committees of the Board of the Directors.
- o The information on recruitment and remuneration of senior officers just below the level of Board of Directors including appointment or removal of Chief Financial Officer and the Company Secretary.
- o Show cause, demand, prosecution notices and penalty notices which are materially important.
- o Fatal or serious accidents, dangerous occurrences, any material effluent or pollution matters.
- o Any material default in financial obligations to and by the Company, or substantial non-payment by clients.
- o Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- o Details of any joint venture or collaboration agreement.
- o Significant labour problems and their proposed solutions. Any significant development in Human Resources.
- o Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- o Quarterly details of foreign exchange exposures and steps taken by management to limit the risks of adverse exchange rate movement, if material,
- o Non-compliance with any regulatory, statutory or listing requirement and shareholders service such as non-payment of dividend, delay in share transfer, among others.

### Code of Conduct

The Board of Directors of the Company laid a Code of Conduct for Directors and senior management personnel. The Code of Conduct is posted on the Company's web-site [www.ncclimited.com](http://www.ncclimited.com). All Directors and designated personnel in the senior management affirmed compliance with the Code for the year under review. The declaration to this effect, signed by Sri A A V Ranga Raju, Managing Director is annexed to this report.

### Board Committees

As on March 31, 2016 the Company has Seven Board level Committees, inter alia the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee, the Corporate Social Responsibility Committee, the Performance Review Committee and the Corporate Governance Committee.

#### 3. Audit Committee of the Board

The Audit Committee presently comprises four Non-Executive Directors, of which three are Independent Directors. The members of the Committee are financially literate and bring in expertise in the fields of Finance, Strategy, Banking, Energy and Management. Sri R. V. Shastri, Chairperson of the Committee is an Independent Director and has accounting and financial management expertise.

The Audit Committee met four times during the Financial year i.e. on May 14, 2015, July 29, 2015, November 9, 2015 and February 10, 2016. The Company is in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 in terms of time gap between any two Audit Committee Meetings. Sri R.V. Shastri, Chairperson of the Committee was present at the last Annual General Meeting of the Company held on August 24, 2015.

The following is the Composition of the Audit Committee as on March 31, 2016 and details of attendance for the Meetings of the Audit Committee.

Name of the Director	Designation	No. of meetings held	No. of meetings attended
Sri R.V. Shastri	Chairperson	4	4
Sri P. Abraham	Member	4	3
Sri T.N. Manoharan *	Member	4	2
Sri Hemant M Nerurkar	Member	4	3
Sri Amit Dixit	Member	4	1

\* Sri T N Manoharan ceased to be member of the Audit Committee consequent to his resignation from the Board w.e.f. August 14, 2015.

### Terms of reference of the Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of the Statutory and the Internal Auditors of the company;
3. Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the Management, the annual financial statements and Auditor's Report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by Management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Modified opinions in the draft Audit Report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults if any in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Company Secretary is the Secretary to the Audit Committee.

#### 4. Nomination and Remuneration Committee

The Committee comprises of four Non-Executive Directors, of which two are Independent Directors. Smt Renu Challu, an Independent Director is the Chairperson of the Committee and Sri Hemanth M Nerurkar Independent Director and Sri Amit Dixit and Sri Utpal Sheth Non-Executive and non Independent Directors are the other members of the Committee. The Committee met two times during the Financial Year on May 28, 2015, and November 10, 2015.

Name of the Director	Designation	No. of meetings held	No. of meetings attended
Smt Renu Challu	Chairperson	2	1
Sri Utpal Sheth	Member	2	2
Sri T.N.Manoharan #	Member	2	1
Sri Amit Dixit	Member	2	2
Sri Hemanth M Nerurkar	Member	2	1

# ceased to be member of the Committee w.e.f August 14, 2015.

#### Terms of reference of the Nomination Committee

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- (3) devising policy on diversity of Board of Directors.
- (4) identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- (5) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

#### 5. Details of remuneration/ sitting fee paid to the Directors for the year

The details of remuneration covering salary and other benefits paid for the year ended March 31, 2016 to the Managing Director, Executive Director and the Whole time Directors of the Company and the details of the sitting fee paid to the Non-Executive Directors are as follows-

##### a. Executive Directors

(Amount in ₹)

Name & Designation	Salary	Other benefits	Bonus / Exgratia	Pension	Commission	Total
*Sri A. A. V. Ranga Raju Managing Director	16,829,460	3,072,000	1,440,000	Nil	35,474,400	56,815,860
*Sri A. G. K. Raju Executive Director	8,866,166	1,536,000	720,000	Nil	17,737,200	28,859,366
@Sri A. S. N. Raju Wholetime Director	8,932,301	1,536,000	720,000	Nil	17,737,200	28,925,501
*Sri J. V. Ranga Raju Wholetime Director	14,280,000	2,688,000	1,260,000	Nil	Nil	18,228,000
#Sri A. V. N. Raju Wholetime Director	8,745,682	1,056,000	720,000	Nil	17,737,200	28,258,882

\* Appointed for a period of 5 years w.e.f April 1, 2012

#Appointed for a period of 5 years w.e.f May 30, 2011

@ Appointed for a period of 5 years w.e.f. May 1, 2014

Note: Notice Period for all the above Directors is as per the Rules of the Company

Besides the above remuneration, the Managing Director, Executive Director and the Whole time Directors are also eligible for gratuity and encashment of leave at the end of their respective tenures as per the rules of the Company.



## b. Non-Executive Directors

Sitting Fee of ₹ 50,000 per meeting was paid for attending meeting of Board of Directors and ₹ 25,000 was paid for each committees meeting of Board of Directors thereof. During the year, the sitting fees paid was as follows.

Name of the Director	*Sitting Fees (Amount in ₹)
Sri T N Manoharan **	300,000
Sri P. Abraham	325,000
Sri R. V. Shastri	550,000
Sri Hemanth M Nerurkar	350,000
Smt. Renu Challu	350,000
Sri Utpal Sheth	300,000
Sri S Ravi	50,000

\* Excludes Service Tax

\*\* Sri T N Manoharan resigned from the Board w.e.f. August 14, 2015.

### Meeting of Independent Directors:

Pursuant to 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 calendar year 2015 was held on 11th February, 2015 and the next meeting of the Independent Directors will be held in the calendar year 2016.

### Board Level Performance Evaluation

Pursuant to The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, annual performance evaluation of the Directors including Chairperson, Board and its Committees viz., the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee has been carried out.

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.

### 6. Stakeholders Relationship Committee:

The Committee primarily focuses on Shareholder grievances, inter-alia, redressal of Investor complaints, attending Investor requests, approving the issue of duplicate Share Certificates and overseeing and review all matters connected with servicing of investors. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall quality improvement of investor services. The Chairperson of the Committee Sri R V Shastri is an Independent Director and the Company Secretary is the Secretary of the Committee. Sri M.V. Srinivasa Murthy, Company Secretary and EVP (Legal) was designated as the Compliance Officer.

As on March 31, 2016 the Committee comprises three Directors viz., Sri R. V. Shastri (Chairperson of the Committee), Smt. Renu Challu and Sri A. G. K. Raju as its members.

The Committee met four times during the Financial Year i.e on May 14, 2015, July 30, 2015, November 10, 2015 and February 11, 2016.

Attendance of Members at the Stakeholders Relationship Committee Meetings held during the year are as follows.

Name of the Director	Designation	No. of meetings held	No. of Meetings attended
Sri R.V.Shastri	Chairperson	4	4
Sri T N Manoharan *	Member	4	2
Smt Renu Challu	Member	4	3
Sri A G K Raju	Member	4	2

\*Sri T N Manoharan ceased to be a member of the Committee consequent to his resignation from the Board w.e.f August 14, 2015.

During the Financial Year 2015-16, the Company has received 153 requests from the shareholders/investors. All the requests were promptly attended to and there were no un-resolved shareholder requests were pending as on March 31, 2016. The Company has processed and approved all valid requests received for transfer and dematerialization of Shares and there were no pending requests as on March 31, 2016. The Company designated a separate email id for investor grievances reachable at ho.secr@nccltd.in.

### 7. General Body Meetings

The following are the details of previous three Annual General Meetings and the Special resolutions passed there at;

Year	Location	Date & Time	Special Resolutions passed
2013	K L N Prasad, Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House FAPCCI Marg, Red Hills, Hyderabad -500 004	September 27, 2013 at 3.30 p. m	Nil
2014		September 25, 2014 at 3.30 p. m	Payment of minimum remuneration to Sri A A V Ranga Raju, Managing Director, Sri A G K Raju , Executive Director and Sri A S N Raju, Sri J V Ranga Raju, Sri A V N Raju , Sri A K H S Rama Raju Whole Time Directors in excess of Limits provided in the Companies Act, 1956/2013
2015		August 24, 2015 at 3.30 p m	Nil

## Postal Ballot.

During the year no resolution was passed through postal ballot.

None of the business which is proposed to be transacted at the ensuing Annual General Meeting requires passing of a resolution through Postal Ballot process.

## 8. Means of Communication

The Company was having 83372 shareholders as on March 31, 2016. The main channel of communication to the shareholders is through the annual report which inter alia includes the statement of Chairman Emeritus, the Directors Report, Report on Corporate Governance, Management Discussion and Analysis Report, the Standalone and Consolidated Financial Statements along with the Auditor's Report thereon, the Secretarial Audit Report, Special Initiatives and Shareholders Information.

The Annual General Meeting (AGM) is the principal forum for interaction with the Shareholders, where the Board answers queries raised by the Shareholders. The Board acknowledges its responsibility towards its Shareholders and encourages open and active dialogue with all its Members and Stake Holders.

The Company communicates with its Institutional Shareholders through meetings with Analysts. The presentations made to the Analysts are uploaded on the Company's website [www.ncclimited.com](http://www.ncclimited.com).

Regular communication with shareholders ensures that the Company's strategy is being clearly understood. Details relating to quarterly performance and financial results are disseminated to the shareholders through press releases and are also uploaded on the Company's website.

## Quarterly results

The Quarterly Results of the Company are published in newspapers such as Business Standard /Financial Express or Andhra Prabha / Eenadu (regional language), along with the official press releases.

## 9. General shareholders' information

### (a) Day, date and time of 26th Annual General Meeting

26th Annual General Meeting of Members of the Company is scheduled to be held on Wednesday the 24th day of August, 2016 at 3.30 p.m at K L N Prasad, Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, FAPCCI Marg, Red Hills, Hyderabad - 500 004.

### (b) Financial calendar (Tentative) for the Financial Year 2016-17.

Results for quarter ending June 30, 2016	August 10, 2016
Results for quarter ending September 30, 2016	November 09, 2016
Results for quarter ending December 31, 2016	February 10, 2017
Results for year ending March 31, 2017	May 23, 2017

**Dates of Book closure :** August 10, 2016 to August 12, 2016 (both days inclusive) for payment of dividend.

**(c) Dividend payment date:** (subject to approval of shareholders at AGM) on or after August 29, 2016.

**(d) The Company's Equity Shares are listed on the BSE Ltd and the National Stock Exchange of India Limited.**

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051

Listing fee for the financial year 2016-17 has been paid to the stock exchanges.

**(e) Stock codes Equity shares**

BSE Limited (BSE) : 500294 / National Stock Exchange of India Limited (NSE) : NCC

**(f) Market price data**

The monthly high and low stock quotations during the year under review and performance in comparison to SENSEX and NIFTY are given below-

Month	BSE		Sensex		NSE		Nifty	
	High price ₹	Low price ₹	High	Low	High price ₹	Low price ₹	High	Low
April 2015	118.20	87.55	29,094.61	26,897.54	118.15	87.55	8,844.80	8,144.75
May 2015	106.40	78.45	28,071.16	26,423.99	106.40	78.40	8,489.55	7,997.15
June 2015	85.25	62.20	27,968.75	26,307.07	85.25	57.70	8,467.15	7,940.30
July 2015	89.10	76.70	28,578.33	27,416.39	89.20	76.70	8,654.75	8,315.40
August 2015	84.80	64.40	28,417.59	25,298.42	84.70	64.10	8,621.55	7,667.25
September 2015	75.55	53.45	26,471.82	24,833.54	75.50	53.25	8,055.00	7,539.50
October 2015	85.25	73.40	27,618.14	26,168.71	85.25	73.30	8,336.30	7,930.65
November 2015	80.90	69.60	26,824.30	25,451.42	80.85	70.05	8,116.10	7,714.15
December 2015	79.50	70.55	26,256.42	24,867.73	79.50	70.50	7,979.30	7,551.05
January 2016	81.65	58.90	26,197.27	23,839.76	81.75	58.70	7,972.55	7,241.50
February 2016	67.60	55.80	25,002.32	22,494.61	67.60	55.90	7,600.45	6,825.80
March 2016	78.30	61.40	25,479.62	23,133.18	78.35	61.00	7,777.60	7,035.10

**(g) Registrar and Transfer Agents :**

M/s. Karvy Computershare Pvt. Ltd  
Karvy Selenium Tower B, Plot No.31 & 32,  
Gachibowli, Financial District,  
Nanakramguda, Serilingampally,  
Hyderabad -500 032  
Phone:040-67161500 Fax:040-23420814  
Email: einward.ris@karvy.com  
www.karvycomputershare.com

**(h) Share Transfer System**

The share transfers which are received in physical form are processed and the share certificates are returned within a period of 10 to 15 days from the date of receipt, subject to the documents being found valid and complete in all respects. The Company appointed M/s. Karvy Computershare Pvt. Ltd as common Registrar and Transfer Agents for dealing with all the activities connected with both physical and demat segments pertaining to the Securities of the Company.

**(i) Distribution of shareholding as on March 31, 2016**

Number of shares held	Number of shareholders		Total Shares ₹ 2/- each	Details of shareholding	
	No	%		Value of shares of ₹ 2/- each	%
1 - 5,000	79185	94.97	24,593,221	49,186,442	4.42
5,001 - 10,000	2084	2.50	7,702,376	15,404,752	1.39
10,001 - 20,000	966	1.16	7,065,558	14,131,116	1.27
20,001 - 30,000	348	0.42	4,351,227	8,702,454	0.78
30,001 - 40,000	146	0.18	2,624,856	5,249,712	0.47
40,001 - 50,000	91	0.11	2,065,565	4,131,130	0.37
50,001 - 100,000	170	0.20	6,055,997	12,111,994	1.09
100,001 and above	382	0.46	501,472,788	1,002,945,576	90.21
<b>Total</b>	<b>83,372</b>	<b>100.00</b>	<b>555,931,588</b>	<b>1,111,863,176</b>	<b>100.00</b>

## Shareholding Pattern as on March 31, 2016

Category	No. of Shares of ₹ 2/- each	%
Promoters	113,402,468	20.40
Domestic Institutional Investors/Banks	955,043	0.17
Bodies Corporate	63,506,375	11.42
Foreign Institutional Investors	164,847,952	29.65
NRIs, OCBs, GDRs etc.,	4,949,115	0.89
Mutual Funds	79,100,696	14.23
Indian Public	129,169,939	23.24
<b>Total</b>	<b>555,931,588</b>	<b>100.00</b>

### (j) Dematerialization.

Over 99.71% of the outstanding shares were dematerialized up to March 31, 2016. The Company's shares are liquid and actively traded.

Category	Number of Shares	%
NSDL	499,147,449	89.78
CDSL	55,191,735	9.93
Physical	1,592,404	0.29
<b>Total</b>	<b>555,931,588</b>	<b>100.00</b>

### (k) GDR & their impact on equity shares

As on March 31, 2016, there were 757,810 GDRs pending for conversion. The overseas depository is Deutsche Bank Trust Company Americas, 60 Wall Street New York NY 10005, USA and the Custodian is ICICI Bank Ltd, Securities Processing Division, North Tower, 2nd Floor, ICICI Towers, Bandra Kurla Complex, Mumbai - 400051, India.

The Company's GDRs are listed on the Luxembourg Stock Exchange.

### (l) International Securities Identification Number (ISIN): INE868B01028

#### (m) Address for correspondence

Physical/Electronic mode	Shareholders general correspondence
M/s. Karvy Computershare Pvt. Ltd Karvy Selenium Tower B, Plot No.31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad -500 032 Phone:040-67161500 Fax:040-23420814 Email: einward.ris@karvy.com www.karvycomputershare.com	Company Secretary NCC Limited NCC House, 9th Floor, Madhapur, Hyderabad - 500 081 Phone : 040-23268888 Fax : 040- 23125555 E-Mail : ho.secr@nccltd.in www.ncclimited.com

#### ECS Facility;

The Company is providing facility of "Electronic Clearing Service" (ECS) for payment of dividend to shareholders who are requested to provide details of their bank account for availing ECS facility. Further, ECS facility is available to the beneficial owners of shares held in electronic form as well as in physical form. Those desirous of availing the ECS facility may provide their mandate to the Company in writing, can be obtained from the Company's Registrar and Transfer Agents M/s. Karvy Computershare Pvt. Ltd.,

#### Unclaimed dividend

In terms of Sections 205A and 205C of the Companies Act, 1956, (corresponding section of Companies Act, 2013, not notified) the Company is required to transfer the amount of dividend remaining unclaimed for a period of seven years from the date of transfer to the unclaimed dividend account to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer to the Investor Education and Protection Fund. In compliance with Sections 205A(6) & 205A(7) of the Companies Act, 1956, during the F.Y 2015-16, the Company transferred the unclaimed dividend amounting to ₹ 926,768 (Final Dividend) pertaining to the year 2007-2008 to the Investor Education and Protection Fund.

**Due dates for transfer of dividend unclaimed to IEPF are as follows:**

Financial year	Type of dividend	Date of declaration	Amount of unclaimed dividend outstanding as on March 31, 2016 ₹	Last date for claiming Un-paid Dividend by investors	Due date for transfer to IEPF
2008-2009	Final	30.07.2009	882,498.70	05.09.2016	04.10.2016
2009-2010	Final	10.08.2010	942,446.70	16.09.2017	15.10.2017
2010-2011	Final	12.08.2011	870,320.00	18.09.2018	17.10.2018
2011-2012	Final	26.09.2012	416,762.10	02.11.2019	01.12.2019
2012-2013	Final	27.09.2013	397,472.70	03.11.2020	02.12.2020
2013-2014	Final	25.09.2014	229,211.80	01.11.2021	01.12.2021
2014-2015	Final	24.08.2015	541,257.20	30.09.2022	30.10.2022

**10. Other Disclosures**

- (a) During 2015 -16 certain transactions were entered into with related parties. The details thereof are given in note number 32 of the Financial Statements.
- (b) There were no occasions of non-compliance by the Company and no penalties or strictures were imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to Capital markets, during the last three years.
- (c) The Company has formulated and adopted formal Whistle Blower Policy/vigil mechanism and the same is hosted on the Company's Web site and no concerned person has been denied access to the Audit Committee.
- (d) The Company has complied with all the mandatory requirements of Schedule V of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.
- (e) Material Subsidiary policy is hosted in our website [www.ncclimited.com](http://ncclimited.com)  
The following is the weblink: [http://ncclimited.com/images/PDF/Policies/Policy-material-subsiary\\_NCC\\_Ltd.pdf](http://ncclimited.com/images/PDF/Policies/Policy-material-subsiary_NCC_Ltd.pdf)
- (f) Related party transaction policy is hosted in our website [www.ncclimited.com](http://ncclimited.com), the following is the link; <http://ncclimited.com/images/PDF/Policies/Related%20Party%20Transactions-%20NCC.pdf>

During the year, there was no treatment of any transaction different from that as prescribed in the Accounting Standards as required under Section 133 of the Companies Act, 2013.

A report on risk management forms a part of the Management Discussion and Analysis in this Annual Report.

This Annual Report has a detailed section on Management Discussion and Analysis.

The information on appointment/ re-appointment of Directors and their brief profiles forms part of the Notice of the ensuing Annual General Meeting for the information of shareholders.

11. The Company has complied with all the requirements of Corporate Governance Report as set out in paras (2) to (10) above.
12. Non-mandatory requirements /Discretionary Requirements as stipulated in Regulation 27 (1) read with Part E of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - (a) The Company's financial statements are with unmodified audit opinion.
  - (b) The Company has appointed separate persons to the post of Chairman and Managing Director.
  - (c) The Internal auditors of the Company report directly to the Audit Committee of the Board.
13. The Company has complied with all the mandatory clauses of the erstwhile Clause 49 of the Listing Agreement as applicable till November 30, 2015 and corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of the regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the date of its applicability.
14. Disclosures with respect to demat suspense account/unclaimed suspense account:

The Company has followed the due procedure as provided in the Regulation 39 (4) read with Schedule V & VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in dealing with the unclaimed shares in Public issue/Rights issues. The movement of un-claimed shares in the "NCC Ltd – Unclaimed Suspense Account" during the year as follows:-

Particulars	No of shareholders	No. of Equity Shares
Aggregate Number of Shareholders and outstanding shares lying in the Unclaimed Suspense Account as on April 1, 2015	173	109,825
Unclaimed shares Credited to the Account during the year	Nil	Nil
Number of shareholders approached the Company for transfer of shares from Unclaimed Suspense Account during the year	3	1158
Aggregate Number of Shareholders and outstanding Shares lying in the Unclaimed Suspense Account as on March 31, 2016	170	108,667

## Declaration of compliance with the Code of Conduct

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2016.

**For NCC Limited**

**A. A. V. Ranga Raju**  
**Managing Director**  
**DIN No. 00019161**

Place: Hyderabad

Date: 24th May, 2016

## Chief Executive Officer and Chief Financial Officer Certification

In relation to the Audited Financial Accounts of the Company as at March 31, 2016, we hereby certify that

- a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
  - i) significant changes in internal control over financial reporting during the year;
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
**A.A.V. Ranga Raju**  
Managing Director  
(Chief Executive Officer)  
DIN No. 00019161

Sd/-  
**R. S. Raju**  
Executive Vice President (F&A)  
(Chief Financial Officer)

Place: Hyderabad

Date: 24th May, 2016



**M. Bhaskara Rao & Co.**

Chartered Accountants  
5D, Fifth Floor, 'Kautilya'  
6-3-652, Somajiguda  
Hyderabad – 500 082

**Deloitte Haskins & Sells**

Chartered Accountants  
1-8-384 & 385, 3rd Floor  
Gowra Grand, S.P. Road  
Secunderabad – 500 003

## AUDITORS' CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE

**TO THE MEMBERS OF NCC LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by NCC LIMITED ("the Company"), for the year ended on March 31, 2016, as stipulated in:
  - Clause 49 (excluding clause 49(VII)(E)) of the Listing Agreements of the Company with Stock Exchange(s) for the period from April 01, 2015 to November 30, 2015.
  - Clause 49(VII)(E) of the Listing Agreements of the Company with the Stock Exchange(s) for the period from April 01, 2015 to September 01, 2015.
  - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016 and
  - Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For M. Bhaskara Rao & Co.**

Chartered Accountants  
(Firm's Registration. No. 000459S)

**M. Bhaskara Rao**

Partner  
Membership No. 005176

Hyderabad, May 24, 2016

**For Deloitte Haskins & Sells**

Chartered Accountants  
(Firm's Registration. No No. 008072S)

**M.Ramachandran**

Partner  
Membership No 016399

Kochi, May 24, 2016

# INDEPENDENT AUDITORS' REPORT

To The Members of  
**NCC Limited**

## Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **NCC LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information, in which are incorporated the Returns for the year ended on that date audited by the branch auditors of the Company's branches at Oman, Nepal and Sri Lanka ("the branches").

## Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give 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 31 March, 2016, and its profit and its cash flows for the year ended on that date.

## Other Matters

We did not audit the financial statements/information of three (3) branches included in the standalone financial statements of the Company whose financial statements / financial information reflect total assets of ₹ 1085.41 million as at 31 March, 2016 and total revenues of ₹ 157.74 million for the year ended on that date, as considered in the standalone financial statements. The financial statements/information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

## Report on Other Legal and Regulatory Requirements

- As required by Section 143 (3) of the Act, we report that:
  - 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.
  - 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.

## INDEPENDENT AUDITORS' REPORT (Contd.)

- (c) The reports on the accounts of the branches audited by the branch auditors appointed under Section 143 (8) of the Act have been forwarded to us and have been properly dealt with by us in preparing this report.
  - (d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
  - (e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
  - (f) On the basis of the written representations received from the directors as on 31 March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - (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 has disclosed the impact of all pending litigations on its financial position in its financial statements – refer Note 31 (i)(a) and (b) to the financial statements;
    - ii. The Company does not have any material foreseeable losses relating to long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **M. BHASKARA RAO & CO**  
Chartered Accountants  
(Firm's Registration No.000459S)

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Firm's Registration No.008072S)

**M. Bhaskara Rao**  
Partner  
Membership No. 5176

**M. Ramachandran**  
Partner  
Membership No. 16399

Hyderabad, May 24, 2016

Kochi, May 24, 2016

# ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

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

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

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

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

## Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M. BHASKARA RAO & CO**  
Chartered Accountants  
(Firm's Registration No.000459S)

**M. Bhaskara Rao**  
Partner  
Membership No. 5176

Hyderabad, May 24, 2016

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Firm's Registration No.008072S)

**M. Ramachandran**  
Partner  
Membership No. 16399

Kochi, May 24, 2016

## ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

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

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) A major portion of the fixed assets have been physically verified during the year by the Management in accordance with a programme of verification, which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, the discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
  - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. There are no immovable properties of land and buildings that have been taken on lease and disclosed as fixed assets in the standalone financial statements.
- (ii) As explained to us, inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. In respect of such loans and having regard to the rollover stipulations for loans to certain parties:
  - (a) The terms and conditions of the grant of such loans are, in our opinion, *prima facie*, not prejudicial to the Company's interest.
  - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
  - (c) There is no overdue amount remaining outstanding as at the balance sheet date.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits to which the directions issued by the Reserve Bank of India and the provisions of Section 73 to Section 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under, where applicable, during the year.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax (VAT), Cess and any other statutory dues applicable to it, to the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Sales Tax, Income-tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues in arrears as at 31 March, 2016 for a period of more than six months from the date they became payable.

## ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

(c) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31 March, 2016 on account of disputes are given below:

Statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount involved (₹ in Million)
Sales Tax and VAT Laws	Sales Tax	Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh	1994 - 1995 & 2005 - 2006	16.17
	Sales Tax	Sales Tax Appellate Tribunal, Andhra Pradesh	1999 - 2004 & 2006 - 2007	57.10
	VAT	Appellate Deputy Commissioner, Hyderabad	2006 - 2007	17.96
	VAT	Appellate Additional Commissioner, Uttar Pradesh	2005 - 2007	13.96
	VAT	Deputy Commissioner of Sales tax (Appeals), Assam	2005 - 2007	184.10
	Sales Tax	Hon'ble High Court of Madras	2006 - 2007	4.36
	VAT	Sr. Joint Commissioner (Appeals), West Bengal	2008 - 2010 2011 - 2012	342.84
	VAT	Additional Commissioner (CT); West Bengal	2010 - 2011	203.20
	VAT	Deputy Commissioner, First Appellate Authority, Delhi	2009 - 2010	157.50
	VAT	Appellate Deputy Commissioner, Kerala	2007 - 2009	2.64
	VAT	Commissioner of Commercial Taxes, Jharkand	2011 - 2013	46.49
	VAT	Joint Commissioner of Commercial Taxes, Jharkand	2010 - 2011	39.72
	Entry Tax	Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh	2012 - 2013	4.95
	CST	Appellate Authority, Bhopal	2011 - 2013	6.65
	VAT	Hon'ble High Court of Orissa	2007 - 2012	51.53
	Entry Tax	Hon'ble High Court of Orissa	2007 - 2012	22.06
Central Excise Laws	Excise Duty	CESTAT, Bangalore	2007 - 2009	4.73
Finance Act, 1994	Service Tax	Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh	2007 - 2008	123.11
	Service Tax	CESTAT, Bangalore	2005 - 2012	1524.56
	Service Tax	CESTAT, Hyderabad	2012 - 2014	45.76

Note:

The above excludes the Income Tax Department's Draft Notice of Demand amounting to ₹ 27.60 Million for the financial year 2011-12 issued by the Assistant Commissioner of Income Tax under Section 143(3) read with Section 144C of the Income-tax Act, 1961, against which the Company has filed its objections with the Dispute Resolution Panel.



## ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT (Contd.)

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government and dues to debenture holders.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were raised.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **M. Bhaskara Rao & Co**  
Chartered Accountants  
(Firm's Registration No.000459S)

**M. Bhaskara Rao**  
Partner  
Membership No. 5176

Hyderabad, May 24, 2016

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No.008072S)

**M. Ramachandran**  
Partner  
Membership No. 16399

Kochi, May 24, 2016

# BALANCE SHEET AS AT MARCH 31, 2016

(₹ in million)

	NOTE	AS AT MARCH 31, 2016	AS AT MARCH 31, 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	1,111.86	1,111.86
Reserves and Surplus	4	32,976.36	30,932.44
		<b>34,088.22</b>	32,044.30
<b>Non Current Liabilities</b>			
Long Term Borrowings	5	1,019.63	2,625.09
Deferred Tax Liabilities (Net)	6 A	-	142.22
Other Long Term Liabilities	7	497.43	534.71
Long Term Provisions	8	227.99	210.80
		<b>1,745.05</b>	3,512.82
<b>Current Liabilities</b>			
Short Term Borrowings	9	17,165.65	16,626.91
Trade Payables	10		
Total outstanding dues of micro and small enterprises		22.97	11.16
Total outstanding dues of creditors other than micro and small enterprises		21,206.25	17,644.40
Other Current Liabilities	11	19,725.36	24,152.84
Short Term Provisions	12	491.56	339.10
		<b>58,611.79</b>	58,774.41
<b>Total</b>		<b>94,445.06</b>	94,331.53
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Fixed Assets	13		
Tangible Assets		6,160.17	6,273.51
Intangible Assets		37.31	49.33
Capital Work in Progress		76.43	78.51
Non Current Investments	14.1	10,310.85	11,567.75
Deferred Tax Assets (Net)	6 B	207.97	-
Long Term Loans and Advances	15	1,055.48	1,398.88
Other Non Current Assets	16	1,173.56	1,475.99
		<b>19,021.77</b>	20,843.97
<b>Current Assets</b>			
Current Investments	14.2	2.28	0.03
Inventories	17	16,567.70	18,030.93
Trade Receivables	18	13,244.93	13,632.23
Cash and Bank Balances	19	2,158.48	1,126.90
Short Term Loans and Advances	20	27,419.74	27,554.22
Other Current Assets	21	16,030.16	13,143.25
		<b>75,423.29</b>	73,487.56
<b>Total</b>		<b>94,445.06</b>	94,331.53
Corporate information and Significant accounting policies	1 & 2		

See accompanying notes forming part of the financial statements  
In terms of our report attached

For **M. BHASKARA RAO & CO.** CHARTERED ACCOUNTANTS

**M. BHASKARA RAO**  
Partner

For **DELOITTE HASKINS & SELLS** CHARTERED ACCOUNTANTS

**M. RAMACHANDRAN**  
Partner

**R.S. RAJU**  
Executive Vice President (F&A)

**M.V. SRINIVASA MURTHY**  
Company Secy. & E.V.P (Legal)

For and on behalf of the Board

**A.A.V. RANGA RAJU**  
Managing Director  
(DIN No: 00019161)

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

Hyderabad, May 24, 2016

Kochi, May 24, 2016

Hyderabad, May 24, 2016

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

(₹ in million)

	NOTE	YEAR ENDED MARCH 31, 2016	YEAR ENDED MARCH 31, 2015
<b>REVENUE</b>			
Revenue from Operations	22	<b>83,251.55</b>	82,969.43
Other Income	23	<b>1,964.95</b>	1,950.74
<b>Total Revenue</b>		<b>85,216.50</b>	84,920.17
<b>EXPENSES</b>			
Cost of Materials Consumed	24	<b>38,619.35</b>	45,558.54
Construction Expenses	25	<b>31,747.09</b>	26,934.06
Changes in Inventories of Work in Progress	26	<b>389.59</b>	(1,029.14)
Employee Benefits Expense	27	<b>3,010.54</b>	2,647.00
Finance Costs	28	<b>5,075.97</b>	5,735.59
Depreciation and Amortization Expense	13.3	<b>1,099.59</b>	1,118.33
Other Expenses	29	<b>2,111.27</b>	2,365.50
<b>Total Expenses</b>		<b>82,053.40</b>	83,329.88
<b>Profit Before Exceptional Items and Tax</b>		<b>3,163.10</b>	1,590.29
Exceptional Items (Net)	45	<b>(203.23)</b>	-
<b>Profit Before Tax</b>		<b>2,959.87</b>	1,590.29
<b>Tax Expense</b>	30	<b>731.41</b>	472.37
<b>Profit for the year</b>		<b>2,228.46</b>	1,117.92
<b>Earnings per share of face value of ₹ 2 each.</b>			
Basic and Diluted - ₹	35	<b>4.01</b>	2.56
Corporate information and Significant accounting policies	1 & 2		

See accompanying notes forming part of the financial statements

In terms of our report attached

For **M. BHASKARA RAO & CO.** For **DELOITTE HASKINS & SELLS**  
 CHARTERED ACCOUNTANTS CHARTERED ACCOUNTANTS

For and on behalf of the Board

**M. BHASKARA RAO**  
Partner

**M. RAMACHANDRAN**  
Partner

**R.S. RAJU**  
Executive Vice President (F&A)

**A.A.V. RANGA RAJU**  
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**M.V. SRINIVASA MURTHY**  
Company Secy. & E.V.P (Legal)

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

Hyderabad, May 24, 2016

Kochi, May 24, 2016

Hyderabad, May 24, 2016

# CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2016

(₹ in million)

Particulars	YEAR ENDED MARCH 31, 2016	YEAR ENDED MARCH 31, 2015
<b>A. Cash flow from operating activities</b>		
<b>Net Profit before tax</b>	<b>2959.87</b>	1,590.29
<b>Adjustments for:</b>		
Depreciation and amortisation expense	<b>1099.59</b>	1,118.33
(Profit)/ Loss on sale / write off of assets	<b>(65.01)</b>	(118.81)
Finance costs	<b>5075.97</b>	5,735.59
Interest income	<b>(1,838.58)</b>	(1,914.11)
Dividend income	-	(29.87)
Profit on sale of long term investments	-	(131.16)
Trade Receivables /Advances written off	<b>246.21</b>	538.01
Provision for doubtful trade receivables / advances and others	<b>286.00</b>	176.50
Exceptional items	<b>203.23</b>	-
Rental income from operating leases	<b>(18.10)</b>	(14.97)
Net unrealised exchange loss	<b>29.30</b>	6.10
	<b>5,018.61</b>	5,365.61
<b>Operating profit before working capital changes</b>	<b>7,978.48</b>	6,955.90
<b>Changes in working capital:</b>		
<b>Adjustments for (increase) / decrease in operating assets:</b>		
Inventories	<b>1,463.23</b>	(2,040.93)
Trade receivables	<b>235.09</b>	163.89
Short-term loans and advances	<b>(917.59)</b>	2,534.71
Other current assets	<b>(3,088.49)</b>	(2,053.34)
Other non-current assets	<b>302.43</b>	(288.65)
<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
Trade payables	<b>3,573.66</b>	2,273.74
Other current liabilities	<b>(3,707.72)</b>	(1,965.05)
Other long-term liabilities	<b>(37.28)</b>	(97.06)
Short-term provisions	<b>18.64</b>	5.06
Long-term provisions	<b>17.19</b>	13.39
	<b>(2,140.84)</b>	(1,454.24)
Cash generated from operations	<b>5,837.64</b>	5,501.66
Net income tax (paid)	<b>(957.41)</b>	(362.30)
<b>Net cash flow from operating activities (A)</b>	<b>4,880.23</b>	5,139.36
<b>B. Cash flow from investing activities</b>		
Capital expenditure on fixed assets	<b>(1,061.03)</b>	(702.37)
Proceeds from sale of fixed assets	<b>156.67</b>	203.58
Bank balances not considered as Cash and cash equivalents	<b>376.93</b>	(180.26)
Purchase of long-term investments - Subsidiaries/Associates	<b>(4.13)</b>	(10.18)
Refund of share application money	<b>4.76</b>	-

# CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016 (contd.)

(₹ in million)

Particulars	YEAR ENDED MARCH 31, 2016	YEAR ENDED MARCH 31, 2015
Proceeds from sale of long-term investments	1,055.54	216.67
Loans given to subsidiaries, associates and other body corporates	(121.45)	(582.08)
Inter Corporate Deposits given	(77.45)	(171.13)
Loans realised from subsidiaries, associates and other body corporates	1,504.27	-
Interest received	1,806.16	393.45
Dividend received from Joint venture	-	29.87
Rental income from operating leases	18.10	14.97
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>3,658.37</b>	<b>(787.48)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from Issue of Shares (including Securities Premium)	-	5,942.37
Repayment of Debentures	(500.00)	(1,400.00)
Proceeds from long term borrowings	410.31	2,587.50
Repayment of Long term borrowings	(1,564.68)	(282.05)
Net increase / (decrease) in short term borrowings	538.74	(5,700.26)
Finance cost paid	(5,746.34)	(5,179.77)
Dividend & Tax on dividend paid	(268.12)	(60.89)
<b>Net cash flow (used in) financing activities (C)</b>	<b>(7,130.09)</b>	<b>(4,093.10)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>1,408.51</b>	<b>258.78</b>
Cash and cash equivalents at the beginning of the year	709.98	451.20
<b>Cash and cash equivalents at the end of the year (Refer note 19)</b>	<b>2,118.49</b>	<b>709.98</b>
Note: Figures in brackets represents cash outflows.		

See accompanying notes forming part of the financial statements

In terms of our report attached

For **M. BHASKARA RAO & CO.** For **DELOITTE HASKINS & SELLS**  
CHARTERED ACCOUNTANTS CHARTERED ACCOUNTANTS

For and on behalf of the Board

**M. BHASKARA RAO**  
Partner

**M. RAMACHANDRAN**  
Partner

**R.S. RAJU**  
Executive Vice President (F&A)

**A.A.V. RANGA RAJU**  
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**A.G.K. RAJU**  
Executive Director  
(DIN No: 00019100)

Hyderabad, May 24, 2016

Kochi, May 24, 2016

Hyderabad, May 24, 2016

# Notes forming part of the financial statements

## 1 Corporate information:

NCC Limited, ("NCCL", / "the Company") was established as a Partnership firm in 1978, which was subsequently converted into a Limited Company in 1990. The shares of the Company were listed on the stock exchanges in India during 1992 pursuant to the Initial Public Offer of equity shares. The Company is engaged in the infrastructure sector, primarily in the construction of industrial and commercial buildings, roads, bridges and flyovers, water supply and environment projects, housing, power transmission lines, irrigation and hydrothermal power projects, real estate development, etc.

## 2 Significant accounting policies:

### 2.1 Basis of Accounting and preparation of financial statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards prescribed under Section 133 of Companies Act, 2013, as applicable. The financial statements have been prepared on accrual basis under historical cost convention.

### 2.2 Use of Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

### 2.3 Fixed Assets (Tangible and Intangible) :

Fixed Assets are carried at cost less accumulated depreciation/ amortization and impairment losses, if any. The cost of fixed assets comprises of purchase price, applicable duties and taxes, any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets, upto the date the asset is ready for its intended use.

Capital work-in-progress: Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.

### 2.4 Depreciation and Amortisation:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of following category of assets, in whose case the life of the assets has been assessed based on technical assesment, taking into account the nature of asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, maintenance, etc.

Construction accessories : 6 years.

Depreciation on tangible fixed assets in joint venture operations provided on Straight Line Method/Written Down Value Method based on useful life prescribed in Schedule II of the Companies Act, 2013.

Intangible Assets are amortised, on straight line method based on the useful life as assessed by the Management.

### 2.5 Impairment of Assets:

The carrying amount of assets, other than inventories is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the assets is estimated. The recoverable amount is the greater of the asset's net selling price and value in use which is determined based on the estimated future cash flow discounted to their present values. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

### 2.6 Borrowing Costs:

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are included in the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

### 2.7 Inventories:

#### Raw Materials:

Raw Materials, construction materials and stores & spares are valued at weighted average cost or under. Cost includes all charges in bringing the materials to the place of usage, excluding refundable duties and taxes.



# Notes forming part of the financial statements

## **Work in Progress:**

Work-in-Progress is valued at the contracted rates less profit margin / estimates.

## **Properties Under Development:**

Properties under development are valued at cost or under. Cost comprises all direct development expenditure, administrative expenses and borrowing costs. Land held for resale is valued at lower of cost and net realisable value.

## **2.8 Investments:**

Investments are classified as non-current and current investments. Long Term Investments are carried individually at cost less provision for diminution, other than temporary, in value of such investments. Current investments are carried individually, at lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees, and duties.

## **2.9 Employee Benefits:**

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

### **Defined Contribution Plan**

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

### **Defined Benefit Plan**

#### **i) Gratuity**

In accordance with the Payment of Gratuity Act, 1972 the Company provides for gratuity covering eligible employees.

- Liability on account of gratuity is:
- Covered partially through a recognised Gratuity Fund managed by Life Insurance Corporation of India and contributions are charged to Revenue, and
- balance is provided on the basis of valuation of the liability by an independent actuary as at the year end.

#### **ii) Compensated Absences**

The employees are entitled to accumulate leave subject to certain limits, for future encashment, as per the policy of the Company.

The liability towards such unutilized leave as at the end of each balance sheet date is determined based on independent actuarial valuation and the recognized in the Statement of Profit and Loss.

In respect of employees of overseas branch, end of service benefit is accrued in accordance with the terms of employment. Employees entitlements to annual leave and gratuity are recognized on actual basis and charged to the Statement of Profit and Loss.

## **2.10 Revenue Recognition**

- i) Project Division: Revenue from construction contracts is recognised by reference to the percentage of completion of the contract activity. The stage of completion is determined by survey of work performed and / or on completion of a physical proportion of the contract work, as the case may be, and acknowledged by the contractee. Future expected loss, if any, is recognised as and when assessed.
- ii) Property Development: Revenue is recognised when the Company enters into an agreement for sale with the buyer and all significant risks and rewards have been transferred to the buyer and there is no uncertainty regarding realisability of the sale consideration.
- iii) Interest income is accounted on accrual basis considering certainty in realisation. Dividend income is accounted for when the right to receive it is established.

## **2.11 Joint Venture Projects:**

- i) In respect of Joint Venture Contracts in the nature of jointly controlled operations, the assets controlled, liabilities incurred, the share of income and expenses incurred are recognized in the agreed proportions under respective heads in the financial statements.
- ii) Assets, Liabilities and Expenditure arising out of contracts executed wholly by the Company pursuant to a joint venture contract are recognised under respective heads in the financial statements. Income from the contract is accounted net of joint venturer's share under revenue from operations in these financial statements.
- iii) Share of income from contract and expenses attributable to the Company in respect of contracts executed by the other joint venture partners pursuant to Joint Venture Agreement, is accounted under revenue from operations in these financial statements.

## **2.12 Foreign exchange translation and foreign currency transactions:**

Foreign currency transactions are accounted at the exchange rates prevailing on the date of transactions. Gains and losses resulting from settlement of such transactions are recognised in the Statement of Profit and Loss.

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end rates. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign exchange transactions are recognised in the Statement of Profit and Loss.

# Notes forming part of the financial statements

The exchange difference on restatement of long term receivables / payables from / to non integral operations that are considered as net investments in such operation are accumulated in a separate account 'Foreign Currency Translation Reserve' until disposal / recovery of such net investment. Accumulated balance in Foreign Currency Translation Reserve is recognised as income / expenses in the same period in which gain or loss on disposal / recovery is recognised.

Foreign branches are classified as non-integral foreign operations. Assets and Liabilities (both monetary and non-monetary) are translated at the closing rate at the year end. Income and expenses are translated at the monthly average rate at the end of the respective month. All resulting exchange differences are accumulated in a separate account 'Foreign Currency Translation Reserve' till the disposal of the net investments.

## 2.13 Leases :

The Company's leasing arrangements are mainly in respect of operating leases for premises and construction equipment. The leasing arrangements range from 11 months to 10 years generally and are usually cancellable / renewable by mutual consent on agreed terms. The aggregate lease rents payable are charged as rent in the Statement of Profit and Loss.

## 2.14 Taxes on Income:

- i) Current Tax: Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.
- ii) Deferred Taxes: Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets. Deferred tax assets are reviewed at each balance sheet date for their realisability.

## 2.15 Contingency Reserve :

The Company transfers to Contingency Reserve out of the Surplus in the Statement of Profit and Loss, such amounts as the Management considers appropriate based on their assessment to meet any contingencies relating to substantial expenditure incurred during the maintenance period of a

contract, non-realisation of contract bills earlier recognised as income and claims, if any, lodged by the contractees or by sub-contractors or by any third party against the Company in respect of completed projects for which no specific provision has been made.

## 2.16 Earnings Per Share :

Basic earnings per equity share is computed by dividing the net profit for the year attributable to the Equity Shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit for the year, adjusted for the effects of dilutive potential equity shares, attributable to the Equity Shareholders by the weighted average number of the equity shares and dilutive potential equity shares outstanding during the year except where the results are anti-dilutive.

## 2.17 Provisions, Contingent Liabilities and Contingent Assets :

The Company recognises provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. A disclosure for Contingent liabilities is made in the notes on accounts when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent assets are neither recognised nor disclosed in the financial statements.

## 2.18 Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## 2.19 Operating cycle:

The Company adopts operating cycle based on the project period and accordingly all project related assets and liabilities are classified into current and non current. Other than project related assets and liabilities, 12 months period is considered as normal operating cycle.

## Notes forming part of the financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
<b>3 Share Capital</b>				
<b>Authorised :</b>				
Equity Shares of ₹ 2 each (Refer note 3.6)	750,000,000	1,500.00	750,000,000	1,500.00
<b>Issued :</b>				
Equity Shares of ₹ 2 each (Refer note 3.3)	555,931,588	1,111.86	556,181,588	1,112.36
<b>Subscribed and Paid up :</b>				
Equity Shares of ₹ 2 each	555,931,588	1,111.86	555,931,588	1,111.86
<b>Total</b>		<b>1,111.86</b>		<b>1,111.86</b>

### 3.1 Reconciliation of the number of equity shares and amount outstanding at beginning and at end of the year

(₹ in million)

	Year Ended March 31, 2016		Year Ended March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
Balance at beginning of the year	555,931,588	1,111.86	256,583,810	513.17
Add: Equity shares allotted (Refer note 3.6)	-	-	299,347,778	598.69
Balance at end of the year	555,931,588	1,111.86	555,931,588	1,111.86

### 3.2 Details of shares held by each shareholder holding more than 5% shares (excluding shares represented by underlying Global Depository Receipts (GDRs))

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	% holding	Number of shares	% holding
Blackstone GPV Capital Partners Mauritius V-A Ltd.	54,903,498	9.88	55,032,681	9.90
Smt. Rekha Jhunjhunwala	45,233,266	8.14	54,233,266	9.76
A V S R Holdings Private Limited	34,052,278	6.13	34,052,278	6.13
UTI Mutual Fund	20,462,662	3.68	36,371,415	6.54

### 3.3 Details of unsubscribed equity shares

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
Equity Shares of ₹ 2 each	-*	-*	250,000	0.50

\* Pursuant to the approval of the shareholders during the meeting held on August 24, 2015, the unsubscribed portion of the issued share capital of the Company representing 250,000 equity shares ₹ 2 each amounting to ₹ 500,000 has been cancelled.

3.4 Unclaimed equity shares of 108,667 (31.03.2015: 109, 825) are held in "NCC Limited - Unclaimed suspense account " in trust.

# Notes forming part of the financial statements

## 3.5 Rights of the share holders

- a) The equity shares of the company having par value of ₹ 2 per share, rank pari passu in all respects including voting rights (except GDRs) and entitlement to dividend. Repayment of the capital in the event of winding up of the Company will inter alia be subject to the provisions of Companies Act 2013, the Articles of Association of the Company and as may be determined by the Company in General Meeting prior to such winding up.
- b) 757,810 (31.03.2015: 18,700) equity shares represent the shares underlying outstanding GDRs. Each GDR represent one underlying equity share having par value of ₹ 2. The GDRs, rank pari passu in all respects with the equity shares issued by the Company, except in respect of voting rights.

**3.6** During the previous year, the Company, had offered 299,347,778 equity shares of ₹ 2 each on rights basis to all the shareholders whose names had appeared in the Register of Members as on record date fixed for the Rights issue i.e September 19, 2014 at a premium of ₹ 18. The rights issue was fully subscribed and 299,347,778 equity shares have been allotted on October 30, 2014.

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>4 Reserves and Surplus</b>				
<b>Capital Reserve</b>		<b>54.33</b>		54.33
<b>Securities Premium</b>				
Opening balance	<b>19,993.03</b>		14,649.35	
<b>Add :</b> Premium on rights issue	-		5,388.26	
<b>Less :</b> Rights Issue Expenses	-		44.58	
Closing balance		<b>19,993.03</b>		19,993.03
<b>Debenture Redemption Reserve</b>				
Opening balance	<b>125.00</b>		475.00	
<b>Less:</b> Transfer to General Reserve	<b>125.00</b>		350.00	
Closing balance		-		125.00
<b>Contingency Reserve</b>		<b>220.00</b>		220.00
<b>Foreign Currency Translation Reserve</b>				
Opening balance	<b>309.33</b>		180.01	
<b>Add:</b> Effect of foreign exchange variations during the year	<b>216.92</b>		129.32	
Closing balance		<b>526.25</b>		309.33
<b>General Reserve</b>				
Opening balance	<b>7,129.59</b>		5,779.59	
<b>Add:</b> Transfer from Debenture Redemption Reserve	<b>125.00</b>		350.00	
<b>Add:</b> Transfer from Surplus in Statement of Profit and Loss	<b>1,745.41</b>		1,000.00	
Closing balance		<b>9,000.00</b>		7,129.59
<b>Surplus in Statement of Profit and Loss</b>				
Opening balance	<b>3,101.16</b>		3,331.28	
<b>Less:</b> Depreciation on transition to Schedule II of the Companies Act, 2013 (Net of deferred tax).	-		80.40	
<b>Add:</b> Profit for the year	<b>2,228.46</b>		1,117.92	
	<b>5,329.62</b>		4,368.80	
<b>Less:</b> Appropriations				
Dividend proposed to be distributed to equity share holders ₹ 0.60 per share (31.03.2015 :₹ 0.40 per share)	<b>333.56</b>		222.37	
Tax on Dividend	<b>67.90</b>		45.27	
Transfer to General Reserve	<b>1,745.41</b>		1,000.00	
	<b>2,146.87</b>		1,267.64	
Closing balance		<b>3,182.75</b>		3,101.16
<b>Total</b>		<b>32,976.36</b>		30,932.44

# Notes forming part of the financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Non Current	Current*	Non Current	Current*
<b>5 Long Term Borrowings</b>				
<b>Debentures</b>				
<b>Unsecured</b>				
9.50% Redeemable, Non-convertible Debentures (Refer note 5.1)	-	-	-	500.00
<b>Term Loans</b>				
<b>Secured</b>				
From Banks (Refer note 5.2)	1,008.51	597.30	2,572.45	56.10
From Other Parties (Refer note 5.3)	1.59	43.20	43.39	132.47
<b>Vehicle Loans</b>				
<b>Secured</b>				
From Banks (Refer note 5.4)	3.86	3.44	2.33	4.94
From Others (Refer note 5.4)	5.67	6.45	6.92	5.79
<b>Total</b>	<b>1,019.63</b>	<b>650.39</b>	2,625.09	699.30

\* Current maturities are included in Note 11 - Other Current Liabilities

## 5.1 9.50 % Redeemable Non-Convertible Debentures

- (i) Debentures numbering to 500 having face value of ₹ 4 million each comprising of four (4) Detachable and Separately Transferable Redeemable principal parts ("STRPPS") of face value of ₹ 1 million each aggregating to ₹ 2,000 million privately placed with ICICI Bank Limited.
- (ii) These Debentures are to be redeemed at par in four equated installments commencing at the end of second year from the date of allotment i.e. August 11, 2012 onwards.
- (iii) During the current year the final installment has been repaid.

## 5.2 Term Loans from Banks

- (i) Term loans from Andhra Bank, State Bank of Hyderabad, State Bank of India, Syndicate Bank, Indian Overseas Bank, Canara Bank and Standard Chartered Bank aggregating ₹ 1,512.00 million are secured, in terms of the sanction letter, by:
  - first parri-passu charge on the properties owned by NCC Limited, NCC Urban Infrastructure Limited, Dhatri Developers and Properties Private Limited and the subsidiaries of NCC Urban Infrastructure Limited
  - pledge of shares of NCC Urban Infrastructure Limited held by NCC Limited.
  - personal guarantees of Sri AAV Ranga Raju, Sri AGK Raju, Sri ASN Raju, Sri AVN Raju, Sri AKHS Rama Raju, Sri NR Alluri and Sri JV Ranga Raju.

These loans are repayable in 8 quarterly instalments (with a moratorium of 24 months) commencing from September 30, 2016 to June 30, 2018 and carry interest rate of 13.50% per annum with monthly rests. Certain loans have been prepaid during the period.

- (ii) HDFC Bank
  - Secured by hypothecation of specific assets purchased out of the loan, comprising Plant and Machinery
- (iii) Axis Bank Limited
  - Secured by hypothecation of specific assets purchased out of the loan

## Notes forming part of the financial statements

The details of rate of interest and repayment terms of term loans are as under.

S. No.	Particulars	Number of Loans outstanding As at		Outstanding balance As at (₹ in million)		Interest Range % per annum	Balance number of Installments as at		Frequency of Installments	Commencing From- To
		31.03.2016	31.03.2015	31.03.2016	31.03.2015		31.03.2016	31.03.2015		
(i)	Indus Ind Bank Ltd	-	3	-	37.07	12.25	-	2 to 11	Monthly	July 31, 2011 to February 15, 2016
(ii)	HDFC Bank	2	4	0.45	3.34	10.50	4 to 8	1 to 20	Monthly	September 15, 2012 to November 06, 2016
(iii)	Axis Bank Limited	11	1	93.37	16.14	9.85	33 to 35	12	Monthly	February 05, 2016 to February 20, 2019

### 5.3 Term Loans from Others Parties:-

Secured by hypothecation of specific assets purchased out of loan, comprising Plant and Machinery and Construction equipment

The details of rate of interest and repayment terms of term loans are as under.

S. No.	Particulars	Number of Loans outstanding As at		Outstanding balance As at (₹ in million)		Interest Range % per annum	Balance number of Installments as at		Frequency of Installments	Commencing From- To
		31.03.2016	31.03.2015	31.03.2016	31.03.2015		31.03.2016	31.03.2015		
(i)	SREI Equipment Finance Limited	3	4	6.08	23.71	11.47 to 13	5 to 24	12. to 29	Monthly	October 22, 2013 to March 22, 2018
(ii)	L&T Finance Limited	3	3	19.22	60.30	11.46 to 12	4 to 6	16 to 18	Monthly	September 10, 2012 to September 05, 2016
(iii)	Siemens Financial Services (P) Limited	1	1	3.64	24.01	12	2	14	Monthly	June 22, 2013 to May 22, 2016
(iv)	Shri Ram Equipment Finance Company Limited	1	1	3.22	39.35	12.50	1	13	Monthly	June 22, 2013 to April 22, 2016
(v)	Tata Capital Financial Services Limited	3	3	12.63	28.49	12.04 to 12.75	7 to 9	19 to 21	Monthly	December 09, 2013 to November 21, 2016

### 5.4 Vehicle Loans

Vehicle loans are secured by hypothecation of the vehicles financed through the loan arrangements. Such loans are repayable in equal monthly installments over a period of 3 to 4 years and carry interest rate ranging between 7.43 % to 11.61 % per annum.

## Notes forming part of the financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>6 A Deferred Tax Liabilities (Net)</b>				
(i) Deferred Tax Liability on timing difference due to:				
Depreciation		-		322.48
(ii) Deferred Tax Asset on timing differences due to:				
Provision for Gratuity, Compensated absences and Bonus payable	-		104.12	
Provision for Doubtful Trade Receivables / Advances and Diminution in Investments	-		76.14	
<b>Total</b>		-		180.26
<b>Deferred Tax Liabilities (Net) (i) - (ii)</b>		-		142.22
<b>6 B Deferred Tax Assets (Net)</b>				
(i) Deferred Tax Asset on timing differences due to:				
Provision for Gratuity, Compensated absences and Bonus payable	120.23		-	
Provision for Doubtful Trade Receivables / Advances and Diminution in Investments	335.35		-	
<b>Total</b>		455.58		-
(ii) Deferred Tax Assets on timing difference due to:				
Depreciation		247.61		-
<b>Deferred Tax Assets (Net) (i) - (ii)</b>		207.97		-
<b>7 Other Long Term Liabilities</b>				
Retention Money payable		497.43		534.71
<b>Total</b>		497.43		534.71
<b>8 Long Term Provisions</b>				
Provision for Employee Benefits (Refer note 8.1)				
Compensated absences		164.10		145.35
Gratuity		63.89		65.45
<b>Total</b>		227.99		210.80

**8.1** In accordance with the Payment of Gratuity Act, 1972 the company provides for gratuity covering eligible employees. The liability on account of gratuity is covered partially through a recognized Gratuity Fund managed by Life Insurance Corporation of India (LIC) and balance is provided on the basis of valuation of the liability by an independent actuary as at the year end. The management understands that LIC overall portfolio of assets is well diversified and as such, the long term return on the policy is expected to be higher than the rate of return on Central Government bonds.



# Notes forming part of the financial statements

## A Defined benefit plans

- (i) Liability for retiring gratuity as on March 31, 2016 is ₹ 123.17 million (31.03.2015: ₹ 113.32 million) of which ₹ 41.15 million (31.03.2015: ₹ 24.86 million) is funded with the Life Insurance Corporation of India. The balance of ₹ 82.02 million (31.03.2015: ₹ 88.46 million) is included in Provision for Gratuity.
- (ii) Details of the company's post-retirement gratuity plans for its employees including whole-time directors are given below, which is certified by the actuary and relied upon by the auditors.

Amount to be recognised in Balance Sheet (₹ in million)

	As at March 31, 2016	As at March 31, 2015
Present Value of Funded Obligations	123.17	113.32
Fair Value of Plan Assets	(41.15)	(24.86)
Net Liability	82.02	88.46

- (iii) Expenses to be recognized in Statement of Profit and Loss.

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
Current Service Cost	19.15	14.58
Interest on Defined Benefit Obligation	9.07	9.17
Expected Return on Plan assets	(2.56)	(2.33)
Direct Payments	-	1.14
Net Actuarial Losses / (Gains) Recognised in Year	5.30	9.15
Total included in "Employee Benefits Expense"	30.96	31.71

- (iv) Reconciliation of benefit obligation and plan assets for the year

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
Change in Defined Benefit Obligation		
Opening Defined Benefit Obligation	113.32	101.88
Current Service Cost	19.15	14.58
Interest Cost	9.07	9.17
Actuarial Losses / (Gain)	5.30	9.15
Direct Receipts	-	-
Benefits Paid	(23.67)	(21.46)
Closing Defined Benefit Obligation	123.17	113.32
Opening Fair Value of Plan assets	24.86	33.99
Expected Return on Plan Assets	2.56	2.33
Contributions	37.40	10.00
Benefits Paid	(23.67)	(21.46)
Closing Fair Value of Plan Assets	41.15	24.86
Expected Employer's Contribution Next Year	30.00	24.40

## Notes forming part of the financial statements

### (v) Summary of principal actuarial assumptions

	Year Ended March 31, 2016	Year Ended March 31, 2015
Discount rate (p.a)	8%	9%
The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.		
Expected Rate of Return on Assets (p.a)	9%	9%
This is based on expectation of the average long term rate of return expected on investments of the Fund during the estimated term of the obligations.		
Salary Escalation Rate (p.a)	10%	9.50%
The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.		
Attrition Rate	20%	25%

### (vi) Asset information

	As at March 31, 2016	As at March 31, 2015
Category of Assets		
Insurer Managed Funds –Life Insurance Corporation of India	100%	100%
Amount - ₹ in million	41.15	24.86

### (vii) Experience Adjustments

(₹ in million)

	2015-16	2014-15	2013-14	2012-13	2011-12
Defined Benefit Obligations	123.17	113.32	101.88	97.56	93.20
Plan Assets	41.15	24.86	33.99	52.40	41.77
Surplus / (Deficit)	(82.02)	(88.46)	(67.89)	(45.16)	(51.43)
Experience Adjustments on Plan Assets	2.56	2.33	3.61	3.42	2.54

- B** Long term gratuity in respect of employees working with Joint Venture Projects / branches outside India is ₹ Nil (31.03.2015: ₹ Nil)
- C** The Liability for Cost of Compensated absences is ₹ 205.13 million (31.03.2015: ₹ 193.80 million) has been actuarially determined and provided for in the books.

(₹ in million)

	As at March 31, 2016	As at March 31, 2015
<b>9 Short Term Borrowings</b>		
Loans repayable on demand		
<b>Secured Loans - Banks</b>		
Working Capital Demand Loan (Refer note 9.1)	4,369.28	5,918.04
Cash Credit (Refer note 9.1)	12,546.37	10,708.87
<b>Unsecured Loans</b>		
From Others (Refer note 9.2)	250.00	-
<b>Total</b>	<b>17,165.65</b>	<b>16,626.91</b>

## Notes forming part of the financial statements

### 9.1 Working Capital Demand Loans and Cash Credit facilities availed from consortium of banks are secured by:

- Hypothecation against first charge on stocks, book debts, shares of NCC Infrastructure Holdings Limited (Refer note 14.3) and other current assets of the Company, (excluding specific projects) both present and future, ranking parri passu amongst consortium banks.
- Hypothecation against first charge on unencumbered fixed assets of the Project Division and Light Engineering Division(excluding Land & Buildings) of the Company rank parri passu amongst consortium banks.
- Equitable mortgage of three properties (Land & Buildings).
- The Company availed overdraft facility from ICICI Bank and is secured, in terms of the sanction letter,by:
  - mortgage over immovable fixed assets;
  - pledge of shares of NCC Urban Infrastructure Limited held by NCC Limited;
  - personal guarantees of Sri AAV Ranga Raju, Sri AGK Raju, Sri ASN Raju, Sri AVN Raju, Sri AKHS Rama Raju, Sri NR Alluri and Sri JV Ranga Raju;

This facility carries an interest rate of 13.50% per annum.

### 9.2 Unsecured - term loans from Others: having a maturity of less than one year and carry interest rate of 12.00 % per annum..

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>10 Trade Payables</b>				
Micro, small and medium enterprises (Refer note 10.1)		<b>22.97</b>		11.16
Acceptances		<b>4,584.95</b>		5,073.42
Other than Acceptances		<b>16,621.30</b>		12,570.98
<b>Total</b>		<b>21,229.22</b>		17,655.56

**10.1** Trade payable other than acceptances include certain dues to Micro and Small Enterprises, under the Micro, Small and Medium Enterprises Development Act, 2006 that have been determined based on the information available with the company and the required disclosures are given below:

a) Principal amount remaining unpaid		<b>22.97</b>		11.16
b) Interest due thereon		<b>0.67</b>		0.59
c) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year				
d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.		-		-
e) Interest accrued and remaining unpaid				
f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises.		-		-

# Notes forming part of the financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>11 Other Current Liabilities</b>				
Current maturities of Long Term Borrowings (Refer note 5)		<b>650.39</b>		699.30
Interest Accrued but not due on borrowings and others		<b>219.36</b>		889.81
Unpaid Dividend Accounts (Refer note 11.1)		<b>4.28</b>		4.76
Other Payables				
Statutory remittances		<b>690.26</b>		641.94
Payables on purchase of Fixed Assets		-		8.00
Interest Accrued on Trade Payables (Refer note 10.1)		<b>0.67</b>		0.59
Retention Money Payable		<b>6,491.31</b>		5,362.54
Advances from Customers (Refer note 43)		<b>5,336.16</b>		6,621.15
Mobilisation Advance		<b>6,332.93</b>		9,924.75
<b>Total</b>		<b>19,725.36</b>		24,152.84

**11.1** There are no amounts due for payment to the Investor Education and Protection Fund as at the Balance Sheet date.

<b>12 Short Term Provisions</b>				
Provision for Employee Benefits (Refer note 8.1)				
Compensated absences		<b>41.03</b>		48.45
Gratuity		<b>18.13</b>		23.01
Provision for Tax		<b>30.94</b>		-
(Net of Advance Taxes of ₹ 1003.89 million (31.03.2015: ₹ Nil))				
Provision for proposed Equity Dividend		<b>333.56</b>		222.37
Provision for Tax on proposed Equity Dividend		<b>67.90</b>		45.27
<b>Total</b>		<b>491.56</b>		339.10



## Notes forming part of the financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
<b>14 Investments</b>				
<b>14.1 Non Current Investments</b>				
<b>A Trade (Unquoted) (At Cost)</b>				
<b>(i) Investment in equity instruments</b>				
<b>a In Subsidiaries</b>				
In Shares of ₹ 10 each, fully paid up				
NCC Infrastructure Holdings Limited (Refer note 14.3 and 43)	<b>471,323,321</b>	<b>4,915.80</b>	471,323,321	4,915.80
Less: Provision for Diminution in value of Investments (Refer note 45)		<b>213.00</b>	-	-
		<b>4,702.80</b>		4,915.80
NCC Urban Infrastructure Limited (Refer note 14.4)	<b>120,000,000</b>	<b>1,200.00</b>	120,000,000	1,200.00
NCC Vizag Urban Infrastructure Limited	<b>50,000,000</b>	<b>500.00</b>	50,000,000	500.00
OB Infrastructure Limited (Valued at ₹ 6,000) (Refer note 14.5)	<b>600</b>	-	7,548,281	745.78
Patnitop Ropeway & Resorts Limited	<b>2,255,300</b>	<b>22.56</b>	2,255,300	22.56
Naftogaz Engineering Private Limited	<b>50,000</b>	<b>0.50</b>	50,000	0.50
NCC International Convention Centre Limited	<b>1,000,000</b>	<b>10.00</b>	1,000,000	10.00
NCC Oil & Gas Limited	<b>40,000</b>	<b>0.40</b>	40,000	0.40
Western UP Tollway Limited (Refer note 14.6)	-	-	225,000	2.25
Vaidehi Avenues Limited	<b>5,058,046</b>	<b>50.58</b>	4,645,300	46.45
NCC Power Projects (Sompeta) Private Limited	<b>69,600</b>	<b>0.69</b>	69,600	0.69
In Equity Shares of ₹ 5/- each,, fully paid up				
Aster Rail Private Limited	<b>3,098,800</b>	<b>15.49</b>	3,098,800	15.49
In Shares of Omani Rials one each, fully paid up				
Nagarjuna Construction Company International LLC, Oman	<b>5,100,000</b>	<b>611.69</b>	5,100,000	611.69
In Shares of US \$ 10 each, fully paid up				
NCC Infrastructure Holdings Mauritius Pte. Ltd.	<b>2,687,508</b>	<b>1,218.79</b>	2,687,508	1,218.79
In Shares of 'AED' 1000 each, fully paid up				
Nagarjuna Contracting Company Limited, LLC, Dubai (Refer note 14.6)	<b>300</b>	<b>3.44</b>	300	3.44
In Shares of 'Shillings' 100, each fully paid up				
Nagarjuna Construction Company Limited, Kenya	<b>65</b>	<b>.*</b>	65	.*
* (Valued at ₹ 3,250 )				

## Notes forming part of the financial statements

<b>b</b>	<b>In Associates</b>				
	In Shares of ₹ 10 each, fully paid up				
	Jubilee Hills Land Mark Projects Private Limited	<b>2,500,000</b>	<b>25.00</b>	2,500,000	25.00
	Less: Provision for Diminution in value of Investments (Refer note 45)		<b>25.00</b>	-	-
			-		25.00
	Tellapur Techno City Private Limited	<b>14,702,600</b>	<b>147.03</b>	14,702,600	147.03
	Paschal Form Work (India) Private Limited	<b>6,549,892</b>	<b>69.14</b>	6,549,892	69.14
	In Shares of one USD each fully paid up				
	Apollonius Coal and Energy Pte Limited	<b>1,498,757</b>	<b>79.97</b>	1,498,757	79.97
	In Shares of 'AED' 1000 each fully paid up				
	Nagarjuna Facilities Management Services, LLC, Dubai	<b>147</b>	<b>1.72</b>	147	1.72
<b>c</b>	<b>In Jointly controlled entities</b>				
	In Shares of ₹ 10 each, fully paid up				
	Brindavan Infrastructure Company Limited	<b>8,643,036</b>	<b>34.58</b>	8,643,036	34.58
	Bangalore Elevated Tollway Limited (Refer note 14.7)	<b>80,400</b>	<b>0.80</b>	80,400	0.80
	Pondichery Tindivanam Tollway Limited (Refer note 14.8)	<b>1,775,250</b>	<b>168.53</b>	1,775,250	168.53
<b>d</b>	<b>In Other entities</b>				
	In Shares of ₹ 10 each, fully paid up				
	SNP Developers and Projects LLP	<b>548,113</b>	<b>5.39</b>	548,113	5.39
	SNP Ventures LLP (formerly SNP Ventures Private Limited)	<b>3,368,231</b>	<b>33.20</b>	3,368,231	33.20
	SNP Property Developers LLP (formerly SNP Property Development Private Limited)	<b>1,700,275</b>	<b>19.47</b>	1,700,275	19.47
	NAC Infrastructure Equipment Limited	<b>1,499,900</b>	<b>15.00</b>	1,499,900	15.00
	In Shares of ₹ 25 each, fully paid up				
	Akola Urban Co-operative Bank Limited	<b>4,040</b>	<b>0.10</b>	4,040	0.10
<b>(ii)</b>	<b>Investment in preference shares</b>				
	<b>In Associates</b>				
	2% Redeemable Preference Shares of ₹ 100 each fully paid up				
	Jubilee Hills Land Mark Projects Private Limited	<b>4,274,999</b>	<b>427.50</b>	4,274,999	427.50
	Less: Provision for Diminution in value of Investments (Refer note 45)		<b>275.00</b>	-	-
			<b>152.50</b>		427.50
<b>(iii)</b>	<b>Investment in debentures</b>				
	<b>In Associates</b>				
	Jubilee Hills Land Mark Projects Private Limited (of ₹ 100 each, fully paid up)	<b>5,092,252</b>	<b>509.23</b>	5,092,252	509.23
	Tellapur Techno City Private Limited (of ₹ 1 each, fully paid up)	<b>737,248,092</b>	<b>737.25</b>	737,248,092	737.25



## Notes forming part of the financial statements

<b>B Trade (Quoted)</b>				
<b>Investment in equity instruments</b>				
In Shares of ₹ 10 each, fully paid up				
NCC Finance Limited [** (Value ₹ 90) ]	9	-.**	9	-.**
<b>Total</b>		<b>10,310.85</b>		11,567.75
<b>14.2 Current Investments</b>				
Trade (Unquoted) (At Cost)				
<b>(i) In Subsidiaries</b>				
<b>In Shares of ₹ 10 each, fully paid up</b>				
Western UP Tollway Limited (Refer note 14.6)	225,000	2.25	-	-
<b>(ii) In Other entities</b>				
Himachal Sorang Power Limited (Refer note 14.9)	3,400	0.03	3,400	0.03
<b>Total</b>		<b>2.28</b>		0.03
Aggregate amount of Unquoted Investments		<b>10,826.13</b>		11,567.78
Aggregate market value of Quoted Investments		-.**		-.**
Aggregate amount of provision made for other than temporary diminution		<b>513.00</b>		
** Market value of ₹ 13.14 (31.03.2015: ₹ 7.11 )				

- 14.3** Of these 212,318,091 (31.03.2015: 212,318,091) equity shares have been pledged with State Bank of India, 58,240,000 (31.03.2015: 79,040,000) equity shares have been pledged to Standard Chartered Securities (India) Limited and 88,495,576 (31.03.2015: Nil) equity shares have been pledged to Gayatri Energy Ventures Private Limited.
- 14.4** Of these 61,500,000 (31.03.2015: 61,500,000) equity shares have been pledged with State Bank of India.
- 14.5** Of these Nil (31.03.2015: 3,849,368) equity shares have been pledged with IDBI Trustee Ship Services Limited for the Redeemable Non convertible debentures issued by OB Infrastructure Limited.
- 14.6** Of these 224,600 (31.03.2015: 224,600) equity shares have been pledged to the consortium of bankers for the term loan availed by Western UP Tollway Limited.
- 14.7** Of these Nil (31.03.2015: 40,800) equity shares have been pledged to the consortium of bankers for the term loan availed by Bangalore Elevated Tollway Limited.
- 14.8** Of these 564,833 (31.03.2015: 564,833) equity shares have been pledged to IDBI Trustee Ship Services Limited and 137,831 (31.03.2015: 137,831) equity shares have been pledged to Axis Bank for the term loan availed by Pondichery Tindivanam Tollway Limited.
- 14.9** Of these 2,652 (31.03.2015: 2,652) equity shares have been pledged with Axis Bank and 748 (31.03.2015: 748) equity shares have been pledged with IDBI Trustee Ship Services Limited for the term loan availed by Himachal Sorang Power Limited. The Company in the year 2012 -13, has entered into securities purchase agreement for disposal of these shares, subject to compliance with the various conditions mentioned in the agreement.

## Notes forming part of the financial statements

(₹ in million)

	As at March 31, 2016	As at March 31, 2015
<b>15 Long Term Loans and Advances</b>		
Unsecured, Considered good		
Capital Advances	-	2.78
Loans to Related Parties (Refer note 20.1)		
Subsidiary	115.53	395.70
Associates	70.00	70.00
Share / Debenture Application Money to subsidiaries and associate	-	4.76
Advance Taxes and Tax Deducted at Source	869.95	925.64
(Net of Provisions of ₹ 500.96 million (31.03.2015: ₹ 313.70 million))		
<b>Total</b>	<b>1,055.48</b>	<b>1,398.88</b>
<b>16 Other Non - Current Assets</b>		
Unsecured, Considered good		
Retention Money	1,172.13	1,474.49
Deposits with Customers and Others	1.43	1.50
<b>Total</b>	<b>1,173.56</b>	<b>1,475.99</b>
<b>17 Inventories</b>		
Raw Materials - at cost or under	3,642.62	4,671.94
Raw Material in Transit - at cost or under	0.13	25.40
Work-in-progress - contract rates less profit margin	12,755.48	13,145.07
Property Development Cost (Refer note 17.1) - at cost or under	169.47	188.52
<b>Total</b>	<b>16,567.70</b>	<b>18,030.93</b>
<b>17.1</b> Property and property development cost includes ₹ 16.55 million (31.03.2015: ₹ 16.55 million) representing the cost of acquisition of land from a land owner, for which the Company holds General Power of Attorney to deal with such land including registration of the sale in the name of the Company.		
<b>18 Trade Receivables</b>		
Unsecured		
Outstanding for a period exceeding six months from the date they were due for payment		
Considered Good	3,699.22	3,686.33
Considered Doubtful	230.00	170.00
	<b>3,929.22</b>	<b>3,856.33</b>
Less : Provision for doubtful trade receivables	230.00	170.00
	<b>3,699.22</b>	<b>3,686.33</b>
Other Trade receivables		
Considered Good	9,545.71	9,945.90
<b>Total</b>	<b>13,244.93</b>	<b>13,632.23</b>

## Notes forming part of the financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>19 Cash and Bank Balances</b>				
Cash and Cash Equivalents (Refer note 19.5)				
Cash on hand (Refer note 19.1)	<b>15.32</b>		15.48	
Balances with Banks				
In Current Accounts (Refer note 19.2)	<b>1,938.82</b>		639.88	
In Deposit Accounts with maturity less than 3 months	<b>164.35</b>		54.62	
		<b>2,118.49</b>		709.98
Other Bank Balances				
In Deposit Accounts				
Margin Money Deposits (Refer note 19.3)	<b>30.94</b>		96.50	
Long Term Deposits	<b>4.77</b>		165.23	
		<b>35.71</b>		261.73
Earmarked balances with Banks				
Unpaid dividend accounts	<b>4.28</b>		4.76	
Long Term Deposits (Refer note 19.4)	-		150.43	
		<b>4.28</b>		155.19
<b>Total</b>		<b>2,158.48</b>		<b>1,126.90</b>

- 19.1** Cash on hand includes ₹ 0.18 million (31.03.2015: ₹ 0.51 million) held in foreign currency.
- 19.2** Current account balance includes ₹ 0.07 million (31.03.2015: ₹ 0.40 million) remittance in transit
- 19.3** Margin Money Deposits have been lodged with Banks against Guarantees issued by them.
- 19.4** Pursuant to notification issued by Ministry of Corporate Affairs, vide circular no. 04/2013, dated February 11, 2013, the company has deposited an amount of ₹ Nil (31.03.2015: ₹ 150.43 million) in a scheduled bank.
- 19.5** Cash and Cash equivalents as above meet the definition of Cash and Cash equivalents as per AS 3 'Cash Flow Statements'.

# Notes forming part of the financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>20 Short Term Loans and Advances</b>				
Secured, considered good				
Loans to Related Parties				
Other Body Corporate (Refer note 20.1 & 20.2)		<b>70.24</b>		69.61
Unsecured, considered good				
Loans to Related Parties (Refer note 20.1)				
Subsidiaries	<b>9,300.55</b>		9,184.57	
Associates	<b>0.74</b>		0.74	
		<b>9,301.29</b>		9,185.31
Inter Corporate Deposits - Subsidiary (Refer note 20.1)		<b>2,804.83</b>		3,759.00
Loan to Other Body Corporate		<b>196.00</b>		196.00
Loans and Advances to Employees		<b>124.40</b>		154.81
Prepaid Expenses		<b>304.79</b>		297.54
Balances with Government Authorities				
Sales Tax / Value Added Tax credit receivable		<b>3,411.93</b>		3,240.59
Service Tax credit receivable		<b>760.23</b>		114.85
Advances to Suppliers, Sub-contractors and Others (Refer note 20.3)				
Considered Good	<b>9,470.97</b>		9,514.12	
Considered Doubtful	<b>304.60</b>		158.60	
	<b>9,775.57</b>		9,672.72	
Less : Provision for doubtful advances	<b>304.60</b>		158.60	
		<b>9,470.97</b>		9,514.12
Advances recoverable in cash or in kind or for value to be received		<b>341.74</b>		320.57
Advance Taxes and Tax Deducted at Source		<b>633.32</b>		701.82
(Net of Provisions of ₹ 312.43 million (31.03.2015: ₹ 459.51 million))				
<b>Total</b>		<b>27,419.74</b>		27,554.22

## Notes forming part of the financial statements

**20.1** Particulars of Loans and Advances in the nature of loans as required by Regulation 34(3) and 53(f) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

	As at March 31, 2016	Maximum outstanding during the year (2015-16)	As at March 31, 2015	Maximum outstanding during the year (2014-15)
<b>(i) Subsidiaries</b>				
NCC Urban Infrastructure Limited	4,009.54	4,062.20	4,062.20	4,062.20
NCC Vizag Urban Infrastructure Limited	1,105.25	1,105.25	1,101.34	1,101.34
NCC Infrastructure Mauritius Pte Limited	2,185.72	2,185.72	2,060.47	2,060.47
Western UP Tollway Limited	235.59	235.59	235.59	235.59
Nagarjuna Contracting Company LLC	831.37	831.37	737.47	737.47
NCC International LLC, Oman	363.42	363.42	342.92	342.92
NCC Power Project (Sompeta) Private Limited (Refer note 32 (i))	641.70	641.70	636.81	636.81
NCC Infrastructure Holdings Limited	2,804.83	4,119.00	4,119.00	4,119.00
Aster Rail Private Limited	43.49	43.49	43.49	43.49
<b>(ii) Associates</b>				
Jubilee Hills Landmark Projects Private Limited	0.74	0.74	0.74	0.74
Himalayan Green Energy Private Limited.	70.00	70.00	70.00	70.00
<b>(iii) Advances in the nature of Loan to company in which Directors are interested and where there is no repayment schedule</b>				
NCC Blue Water Products Limited	70.24	70.24	69.61	69.61
<b>(iv) Advances in the nature of Loans where no interest is charged or interest is below as per Section 186 of Companies Act, 2013</b>				
NCC Blue Water Products Limited	70.24	70.24	69.61	69.61
Aster Rail Private Limited	43.49	43.49	43.49	43.49

**20.2** Secured by equitable mortgage of immovable properties of a body corporate

**20.3** Advances to Suppliers, Sub-contractors and others, include ₹ 4,555.84 million (31.03.2015: ₹ 3,654.28 million) representing amounts withheld by contractees and includes advance to subsidiaries and associates ₹ 366.32 million (31.03.2015: ₹ 221.32 million); Jointly Controlled Entities ₹ 0.74 million (31.03.2015: ₹ 0.74 million)

(₹ in million)

	As at March 31, 2016	As at March 31, 2015
<b>21 Other Current Assets</b>		
Unsecured, considered good		
Retention Money	13,065.53	10,055.23
Deposits with Customers and Others		
Considered Good	544.67	546.48
Considered Doubtful	80.00	-
	624.67	546.48
Less: Provision for Doubtful Deposits	80.00	-
	544.67	546.48
Interest Accrued on Deposits and others	2,419.96	2,541.54
<b>Total</b>	<b>16,030.16</b>	<b>13,143.25</b>

# Notes forming part of the financial statements

(₹ in million)

	Year Ended March 31, 2016		Year Ended March 31, 2015	
<b>22 Revenue from Operations</b>				
Income from Contracts and Services		<b>82,634.06</b>		82,918.28
Other Operating Income		<b>617.49</b>		51.15
<b>Total</b>		<b>83,251.55</b>		<b>82,969.43</b>
<b>23 Other Income</b>				
Interest Income				
Deposits and Others		<b>86.45</b>		93.65
Loans and Advances		<b>1,738.72</b>		1,745.13
Income Tax refund		<b>9.97</b>		67.63
Others		<b>3.44</b>		7.70
Dividend from long term investment		-		29.87
Profit on Sale of Long Term Investment		-		131.16
Net Gain / (Loss) on foreign currency transactions		<b>(47.70)</b>		(319.48)
Other Non-Operating Income				
Rental Income from operating lease		<b>18.10</b>		14.97
Profit on Sale of Fixed Assets (Net)		<b>65.01</b>		118.81
Miscellaneous Income		<b>90.96</b>		61.30
<b>Total</b>		<b>1,964.95</b>		<b>1,950.74</b>
<b>24 Cost of Materials Consumed</b>				
Construction Materials, Stores and Spares				
Opening Stock		<b>4,697.34</b>		3,665.87
Add : Purchases		<b>37,564.76</b>		46,590.01
		<b>42,262.10</b>		50,255.88
Less : Closing Stock		<b>3,642.75</b>		4,697.34
<b>Total</b>		<b>38,619.35</b>		<b>45,558.54</b>
<b>25 Construction Expenses</b>				
Sub-contractors Work Bills		<b>23,351.11</b>		19,279.65
Transport Charges		<b>548.41</b>		1,197.44
Indirect Taxes				
Value Added Tax		<b>2,321.13</b>		1,680.30
Service Tax		<b>651.92</b>		470.63
		<b>2,973.05</b>		2,150.93
Repairs and Maintenance				
Machinery		<b>520.27</b>		615.07
Others		<b>156.86</b>		152.38
		<b>677.13</b>		767.45
Hire Charges for Machinery and others		<b>1,269.95</b>		1,410.17
Power and Fuel		<b>198.13</b>		130.78
Technical Consultation		<b>196.43</b>		176.81
Royalties, Seigniorage and Cess		<b>305.44</b>		275.80
Other Expenses		<b>2,227.44</b>		1,545.03
		<b>4,197.39</b>		3,538.59
<b>Total</b>		<b>31,747.09</b>		<b>26,934.06</b>

# Notes forming part of the financial statements

(₹ in million)

	Year Ended March 31, 2016		Year Ended March 31, 2015	
<b>26 Changes in Inventories of Work in Progress</b>				
Opening Balance		<b>13,145.07</b>		12,115.93
Closing Balance		<b>12,755.48</b>		13,145.07
<b>Total</b>		<b>389.59</b>		(1,029.14)
<b>27 Employee Benefits Expense</b>				
Salaries and Other Benefits		<b>2,712.54</b>		2,379.71
Contribution to Provident Fund and Other Funds (Refer note 27.1)		<b>251.85</b>		227.54
Staff Welfare Expenses		<b>46.15</b>		39.75
<b>Total</b>		<b>3,010.54</b>		2,647.00

## 27.1 Defined contribution plans

The Company made Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 156.57 million (31.03.2015: ₹ 138.08 million) for Provident Fund contributions and ₹ 58.90 million (31.03.2015: ₹ 54.07 million) for Superannuation Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

**27.2** Refer note 8.1 for expenses recognised for gratuity and cost of compensated absences of employees.

<b>28 Finance Costs</b>				
Interest Expense on				
Borrowings				
Debtentures		<b>17.18</b>		127.42
Term Loans		<b>437.71</b>		624.96
Working Capital Demand Loans and Cash Credit		<b>2,538.97</b>		2,908.85
Mobilisation Advance		<b>568.01</b>		612.29
Others		<b>620.79</b>		657.75
		<b>4,182.66</b>		4,931.27
Other Borrowing Costs				
Commission on - Bank Guarantees		<b>678.44</b>		584.78
- Letters of Credit		<b>176.41</b>		164.64
		<b>854.85</b>		749.42
Bank and Other Financial Charges		<b>38.46</b>		54.90
<b>Total</b>		<b>5,075.97</b>		5,735.59



## Notes forming part of the financial statements

(₹ in million)

	Year Ended March 31, 2016		Year Ended March 31, 2015	
<b>29 Other Expenses</b>				
Rent (Refer note 37)		<b>497.08</b>		533.92
Travelling and Conveyance		<b>312.11</b>		383.77
Office Maintenance		<b>209.65</b>		199.74
Electricity Charges		<b>49.92</b>		44.34
Rates and Taxes		<b>65.05</b>		49.74
Consultation Charges		<b>45.56</b>		80.32
Postage, Telegrams and Telephones		<b>46.47</b>		47.23
Insurance		<b>78.97</b>		60.59
Printing and Stationery		<b>34.05</b>		34.92
Legal and Professional Charges		<b>84.88</b>		63.80
Auditors' Remuneration (Refer note 29.1)		<b>19.20</b>		19.09
Directors' Sitting Fees		<b>2.25</b>		1.55
Trade Receivables / Advances Written off		<b>246.21</b>		538.01
Provision for Doubtful Trade Receivables / Advances / EMD		<b>286.00</b>		176.50
Miscellaneous Expenses		<b>133.87</b>		131.98
<b>Total</b>		<b>2,111.27</b>		2,365.50
<b>29.1 Auditors' Remuneration</b>				
(Excluding service tax and education cess thereon)				
Statutory Audit fee		<b>17.72</b>		17.65
Tax Audit fee		<b>1.01</b>		1.00
Certification fee		<b>0.47</b>		0.44
<b>Total</b>		<b>19.20</b>		19.09
<b>30 Tax Expense</b>				
Current Tax		<b>1,040.79</b>		404.11
Current Tax - Prior year's Tax		<b>40.81</b>		15.19
Deferred Tax		<b>(350.19)</b>		53.07
<b>Total</b>		<b>731.41</b>		472.37

# Notes forming part of the financial statements

(₹ in million)

	As at March 31, 2016	As at March 31, 2015
<b>31 Contingent Liabilities and Commitments</b>		
<b>(i) Contingent Liability</b>		
(a) Matters under litigation		
Claims against the company not acknowledged as debt		
- Disputed sales tax / entry tax liability for which the Company preferred appeal	<b>1,185.04</b>	1,190.79
- Disputed central excise duty relating to clearance of goods of LED division in favour of Developers of SEZ, for which the Company has filed an appeal to CESTAT, Bangalore	<b>5.73</b>	5.73
- Disputed service tax liability for which the Company preferred appeal	<b>1,706.12</b>	1,953.57
- Disputed Income tax liability for which the Company preferred appeal	<b>86.83</b>	120.50
- Others	<b>18.93</b>	12.53
(b) Impact of pending legal suits in various courts:		
- The Company is a party to several legal suits on construction contract terms related disputes, pending before various courts in India as well as arbitration proceedings. It is not possible to make a fair assessment of the likely financial impact of these pending disputes / litigations until the cases are decided by the appropriate authorities.		
- Joint and several liability in respect of joint venture projects and liquidated damages in respect of delays in completion of projects	<b>Amount not ascertainable</b>	Amount not ascertainable
- Levy of labour cess @ 1% (w.e.f. July 2007) on the construction contracts executed by the Company in the State of Andhra Pradesh contested before the Hon'ble High Court of Andhra Pradesh	<b>Amount not ascertainable</b>	Amount not ascertainable
(c) Guarantees		
Counter Guarantees and Letter of Credits given to the Bankers *	<b>773.70</b>	1,572.32
Performance guarantees, given on behalf of Subsidiaries *	-	-
Corporate Guarantees given to Banks for financial assistance extended to Subsidiaries.	<b>13,861.08</b>	16,116.10
*Excludes Guarantees given against Company's liabilities, in terms of Guidance Note issued by the Institute of Chartered Accountants of India.		
<b>(ii) Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for [net of advances ₹ 1.00 million (31.03.2015: ₹ 2.78 million)]		
Tangible	<b>8.52</b>	4.48
(b) Other commitments		
Commitment towards investment in companies	<b>157.77</b>	783.43
[net of advances ₹ 25,715.46 million (31.03.2015: ₹ 27,283.80 million)]		
Future Export commitments on account of import of machinery and equipments at concessional rate of duty under EPCG scheme	<b>517.90</b>	517.90

# Notes forming part of the financial statements

## 32 Related Party Transactions

i) Following is the list of related parties and relationships:

S.No	Particulars	S.No	Particulars
<b>A) Subsidiaries</b>		<b>D) Associates</b>	
1	NCC Infrastructure Holdings Limited	59	Paschal Form Work (India) Private Limited
2	NCC Urban Infrastructure Limited	60	Nagarjuna Facilities Management Services LLC
3	NCC Vizag Urban Infrastructure Limited	61	Himalayan Green Energy Private Limited
4	Nagarjuna Construction Co.Ltd and Partners LLC	62	Jubilee Hills Landmark Projects Private Limited
5	OB Infrastructure Limited	63	Tellapur Technocity (Mauritius)
6	NCC Infrastructure Holdings Mauritius Pte. Limited	64	Tellapur Technocity Private Limited
7	Nagarjuna Construction Company International LLC	65	Apollonius Coal and Energy Pte.Ltd.
8	Nagarjuna Contracting Co.LLC	66	Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)
9	Patnitop Ropeway and Resorts Limited	67	Ekana Sportz City Private Limited
10	Western UP Tollway Limited		
11	Vaidehi Avenues Limited	<b>E) Key Management Personnel</b>	
12	NCC International Convention Centre Limited	68	Sri AAV Ranga Raju
13	NCC Oil & Gas Limited	69	Sri ASN Raju
14	Nagarjuna Construction Company (Kenya) Limited	70	Sri AGK Raju
15	Naftogaz Engineering Private Limited	71	Sri AVN Raju
16	NCC Power Projects (Sompeta) Private Limited	72	Sri NR Alluri
17	Aster Rail Private Limited	73	Sri JV Ranga Raju
		74	Sri RS Raju
		75	Sri MV Srinivasa Murthy
<b>B) Step-Down Subsidiaries</b>		<b>F) Relatives of Key Management Personnel</b>	
18	Liquidity Limited	76	Dr AVS Raju
19	Dhatri Developers & Projects Private Limited	77	Smt. A. Bharathi
20	Sushanti Avenues Private Limited	78	Smt. B. Kausalya
21	Sushruta Real Estates Private Limited	79	Smt. A. Satyanarayanamma
22	PRG Estates Private Limited	80	Smt. J.Sridevi
23	Thrilekya Real Estates Private Limited	81	Smt. J. Sowjanya
24	Varma Infrastructure Private Limited	82	Smt. A. Arundhati
25	Nandyala Real Estates Private Limited	83	Sri. A. Srinivasa Rama Raju
26	Kedarnath Real Estates Private Limited	84	Smt. A.Swetha
27	AKHS Homes Private Limited	85	Smt.A. Sridevi
28	JIC Homes Private Limited	86	Sri AKHS Rama Raju
29	Sushanthi Housing Private Limited	87	Sri. J.Krishna Chaitanya
30	CSVS Property Developers Private Limited	88	Smt. A. Subhadra Jyotirmayi
31	Vera Avenues Private Limited	89	Smt. A.Shyama
32	Sri Raga Nivas Property Developers Private Limited	90	Smt. A.Suguna
33	VSN Property Developers Private Limited	91	Sri. A. Harsha Varma
34	MA Property Developers Private Limited	92	Sri. SK SSK Raju
35	Vara Infrastructure Private Limited		
36	Sri Raga Nivas Ventures Private Limited	<b>G) Enterprises owned or significantly influenced by key management personnel or their relatives</b>	
37	Mallelavanam Property Developers Private Limited	93	NCC Blue Water Products Limited
38	Sradha Real Estates Private Limited	94	Swetha Estates
39	Siripada Homes Private Limited	95	NCC Finance Limited
40	NJC Avenues Private Limited	96	Sirisha Memorial Charitable Trust
41	NCC Urban Lanka (Private) Limited	97	Shyamala Agro Farms Private Limited
42	NCC WLL	98	Ranga Agri Impex Private Limited
43	Al Mubarakia Contracting Company LLC	99	NCC Foundation
44	NCCA International Kuwait General Contracts Company LLC	100	Sirisha Projects Private Limited
45	Samashti Gas Energy Limited	101	Ruthvik Estates Private Limited
46	NCC Infra Limited	102	Narasimha Developers Private Limited
47	NCC Urban Homes Private Limited	103	Mihika Agro Farms Private Limited
48	NCC Urban Ventures Private Limited	104	Lalit Agro Farms Private Limited
49	NCC Urban Meadows Private Limited	105	Bhuvanesh Realtors Private Limited
50	NCC Urban Villas Private Limited	106	Arnesh Ventures Private Limited
51	Nagarjuna Suites Private Limited	107	Suguna Estates Private Limited
		108	AVSR Holdings Private Limited
<b>C) Joint Ventures</b>			
52	Brindavan Infrastructure Company Limited		
53	Bangalore Elevated Tollway Limited		
54	Pondicherry Tindivanam Tollway Limited		
55	Varapradha Real Estates Private Limited		
56	NCC - NEC - Maytas		
57	NCC - VEE		
58	SDB-NCC-NEC		

# Notes forming part of the financial statements

(ii) Related Party transactions during the year ended March 31, 2016 and balances outstanding as at March 31, 2016 are as follows:

(₹ in million)

S. No	Particulars	Subsidiaries		Associates		Joint ventures		Partnership firm		Key Management personnel and relatives		Enterprises owned and significantly influenced by key management personnel or their relatives	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1	Share Application Money Refund	-	-	4.76	-	-	-	-	-	-	-	-	-
2	Investments in Equity shares	4.13	10.17	-	-	-	-	-	-	-	-	-	-
3	Sale of Investments	1,055.55	-	-	-	-	45.98	-	-	-	-	-	-
4	Loans granted	120.81	580.73	-	-	-	-	-	-	-	-	0.64	1.37
5	Loan Repayment Received	472.66	-	-	-	-	-	-	-	-	-	-	-
6	Inter Corporate Deposit given	77.45	171.13	-	-	-	-	-	-	-	-	-	-
7	Inter Corporate Deposit Repayment received	1,031.61	-	-	-	-	-	-	-	-	-	-	-
8	Advances granted	54.54	70.05	-	3.74	-	0.09	-	-	-	-	-	-
9	Advances Repayment received	24.82	16.28	-	37.16	-	-	-	-	-	-	-	-
10	Advances received	-	-	100.00	0.26	-	45.00	-	-	-	-	-	-
11	Advances repaid	-	0.02	-	87.46	-	-	-	-	-	-	-	-
12	Mobilisation Advance received	-	-	100.00	150.00	-	-	-	-	-	-	-	-
13	Mobilisation Advance recovered / adjusted	-	-	1,740.75	4,686.01	-	-	-	-	-	-	-	-
14	Retention Money recovered	-	-	1,229.99	3,177.76	-	-	-	-	-	-	-	-
15	Revenue from Operations	-	-	11,186.32	32,163.34	-	-	-	-	-	-	-	-
16	Material Purchases	6.84	18.67	9.23	12.59	-	-	-	-	-	-	-	-
17	Interest Income	1,749.34	1,627.23	-	79.78	-	-	-	-	-	-	-	-
18	Interest Expense	-	-	406.96	462.26	-	3.89	-	-	-	-	-	-
19	Reimbursement of Expenses	-	8.71	6.82	-	0.23	-	-	-	-	-	-	-
20	Sub-Contractors work bills	-	14.47	-	-	-	-	-	-	-	-	-	-
21	Remuneration (Including commission)	-	-	-	-	-	-	-	-	175.21	102.50	-	-
22	Rent received	0.53	0.53	-	-	-	-	-	-	-	-	-	-
23	Rent expenses	-	-	-	-	-	-	-	-	-	-	109.46	116.84
24	Dividend paid	-	-	-	-	-	-	-	-	27.89	5.96	17.79	3.73
25	Dividend received	-	-	-	-	-	29.87	-	-	-	-	-	-
26	Donations	-	-	-	-	-	-	-	-	-	-	-	0.05
27	Corporate Guarantees	1,429.59	6,496.40	-	-	-	-	-	-	-	-	-	-
28	Counter Guarantees and Letter of Credits	-	1,020.81	-	551.51	-	-	-	-	-	-	-	-

## Notes forming part of the financial statements

(₹ in million)

S. No	Particulars	Subsidiaries		Associates		Joint ventures		Partnership firm		Key Management personnel and relatives		Enterprises owned and significantly influenced by key management personnel or their relatives	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
29	Debit Balances outstanding as at March 31, 2016			-	-	-	-	-	-	-	-	-	-
	NCC Urban Infrastructure Limited	4,214.84	4,267.47	-	-	-	-	-	-	-	-	-	-
	NCC Vizag Urban Infrastructure Limited	1,668.73	1,449.72	-	-	-	-	-	-	-	-	-	-
	NCC Infrastructure Holdings Mauritius Pte. Limited	2,835.45	2,535.58	-	-	-	-	-	-	-	-	-	-
	Nagarjuna Contracting Company LLC, Dubai	1,193.88	986.48	-	-	-	-	-	-	-	-	-	-
	Nagarjuna Construction Company & Partners LLC	53.32	50.32	-	-	-	-	-	-	-	-	-	-
	Nagarjuna Construction Company International LLC	617.28	518.61	-	-	-	-	-	-	-	-	-	-
	NCC International Convention Centre Limited	46.58	46.48	-	-	-	-	-	-	-	-	-	-
	NCC Infrastructure Holdings Limited	2,822.88	4,602.41	-	-	-	-	-	-	-	-	-	-
	Western UP Tollway Limited	331.13	297.25	-	-	-	-	-	-	-	-	-	-
	NCC Power Project (Sompeta) Private Limited	886.20	881.30	-	-	-	-	-	-	-	-	-	-
	OB Infrastructure Limited	10.26	-	-	-	-	-	-	-	-	-	-	-
	Vaidehi Avenues Limited	-	0.25	-	-	-	-	-	-	-	-	-	-
	Patnitop Ropeway and Resorts Limited	0.13	0.13	-	-	-	-	-	-	-	-	-	-
	Aster Rail Private Limited	72.62	66.60	-	-	-	-	-	-	-	-	-	-
	Himalayan Green Energy Private Limited	-	-	113.20	113.20	-	-	-	-	-	-	-	-
	Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	-	-	5,916.93	6,487.48	-	-	-	-	-	-	-	-
	Jubilee Hills Landmark Projects Private Limited	-	-	116.71	270.71	-	-	-	-	-	-	-	-

## Notes forming part of the financial statements

(₹ in million)

S. No	Particulars	Subsidiaries		Associates		Joint ventures		Partnership firm		Key Management personnel and relatives		Enterprises owned and significantly influenced by key management personnel or their relatives	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
	Tellapur Technocity Private Limited	-	-	31.75	31.75	-	-	-	-	-	-	-	-
	Paschal Form Work (India) Private Limited	-	-	1.23	0.12	-	-	-	-	-	-	-	-
	Bangalore Elevated Tollway Limited	-	-	-	-	3.10	2.74	-	-	-	-	-	-
	Brindavan Infrastructure Company Limited	-	-	-	-	6.58	6.58	-	-	-	-	-	-
	NCC Blue water Products limited	-	-	-	-	-	-	-	-	-	-	70.23	69.61
	Ekana Sportz City Private Limited	-	-	336.96	-	-	-	-	-	-	-	-	-
30	Credit Balances outstanding as at March 31, 2016	-	-	-	-	-	-	-	-	-	-	-	-
	Nagarjuna Contracting Company LLC	19.50	18.39	-	-	-	-	-	-	-	-	-	-
	Nagarjuna Construction Company International LLC	1,156.97	1,005.02	-	-	-	-	-	-	-	-	-	-
	Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	-	-	2,223.70	4,615.78	-	-	-	-	-	-	-	-
	OB Infrastructure Limited	0.02	0.02	-	-	-	-	-	-	-	-	-	-
	Nagarjuna Facilities Management Services LLC	-	-	2.51	2.51	-	-	-	-	-	-	-	-
	Brindavan Infrastructure Company Limited	-	-	-	-	3.50	3.50	-	-	-	-	-	-
	Ekana Sportz City Private Limited	-	-	250.00	150.00	-	-	-	-	-	-	-	-
	Sri AAV Ranga Raju	-	-	-	-	-	-	-	-	25.37	22.44	-	-
	Sri ASN Raju	-	-	-	-	-	-	-	-	12.64	9.58	-	-
	Sri AGK Raju	-	-	-	-	-	-	-	-	12.74	4.86	-	-
	Sri AVN Raju	-	-	-	-	-	-	-	-	12.40	4.56	-	-
	Sri AKHS Rama Raju	-	-	-	-	-	-	-	-	0.72	1.39	-	-
	Sri JV Ranga Raju	-	-	-	-	-	-	-	-	2.73	2.78	-	-
	Sri RS Raju	-	-	-	-	-	-	-	-	0.83	-	-	-
	Sri MV Srinivasa Murthy	-	-	-	-	-	-	-	-	0.56	-	-	-
	Sri SK SSK Raju	-	-	-	-	-	-	-	-	0.14	-	-	-

## Notes forming part of the financial statements

(iii) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year.

(₹ in million)		
Particulars	2015-16	2014-15
<b>Share Application Money Refunded</b>		
- Tellapur Technocity Private Limited	4.76	-
<b>Investments in Equity Shares - Made</b>		
- Vaidehi Avenues Limited	4.13	-
- Paschal Form Work (India) Private Limited	-	8.82
<b>Sale of Investments</b>		
- OB Infrastructure Limited	1,055.55	-
- Brindavan Infrastructure Company Limited	-	45.98
<b>Loans Granted</b>		
- Nagarjuna Construction Company International LLC	-	190.02
- Nagarjuna Contracting Company LLC, Dubai	50.78	-
- NCC Urban Infrastructure Limited	60.00	-
<b>Loan Repayment Received</b>		
- NCC Urban Infrastructure Limited	112.66	-
- NCC Infrastructure Holdings Limited	360.00	-
<b>Interest Received</b>		
- NCC Urban Infrastructure Limited	645.94	-
- NCC Infrastructure Holdings Limited	1,074.11	-
<b>Accounts Receivable - Receipts</b>		
- Ekana Sportz City Private Limited	399.25	-
<b>Inter Corporate Deposit given</b>		
- NCC Infrastructure Holdings Limited	77.45	171.13
<b>Inter Corporate Deposit Received</b>		
- NCC Infrastructure Holdings Limited	1,031.61	-
<b>Advances Granted</b>		
- Nagarjuna Contracting Company LLC, Dubai	2.72	40.97
- Nagarjuna Construction Company International LLC	43.77	-
<b>Advances Repayment Received</b>		
- Nagarjuna Contracting Company LLC, Dubai	-	13.22
- Nagarjuna Construction Company International LLC	23.20	-
<b>Advances Received</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	100.00	-
<b>Advances Repaid</b>		
- Brindavan Infrastructure Company Limited	-	45.00
<b>Mobilisation Advance received</b>		
- Ekana Sportz City Private Limited	100.00	150.00



## Notes forming part of the financial statements

(₹ in million)

Particulars	2015-16	2014-15
<b>Mobilisation Advance recovered / adjusted</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	1,740.75	4,686.01
<b>Retention Money recovered</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	1,229.99	3,177.75
<b>Revenue from Operations</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	10,407.41	32,163.34
<b>Material Purchases</b>		
- Paschal Form Work (India) Private Limited	9.23	12.59
<b>Interest Income</b>		
- NCC Urban Infrastructure Limited	582.76	494.87
- NCC Vizag Urban Infrastructure Limited	217.27	188.54
- Jubilee Hills Landmark Projects Private Limited	-	69.50
- Himalayan Green Energy Private Limited	-	10.21
- Nagarjuna Contracting Company LLC	94.82	84.60
- NCC Power Project (Sompeta) Private Limited	-	75.48
- NCC Infrastructure Holdings Mauritius Pte. Limited	143.33	259.45
- NCC Infrastructure Holdings Limited	624.39	466.89
<b>Dividend Income</b>		
- Brindavan Infrastructure Company Limited	-	29.87
<b>Interest Expense</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	406.96	462.26
<b>Reimbursement of Expenses</b>		
- Nagarjuna Construction Company International LLC	-	8.71
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	6.84	-
<b>Sub Contract work bills</b>		
- Aster Rail Private Limited	-	14.47
<b>Rent expenses</b>		
- Sirisha Projects Private Limited	11.80	12.66
- Ruthvik Estates Private Limited	11.80	12.66
- Narasimha Developers Private Limited	11.80	12.66
- Mihika Agro Farms Private Limited	11.80	12.66
- Lalit Agro Farms Private Limited	11.80	12.66
- Bhuvanesh Realtors Private Limited	11.80	12.66
- Arnesh Ventures Private Limited	11.80	12.66
- Suguna Estates Private Limited	11.80	12.66
- Shyamala Agro Farms Private Limited	14.63	15.23

## Notes forming part of the financial statements

(₹ in million)

Particulars	2015-16	2014-15
<b>Rent income</b>		
- NCC Urban Infrastructure Limited	0.53	0.53
<b>Dividend paid</b>		
- AVSR Holdings Private Limited	13.62	2.56
- Dr AVS Raju	3.21	0.79
- Sri AAV Ranga Raju	5.43	0.41
- Sri ASN Raju	3.46	0.80
- Sri AGK Raju	3.90	0.80
- Sri AVN Raju	3.19	0.74
- Sri NR Alluri	3.54	0.82
<b>Remuneration ( Including commission)</b>		
- Sri AAV Ranga Raju	56.82	32.50
- Sri ASN Raju	28.93	16.66
- Sri AGK Raju	28.86	16.70
- Sri AVN Raju	28.26	16.06
- Sri JV Ranga Raju	18.23	18.22
<b>Donations</b>		
- NCC Foundation	-	0.05
<b>Corporate Guarantees</b>		
- Nagarjuna Construction Company International LLC	1,429.59	6,405.38
- Nagarjuna Contracting Co. LLC	-	91.02
<b>Counter Guarantees and Letter of Credits</b>		
- NCC Infrastructure Holdings Limited	-	590.02
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	-	551.51

**33** The Company's interest in Jointly Controlled Entities as on March 31, 2016 and its proportionate share in the Assets, Liabilities, Income and Expenditure of the Jointly Controlled Entities as on March 31, 2016 are given below:

(₹ in million)

Name of the Company	NCCL %	Subsidiary Company %	Assets	Liabilities	Contingent Liabilities	Income	Expenditure
<b>Bangalore Elevated Tollway Ltd.</b>	<b>0.37%</b>	<b>25.48%</b>	<b>2,024.52</b>	<b>1,713.66</b>	<b>45.96</b>	<b>312.08</b>	<b>410.48</b>
(Previous Year)	0.37%	25.48%	2,173.51	1,764.24	17.09	284.12	311.87
<b>Brindavan Infrastructure Co.Ltd.</b>	<b>33.33%</b>	<b>-</b>	<b>142.72</b>	<b>17.02</b>	<b>-</b>	<b>0.55</b>	<b>0.78</b>
(Previous Year)	33.33%	-	148.11	22.17	-	65.91	39.21
<b>Pondicherry Tindivanam Tollway Ltd.</b>	<b>25.05%</b>	<b>15.41%</b>	<b>1,448.84</b>	<b>1,356.80</b>	<b>-</b>	<b>59.31</b>	<b>140.14</b>
(Previous Year)	25.05%	15.41%	1,446.49	1,273.61	-	54.62	130.04

# Notes forming part of the financial statements

## 34 Segment Reporting

The Company's operations predominantly consist of construction / project activities. Hence there are no reportable segments under Accounting Standard – 17. During the year under report, substantial part of the Company's business has been carried out in India. The conditions prevailing in India being uniform, no separate geographical disclosures are considered necessary. The Company's operations outside India do not qualify as reportable segments as the operations are not material.

## 35 Earnings per share

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
Net Profit after tax available for equity shareholders (₹ in million)	2,228.46	2,097.59
Weighted Average number of equity shares for Basic EPS (Nos)	555,931,588	436,403,256
Weighted Average number of equity shares for Diluted EPS (Nos)	555,931,588	436,403,256
Face value per share (₹)	2.00	2.00
Basic & Diluted EPS * (₹)	4.01	2.56

\*The Company has no dilutive instruments during the year ended March 31, 2016. As such Diluted Earnings per share equals to Basic Earnings per share

## 36 Disclosure pursuant to Accounting Standard – 7 “Construction Contracts”

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
Contract revenue recognised as revenue in the year	82,688.23	82,918.28
Aggregate of contract costs incurred and recognised profits (less recognised losses) up to the reporting date for contracts in progress	367,321.08	320,335.57
Amount of advances received for contracts in progress	7,753.36	12,139.03
Amount of retention money for contracts in progress	14,237.66	11,529.72
Gross amount due from customers for contract work	13,474.93	13,802.23

## 37 Leases

- Rental expenses of ₹ 366.15 million (31.03.2015: ₹ 402.99 million) has been charged to Statement of Profit and Loss in respect of cancellable operating lease.
- The Company has entered into Operating Lease arrangement for certain equipments. The lease is non-cancellable for a period of 5 years from March 28, 2013 to March 27, 2018.

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
<b>Future Minimum Lease Payments</b>		
Not later than one year	130.93	130.93
Later than one year and not later than five years	130.93	261.84
Later than five years	-	-
<b>Total</b>	<b>261.86</b>	<b>392.77</b>
Lease payments recognised in the statement of Profit and Loss	130.93	130.93

# Notes forming part of the financial statements

## 38 Expenditure / Remittance in Foreign Currency

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
On account of Travel	2.67	8.02
Other Services	28.46	8.30
<b>Total</b>	<b>31.13</b>	16.32

## 39 Remittance in foreign currencies for dividend

The company has not remitted any amount in foreign currencies on account of dividends. The particulars of dividend paid in Indian rupees to non resident shareholders during the year ended March 31, 2016 are as under:

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
a) Number of non-resident shareholders	1,259	1,009
b) Number of equity shares held by them	164,954,077	95,690,185
c) i) Amount of dividend paid (Gross) (₹ in million)	65.98	19.13
ii) Year to which dividend relates	2014-15	2013-14

## 40 Value of imports calculated on CIF basis

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
Material Purchases	849.35	1158.60
Capital Goods	276.56	242.88
<b>Total</b>	<b>1125.91</b>	1401.48

## 41 Consumption of Materials, Stores and Spares

	Year Ended March 31, 2016		Year Ended March 31, 2015	
	Qty. (Nos.)	Value (₹ in million)	Qty. (Nos.)	Value (₹ in million)
Value of Imported and Indigenous material consumed and % of each to total consumption				
Construction Materials				
Imported	2.20%	849.35	2.56%	1,158.60
Indigenous	97.78%	37,486.67	97.44%	44,012.37
Stores & Spares				
Imported	-	-	-	-
Indigenous	100%	282.57	100%	387.57
<b>Total</b>		<b>38,618.59</b>		45,558.54

# Notes forming part of the financial statements

## 42 Derivative Instruments

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	US Dollar Equivalent	INR Equivalent	US Dollar Equivalent	INR Equivalent
Amounts receivable in foreign currency on account of the following:				
Loans receivable	66.96	4,436.08	62.48	3,904.44
Advances receivable	7.48	495.35	7.27	454.45
Trade receivables	7.81	517.51	8.35	521.81
Other receivables	3.98	263.79	4.66	291.13
Cash and Bank balances	0.80	53.20	0.28	17.62
Amounts payable in foreign currency on account of the following:				
Trade payables	3.57	236.54	4.45	277.84
Other payables	19.35	1,282.16	18.08	1,129.56
Borrowings	1.18	78.41	0.63	39.13

- 43** Advance from Customers include an amount of ₹ 1,000.00 million from Gayatri Energy Ventures Private Limited (GEVPL), being consideration of sale of remaining 88,495,576 of equity shares of NCC Infrastructure Holdings Limited, pursuant to agreement dated February 28, 2014, as amended.
- 44** Expenses incurred on Corporate Social Responsibility (CSR) programs under Section 135 of the Companies Act, 2013 are charged to the Statement of Profit and Loss under 'Other Expenses' (Note 29) - ₹ 12.94 million (31.03.2015: ₹ 8.58 million).
- 45** The exceptional items for the quarter and year ended March 31, 2016 is net of provision made for impairment of investments ₹ 513.00 million and profit on sale of long term investment amounting to ₹ 309.77 million.
- 46** Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year classification / disclosure.

For and on behalf of the Board

**R.S. RAJU**

Executive Vice President (F&A)

**A.A.V. RANGA RAJU**

Managing Director  
(DIN No: 00019161)

**M.V. SRINIVASA MURTHY**

Company Secy. & E.V.P (Legal)

**A.G.K. RAJU**

Executive Director  
(DIN No: 00019100)

Hyderabad, May 24, 2016

# INDEPENDENT AUDITORS' REPORT

To The Members of  
**NCC Limited**

## Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of NCC LIMITED ("the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and jointly controlled entities, comprising the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information ("the consolidated financial statements").

## Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in the terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

## Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group, its associates and jointly controlled entities as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

## Other Matters

- (a) Either of us, did not audit the financial statements/ financial information of seven subsidiaries, and three jointly controlled entities, whose financial statements/ financial information reflect total assets (net) of ₹ 27,980.69 million as at March 31, 2016, total revenues (net) of ₹ 8,737.95 million and net cash outflows (net) amounting to ₹ 1006.37 million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of ₹ 7.67 million for the year ended March 31, 2016, as considered in the consolidated financial statements, in respect of four associates, whose financial statements/ financial information have not been audited by us. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

(b) The consolidated financial statements include the financial statements of a subsidiary, which have not been audited by their auditors, whose interim financial statements reflect total assets (net) of ₹ 0.02 million as at 31 March 2016, total revenues of ₹ Nil and total profit after tax of ₹ Nil for the year ended 31 March 2016, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of ₹ 0.08 million for the year ended March 31, 2016, as considered in the consolidated financial statements, in respect of one associate, whose financial statements / financial information have not been audited by us. These financial statements/ financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, is based solely on such unaudited financial statements/ financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on other Legal and Regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its

associate companies and jointly controlled companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the auditors' reports of the Holding company, subsidiary companies, associate companies and jointly controlled companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding company's/ subsidiary company's / associate company's / jointly controlled company's incorporated in India internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities Refer Note 31(i) (a) and (b) to the consolidated financial statements;
  - ii. The Group, its associates and jointly controlled entities did not have any material foreseeable losses relating to long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

For **M. BHASKARA RAO & CO**  
Chartered Accountants  
(Firm's Registration No.000459S)

**M. Bhaskara Rao**  
Partner  
Membership No. 5176

Hyderabad, May 24, 2016

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Firm's Registration No.008072S)

**M. Ramachandran**  
Partner  
Membership No. 16399

Kochi, May 24, 2016



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

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

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of NCC Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditor's Responsibility

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

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

depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, associate companies and joint controlled companies, which are companies incorporated in India, in terms of their reports referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

### Opinion

In our opinion to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, have, 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,

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT (contd.)

2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one associate company and three jointly controlled companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

In respect of one associate company incorporated in India, which has been included in the consolidated financial statements based on unaudited financial statements/ financial information of the entity provided to us by the Management, whilst in our opinion, and according to the information and explanations given to us, reporting under section 143(3)(i) of the Act is applicable in respect of this entity, since the entity is unaudited, the possible effects of the same on our reporting under section 143(3)(e) of the Act in the case of these consolidated financial statements has not been considered.

For **M. BHASKARA RAO & CO**  
Chartered Accountants  
(Firm's Registration No.000459S)

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Firm's Registration No.008072S)

**M. Bhaskara Rao**  
Partner  
Membership No. 5176

**M. Ramachandran**  
Partner  
Membership No. 16399

Hyderabad, May 24, 2016

Kochi, May 24, 2016

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

(₹ in million)

	NOTE	AS AT MARCH 31, 2016	AS AT MARCH 31, 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	1,111.86	1,111.86
Reserves and Surplus	4	34,018.59	32,906.78
		<b>35,130.45</b>	34,018.64
<b>Minority Interest</b>			
		<b>2,869.16</b>	3,209.54
<b>Non Current Liabilities</b>			
Long Term Borrowings	5	12,959.99	12,662.25
Deferred Tax Liabilities (Net)	6 A	-	142.23
Other Long Term Liabilities	7	616.63	877.72
Long Term Provisions	8	517.76	715.08
		<b>14,094.38</b>	14,397.28
<b>Current Liabilities</b>			
Short Term Borrowings	9	21,256.38	19,914.16
Trade Payables	10		
Total outstanding dues of micro and small enterprises		22.97	11.16
Total outstanding dues of creditors other than micro and small enterprises		25,750.27	22,041.30
Other Current Liabilities	11	26,476.88	31,108.68
Short Term Provisions	12	1,630.96	748.84
		<b>75,137.46</b>	73,824.14
<b>Total</b>		<b>127,231.45</b>	125,449.60
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Fixed Assets	13		
Tangible Assets		11,161.14	10,246.04
Intangible Assets		12,710.63	13,879.18
Capital Work in Progress		81.78	106.06
Goodwill on Consolidation		350.43	332.68
Non Current Investments	14.1	2,685.27	2,785.31
Deferred Tax Assets (Net)	6 B	214.49	3.88
Long Term Loans and Advances	15	2,912.39	2,941.90
Other Non Current Assets	16	1,245.28	1,546.39
		<b>31,361.41</b>	31,841.44
<b>Current Assets</b>			
Current Investments	14.2	6,052.80	8,544.25
Inventories	17	28,568.59	27,569.92
Trade Receivables	18	16,810.19	16,573.64
Cash and Bank Balances	19	3,611.10	3,576.06
Short Term Loans and Advances	20	23,866.45	22,794.65
Other Current Assets	21	16,960.91	14,549.64
		<b>95,870.04</b>	93,608.16
<b>Total</b>		<b>127,231.45</b>	125,449.60
Corporate information and Significant accounting policies	1 & 2		

See accompanying notes forming part of the Consolidated financial statements

In terms of our report attached

For **M. BHASKARA RAO & CO.** CHARTERED ACCOUNTANTS

For **DELOITTE HASKINS & SELLS** CHARTERED ACCOUNTANTS

For and on behalf of the Board

**M. BHASKARA RAO**  
Partner

**M. RAMACHANDRAN**  
Partner

**R.S. RAJU**  
Executive Vice President (F&A)

**A.A.V. RANGA RAJU**  
Managing Director  
(DIN No: 00019161)

**M.V. SRINIVASA MURTHY**  
Company Secy. & E.V.P (Legal)

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

Hyderabad, May 24, 2016

Kochi, May 24, 2016

Hyderabad, May 24, 2016

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

(₹ in million)

	NOTE	YEAR ENDED MARCH 31, 2016	YEAR ENDED MARCH 31, 2015
<b>REVENUE</b>			
Revenue from Operations	22	95,834.79	95,128.90
Other Income	23	1,186.28	1,267.01
<b>Total Revenue</b>		<b>97,021.07</b>	96,395.91
<b>EXPENSES</b>			
Cost of Materials Consumed	24	41,592.97	48,363.15
Construction Expenses	25	38,038.60	32,101.94
Changes in Inventories of Work in Progress	26	(2,029.00)	(2,283.40)
Employee Benefits Expense	27	4,737.15	3,964.21
Finance Costs	28	6,690.42	7,371.19
Depreciation and Amortization Expense	13.3	3,031.27	2,765.93
Other Expenses	29	2,881.18	2,986.02
<b>Total Expenses</b>		<b>94,942.59</b>	95,269.04
<b>Profit Before Exceptional Items and Tax</b>		<b>2,078.48</b>	1,126.87
<b>Exceptional Items (Net)</b>		<b>(401.72)</b>	-
<b>Profit / (Loss) Before Tax</b>		<b>1,676.76</b>	1,126.87
<b>Tax Expense</b>	30	<b>773.23</b>	512.06
<b>Profit After Tax Before Minority Interest</b>		<b>903.53</b>	614.81
<b>Share of Loss transferred to Minority Interest</b>		<b>340.38</b>	60.14
<b>Profit After Tax After Minority Interest</b>		<b>1,243.91</b>	674.95
<b>Share of Loss from Associate Companies</b>		<b>(138.39)</b>	(136.24)
<b>Consolidated Profit for the year</b>		<b>1,105.52</b>	538.71
<b>Earnings per equity share of face value of ₹ 2 each.</b>			
Basic and Diluted - ₹	42	<b>1.99</b>	1.23
Corporate information and Significant accounting policies	1 & 2		

See accompanying notes forming part of the Consolidated financial statements

In terms of our report attached

For **M. BHASKARA RAO & CO.** For **DELOITTE HASKINS & SELLS**  
 CHARTERED ACCOUNTANTS CHARTERED ACCOUNTANTS

For and on behalf of the Board

**M. BHASKARA RAO**  
Partner

**M. RAMACHANDRAN**  
Partner

**R.S. RAJU**  
Executive Vice President (F&A)

**A.A.V. RANGA RAJU**  
Managing Director  
(DIN No: 00019161)

**M.V. SRINIVASA MURTHY**  
Company Secy. & E.V.P (Legal)

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

Hyderabad, May 24, 2016

Kochi, May 24, 2016

Hyderabad, May 24, 2016

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(₹ in million)

	YEAR ENDED MARCH 31, 2016	YEAR ENDED MARCH 31, 2015
<b>A. Cash flow from operating activities</b>		
Profit before tax	1,676.76	1,126.87
<b>Adjustments for:</b>		
Depreciation and amortisation	3,031.27	2,765.93
Profit on sale of fixed assets	(37.23)	(29.71)
Finance costs	6,690.42	7,371.19
Interest income	(1,000.95)	(1,184.47)
Dividend income	-	(29.87)
Profit on sale of long term investments	-	(154.76)
Profit on sale of current investments	(26.80)	-
Provision for Doubtful Trade Receivables / Advances	286.00	176.50
Trade receivables/ Advance written off	254.26	551.03
Exceptional items (net)	401.72	-
Rental income from operating leases	(23.17)	(19.38)
Unrealised exchange loss	29.30	6.10
	<b>9,604.82</b>	<b>9,452.56</b>
<b>Operating profit before working capital changes</b>	<b>11,281.58</b>	<b>10,579.43</b>
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(998.67)	(2,867.65)
Trade receivables	(409.27)	(670.41)
Short term loans and advances	(1,284.99)	480.44
Long term loans and advances	(20.98)	(71.64)
Other current assets	(3,056.23)	(809.02)
Other non current assets	316.45	(267.70)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	3,720.77	1,856.92
Other current liabilities	(4,075.67)	822.20
Other long term liabilities	(296.47)	(67.87)
Short term provisions	382.81	25.50
Long term provisions	(197.32)	57.29
	<b>(5,919.57)</b>	<b>(1,511.94)</b>
Cash generated from operations	<b>5,362.01</b>	<b>9,067.49</b>
Income Tax paid (Net)	<b>(996.72)</b>	<b>(398.42)</b>
<b>Net cash flow from operating activities (A)</b>	<b>4,365.29</b>	<b>8,669.07</b>

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016 (Contd.)

(₹ in million)

	YEAR ENDED MARCH 31, 2016	YEAR ENDED MARCH 31, 2015
<b>B. Cash flow from investing activities</b>		
Capital expenditure on fixed assets	(2,899.99)	(1,325.20)
Proceeds from sale of fixed assets	186.49	214.01
Bank balances not considered as Cash and cash equivalents	310.88	(655.77)
Sale / (Purchase) of Current investments	2,513.51	(291.38)
Purchase of long term investments	(87.33)	(170.16)
Proceeds from sale of long-term investments	-	142.61
Refund of Share application money	4.76	-
Loans (given) / realised - Associates	(1.07)	63.79
Loans given - Other Body Corporates	(0.63)	(1.36)
Interest received	1,409.02	695.64
Dividend received	-	29.87
Rental income from operating leases	23.17	19.38
Foreign Exchange translation adjustment (arising on consolidation)	360.67	326.08
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>1,819.48</b>	<b>(952.49)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from Issue of Shares ( including Securities Premium)	-	5,942.37
Debentures - redeemed	(876.00)	(1,778.00)
Long term Borrowings - (repaid) / borrowed (net)	1,289.25	1,901.28
Short term Borrowings - borrowed / (repaid) /(net)	1,342.22	(5,414.81)
Finance Cost	(7,326.20)	(7,015.38)
Dividend and Dividend Tax paid	(268.12)	(60.89)
<b>Net cash used in financing activities (C)</b>	<b>(5,838.85)</b>	<b>(6,425.43)</b>
<b>Net increase in Cash and cash equivalents (A+B+C)</b>	<b>345.92</b>	<b>1,291.15</b>
Cash and cash equivalents at the beginning of the year	2,261.39	970.24
<b>Cash and cash equivalents at the end of the year (Refer note 19)</b>	<b>2,607.31</b>	<b>2,261.39</b>
Note: Figures in brackets represents cash outflows.		

See accompanying notes forming part of the Consolidated financial statements

In terms of our report attached

For **M. BHASKARA RAO & CO.**  
CHARTERED ACCOUNTANTS

For **DELOITTE HASKINS & SELLS**  
CHARTERED ACCOUNTANTS

For and on behalf of the Board

**M. BHASKARA RAO**  
Partner

**M. RAMACHANDRAN**  
Partner

**R.S. RAJU**  
Executive Vice President (F&A)

**A.A.V. RANGA RAJU**  
Managing Director  
(DIN No: 00019161)

**M.V. SRINIVASA MURTHY**  
Company Secy. & E.V.P (Legal)

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

Hyderabad, May 24, 2016

Kochi, May 24, 2016

Hyderabad, May 24, 2016

# Notes forming part of the Consolidated financial statements

## 1 Corporate Information:

**NCC Limited**, (“NCCL”/“the Company”) was established as a Partnership firm in 1978, which was subsequently converted into a limited Company in 1990. The shares of the Company, was listed on the stock exchanges in India, in 1992 pursuant to Public offer of equity shares. The Company, its subsidiaries and jointly controlled entities collectively referred to as the “Group” is engaged in the infrastructure sector and is undertaking turn-key EPC contracts as well as BOT projects on Public-Private Partnership basis. The Group’s range of verticals comprises of Buildings & Housing, Transportation, Water & Environment, Irrigation, Power, Electrical, Metals, Oil & Gas and International business.

## 2 Significant accounting policies:

### 2.1 Basis of Accounting and preparation of Consolidated financial statements:

The consolidated financial statements of the Company and its subsidiaries and jointly controlled entities (together the ‘Group’) have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of Companies Act, 2013, as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention.

### 2.2 Principles of Consolidation:

The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiary companies have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses on intra-group transactions as per Accounting Standard (AS) 21 - “Consolidated Financial Statements” specified under Section 133 of Companies Act, 2013.
- b) Interest in jointly controlled entities have been consolidated by using the ‘proportionate consolidation’ method as per Accounting Standard (AS) 27 - ‘Financial Reporting of Interests in Joint Ventures’ specified under Section 133 of Companies Act, 2013.
- c) In case of associates where the Company directly or indirectly through its subsidiaries holds 20% or more of equity, Investments in associates are accounted under the equity method as per Accounting Standard (AS) 23 - “Accounting for Investments in Associates in Consolidated Financial Statements” specified under Section 133 of Companies Act, 2013.
- d) The financial statements of the subsidiaries, the jointly controlled entities and the associates used in the consolidation are drawn up to the same reporting date as that of the Company, i.e. March 31, 2016 except one Associate.
- e) The excess of cost to the Group, of its investment in the subsidiaries and the jointly controlled entities over the Group’s share of equity is recognised in the consolidated financial statements as Goodwill and tested for impairment annually. The excess of the Group’s share of equity of the subsidiaries and jointly controlled entities on the acquisition date, over its cost of investment is treated as Capital Reserve. The Goodwill / Capital reserve is determined separately for each subsidiary company / jointly controlled entity and such amounts are not set off between different entities.
- f) Minority interest in the net assets of the consolidated subsidiaries is identified and presented in consolidated balance sheet separately from current liabilities and equity of the company.
- g) Minority Interest in the net assets of consolidated subsidiaries consists of:
  - i) The amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and
  - ii) The minorities’ share of movements in the equity since the date the parent subsidiary relationship came into existence.
- h) Minority interest in the net profit for the year of consolidated subsidiaries is identified and adjusted against the profit after tax of the group.
- i) Intra-group balances and intra-group transactions and resulting unrealised profits / loss has been eliminated.
- j) In case of foreign subsidiaries being non-integral foreign operations, revenue items are consolidated at monthly average of exchange rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in “Foreign Currency Translation Reserve”.
- k) The consolidated financial statements are prepared to the extent possible using uniform accounting policies for like transactions and other events in similar circumstances and are presented to extent possible, in the same manner as the Company’s separate financial statements.



# Notes forming part of the Consolidated financial statements

**2.3** Investments in subsidiaries, jointly controlled entities and associates not considered for consolidation have been accounted as per Accounting Standard (AS) 13- "Accounting for Investments" specified under Section 133 of Companies Act, 2013.

## **2.4 Use of Estimates:**

The preparation of the consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

## **2.5 Fixed Assets (Tangible and Intangible) :**

Fixed Assets are carried at cost less accumulated depreciation/ amortization and impairment losses, if any. The cost of fixed assets comprises of purchase price, applicable duties and taxes, any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets, upto the date the asset is ready for its intended use.

Capital work-in-progress: Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.

## **2.6 Depreciation and Amortisation:**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of following category of assets, in whose case the life of the assets has been assessed based on technical assesment, taking into account the nature of asset, the estimate usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, maintenance, etc.

Construction accessories : 6 years.

Depreciation on tangible fixed assets in joint venture operations provided on Straight Line Method/Written Down Value Method based on useful life prescribed in Schedule II of the Companies Act, 2013.

Intangible Assets are amortised, on straight line method based on the useful life as assessed by the Management.

The Cost of Concessionaire Asset of a jointly controlled entity is amortised over the period of 8 years as per the concession agreement entered into with the Public Works Department, Government of Karnataka and Karnataka Road Development Corporation Limited.

The cost in respect of carriageways representing the right to receive annuity in relation to the road project is ammortised on straight line basis over the concession period from the date of Commerical Operation.

The cost in respect of carriageways representing the commercial rights to collect toll fee in relation to the road project is ammortised based on the proportion of actual revenue received during the accounting year to the total projected revenue till the end of the concession period in terms of Ministry of Corporate Affairs (MCA) notification dated April 17, 2012. Total projected revenue for the entire useful life is reviewed at the end of each financial year for expected changes in Traffic and Toll rates and adjusted to reflect any changes in the estimate which will lead to actual collection at the end of useful life.

Capital Work in Progress: In respect of "Concessionaire Assets" all costs incurred towards construction are accumulated under capital work in progress till the completion of construction.

## **2.7 Impairment of Assets:**

The carrying amount of assets, other than inventories is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the assets is estimated. The recoverable amount is the greater of the asset's net selling price and value in use which is determined based on the estimated future cash flow discounted to their present values. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

# Notes forming part of the Consolidated financial statements

## 2.8 Borrowing Costs:

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Consolidated Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are included in the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Consolidated Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

## 2.9 Investments:

Investments are classified as non-current and current investments. Long Term Investments are carried individually at cost less provision for diminution, other than temporary, in value of such investments. Current investments are carried individually, at lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees, and duties.

## 2.10 Inventories :

### Raw Materials:

Raw Materials, construction materials and stores & spares are valued at weighted average cost or under. Cost includes all charges in bringing the materials to the place of usage, excluding refundable duties and taxes.

### Work in Progress:

Work-in-Progress is valued at the contracted rates less profit margin / estimates.

### Properties Under Development:

Properties under development are valued at cost or under. Cost comprises all direct development expenditure, administrative expenses and borrowing costs. Land held for resale is valued at lower of cost and net realisable value.

### Real Estate Projects:

- Completed properties held for sale are stated at the actual cost or net realizable value, whichever is lower.
- Construction Work-in-progress is valued at cost. Cost is sale value less profit margin.

## 2.11 Employee Benefits:

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

### Defined Contribution Plan

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

### Defined Benefit Plan

#### i) Gratuity

In accordance with the Payment of Gratuity Act, 1972 the Group provides for gratuity covering eligible employees.

- Liability on account of gratuity is:
- Covered partially through a recognised Gratuity Fund managed by Life Insurance Corporation of India and contributions are charged to Revenue, and
- balance is provided on the basis of valuation of the liability by an independent actuary as at the year end.

#### ii) Compensated Absences

The employees are entitled to accumulate leave subject to certain limits, for future encashment, as per the policy of the Group.

The liability towards such unutilized leave as at the end of each balance sheet date is determined based on independent actuarial valuation and recognized in the Statement of Consolidated Profit and Loss.

In respect of employees of overseas branch, end of service benefit is accrued in accordance with the terms of employment.

Employees entitlements to annual leave and gratuity are recognized on actual basis and charged to the Statement of Consolidated Profit and Loss.

# Notes forming part of the Consolidated financial statements

## 2.12 Revenue Recognition:

- i) Project Division: Revenue from construction contracts is recognised by reference to the percentage of completion of the contract activity. The stage of completion is determined by survey of work performed and / or on completion of a physical proportion of the contract work, as the case may be, and acknowledged by the contractee. Future expected loss, if any, is recognised as and when assessed.
- ii) Property Development: Revenue is recognised when the Company enters into an agreement for sale with the buyer and all significant risks and rewards have been transferred to the buyer and there is no uncertainty regarding realisability of the sale consideration.
- iii) Annuity Income: Annuity is recognised on accrual basis in accordance with the provisions of the concession agreement.
- iv) Toll Income: Fee collection from the users of the facility is accounted for as and when the amount is due and recovery is certain. Revenue from sale of passes to local traffic is accounted for as and when such passes are sold.
- v) Real Estate Project: Revenue from the sale of properties is recognised on transfer of all significant risks and rewards of ownership to the buyers, which coincides with the entering into a legally binding agreement and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However, if at the time of transfer substantial acts are yet to be performed under the contract, revenue is recognised on the basis of percentage completion method, measured on the basis of percentage of actual cost incurred including proportionate land cost bears to the total estimated cost of the project under execution. Revenue comprises the aggregate amount of sale price as per the terms of the agreement entered into with the customers. The recognition is subject to reaching 25% of physical progress measured in terms of estimated cost. The estimate of cost and saleable areas is reviewed periodically by the management and any effect of changes in estimates is recognised in the period of changes. Further, on periodical review if any project is expected to incur loss, the entire loss is recognised immediately.

Cost in relation to the above includes cost of land, development cost, project over heads, borrowing cost and all cost incurred for bringing the property to marketable condition or its intended use.

- vi) Management fees: Management fee is accounted on accrual basis in accordance with the terms of the agreement.
- vii) Interest income is accounted on accrual basis considering certainty in realisation. Dividend income is accounted for when the right to receive is established.

## 2.13 Joint Venture Projects:

- i) In respect of Joint Venture Contracts in the nature of jointly controlled operations, the assets controlled, liabilities incurred, the share of income and expenses incurred are recognized in the agreed proportions under respective heads in the consolidated financial statements.
- ii) Assets, Liabilities and Expenditure arising out of contracts executed wholly by the Group pursuant to a joint venture contract are recognised under respective heads in the consolidated financial statements. Income from the contract is accounted net of joint venturer's share under revenue from operations in these consolidated financial statements.
- iii) Share of income and expenses attributable to the Group in respect of contracts executed by the other joint venture partners pursuant to Joint Venture Agreement, is accounted under revenue from operations in these consolidated financial statements.

## 2.14 Foreign Exchange Translation and Foreign Currency Transactions:

Foreign currency transactions are accounted at the exchange rates prevailing on the date of transactions. Gains and losses resulting from settlement of such transactions are recognised in the Statement of Consolidated Profit and Loss.

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end rates. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign exchange transactions are recognised in the Statement of Consolidated Profit and Loss.

Foreign branches / subsidiaries / associates are classified as non-integral foreign operations. Assets and Liabilities (both monetary and non-monetary) are translated at the closing rate at the year end. Income and expenses are translated at the monthly average rate at the end of the respective month. All resulting exchange differences are accumulated in a separate account 'Foreign Currency Translation Reserve' till the disposal of the net investments.

# Notes forming part of the Consolidated financial statements

## 2.15 Leases:

The Group's leasing arrangements are mainly in respect of operating leases for premises and construction equipment. The leasing arrangements range from 11 months to 10 years generally and are usually cancellable / renewable by mutual consent on agreed terms. The aggregate lease rents payable are charged as rent in the Statement of Consolidated Profit and Loss.

## 2.16 Taxes on Income:

- i) Current Tax: Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.
- ii) Deferred Taxes: Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets. Deferred tax assets are reviewed at each balance sheet date for their realisability.

## 2.17 Grants:

Equity support received from National Highways Authority of India for meeting capital cost of the project is treated as Capital Reserve.

## 2.18 Contingency Reserve:

The Group transfers to Contingency Reserve out of the Surplus in the Statement of Consolidated Profit and Loss, such amounts as the Management considers appropriate based on their assessment to meet any contingencies relating to substantial expenditure incurred during the maintenance period of a contract, non-realisation of contract bills earlier recognised as income and claims, if any, lodged by the contractees or by sub-contractors or by any third party against the Group in respect of completed projects for which no specific provision has been made.

## 2.19 Earnings per Share:

Basic earnings per equity share is computed by dividing the net profit for the year attributable to the Equity Shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit for the year, adjusted for the effects of dilutive potential equity shares, attributable to the Equity Shareholders by the weighted average number of the equity shares and dilutive potential equity shares outstanding during the year except where the results are anti-dilutive.

## 2.20 Provisions, Contingent Liabilities and Contingent Assets:

The Group recognised provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. A disclosure for Contingent liabilities is made in the notes on accounts when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

## 2.21 Cash Flow Statement :

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## 2.22 Operating cycle:

The Group adopts operating cycle based on the project period and accordingly all project related assets and liabilities are classified into current and non current. Other than project related assets and liabilities, 12 months period is considered as normal operating cycle.

# Notes forming part of the Consolidated financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
<b>3 Share Capital</b>				
<b>Authorised :</b>				
Equity Shares of ₹ 2 each	750,000,000	1,500.00	750,000,000	1,500.00
<b>Issued :</b>				
Equity Shares of ₹ 2 each (Refer note 3.3)	555,931,588	1,111.86	556,181,588	1,112.36
<b>Subscribed and Paid up :</b>				
Equity Shares of ₹ 2 each	555,931,588	1,111.86	555,931,588	1,111.86
<b>Total</b>		<b>1,111.86</b>		<b>1,111.86</b>

### 3.1 Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the year

(₹ in million)

	Year Ended March 31, 2016		Year Ended March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
Balance at beginning of the year	555,931,588	1,111.86	256,583,810	513.17
Add: Equity shares allotted (Refer note 3.6)	-	-	299,347,778	598.69
Balance at end of the year	555,931,588	1,111.86	555,931,588	1,111.86

### 3.2 Details of shares held by each shareholder holding more than 5% shares (excluding shares represented by underlying Global Depository Receipts (GDRs))

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	% holding	Number of shares	% holding
Blackstone GPV Capital Partners Mauritius V-A Ltd.	54,903,498	9.88	55,032,681	9.90
Smt. Rekha Jhunjhunwala	45,233,266	8.14	54,233,266	9.76
A V S R Holdings Private Limited	34,052,278	6.13	34,052,278	6.13
UTI Mutual Fund	20,462,662	3.68	36,371,415	6.54

### 3.3 Details of unsubscribed equity shares

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
Equity Shares of ₹ 2 each	-*	-*	250,000	0.50

\* Pursuant to the approval of the shareholders during the meeting held on August 24, 2015, the unsubscribed portion of the issued share capital of the Company representing 250,000 equity shares ₹ 2 each amounting to ₹ 500,000 has been cancelled.

3.4 Unclaimed equity shares of 108,667 (31.03.2015: 109, 825) are held in "NCC Limited - Unclaimed suspense account " in trust.

### 3.5 Rights of the share holders

- The equity shares of the company having par value of ₹ 2 per share, rank pari passu in all respects including voting rights (except GDRs) and entitlement to dividend. Repayment of the capital in the event of winding up of the Company will inter alia be subject to the provisions of Companies Act 2013, the Articles of Association of the Company and as may be determined by the Company in General Meeting prior to such winding up.
- 757,810 (31.03.2015: 18,700) equity shares represent the shares underlying outstanding GDRs. Each GDR represent one underlying equity share having par value of ₹ 2. The GDRs, rank pari passu in all respects with the equity shares issued by the Company, except in respect of voting rights.

## Notes forming part of the Consolidated financial statements

**3.6** During the previous year, the Company, had offered 299,347,778 equity shares of ₹ 2 each on rights basis to all the shareholders whose names had appeared in the Register of Members as on record date fixed for the Rights issue i.e September 19, 2014 at a premium of ₹ 18. The rights issue was fully subscribed and 299,347,778 equity shares have been allotted on October 30, 2014.

(₹ in million)

	As at March 31, 2016	As at March 31, 2015
<b>4 Reserves and Surplus</b>		
<b>Capital Reserve</b>		
Opening balance	605.66	619.14
<b>Add / (Less) :</b> Arising on account of Consolidation	1.45	(13.48)
Closing balance	607.11	605.66
<b>Securities Premium</b>		
Opening balance	19,993.03	14,649.35
<b>Add :</b> Premium on rights issue	-	5,388.26
<b>Less :</b> Right Issue Expenses	-	44.58
Closing balance	19,993.03	19,993.03
<b>Debenture Redemption Reserve</b>		
Opening balance	180.00	485.00
<b>Add :</b> Transfer from Surplus in Statement of Consolidated Profit and Loss	-	115.00
<b>Less :</b> Transfer to General Reserve	180.00	420.00
Closing balance	-	180.00
<b>Legal / Statutory Reserve (Refer note 34)</b>		
Opening balance	221.18	207.65
<b>Add :</b> Transfer from Surplus in Statement of Consolidated Profit and Loss	-	4.64
On account of Foreign Currency Fluctuation	13.22	8.89
Closing balance	234.40	221.18
<b>Reserve Fund under Section 45 - IC of RBI Act, 1934</b>	2.39	2.39
<b>Contingency Reserve</b>	220.00	220.00
<b>Foreign Currency Translation Reserve</b>		
Opening balance	1,390.85	1,073.66
<b>Add :</b> Effect of foreign exchange variations during the year	393.07	317.19
Closing balance	1,783.92	1,390.85
<b>General Reserve</b>		
Opening balance	7,206.43	5,786.43
<b>Add :</b> Transferred from Debenture Redemption Reserve	180.00	420.00
<b>Add :</b> Transfer from Surplus in Statement of Consolidated Profit and Loss	1,745.41	1,000.00
Closing balance	9,131.84	7,206.43
<b>Surplus in Statement of Consolidated Profit and Loss</b>		
Opening balance	3,087.24	4,102.76
<b>Add :</b> Arising on Account of Consolidation	0.01	(61.77)
<b>Less :</b> Depreciation on transition to Schedule II of the Companies Act, 2013 (Net of deferred tax).	-	105.18
<b>Add :</b> Profit for the year	1,105.52	538.71
	4,192.77	4,474.52
<b>Less :</b> Appropriations		
Transfer to Debenture Redemption Reserve	-	115.00
Dividend proposed to be distributed to equity share holders ₹ 0.60 per share (31.03.2015 : ₹ 0.40 per share)	333.56	222.37
Tax on Dividend	67.90	45.27
Transfer to General Reserve	1,745.41	1,000.00
Transfer to Legal / Statutory Reserve	-	4.64
	2,146.87	1,387.28
Closing balance	2,045.90	3,087.24
<b>Total</b>	<b>34,018.59</b>	<b>32,906.78</b>

# Notes forming part of the Consolidated financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Non Current	Current*	Non Current	Current*
<b>5 Long Term Borrowings</b>				
<b>Debentures</b>				
<b>Secured</b>				
18% Redeemable, Non-convertible Debentures (Refer note 5.1)	-	-	110.00	-
10.90% Redeemable, Non-Convertible Debentures(Refer note 5.2)	<b>1,406.00</b>	<b>176.00</b>	1,582.00	146.00
11.50 % Redeemable, Non-Convertible Debentures (Refer note 5.2)	<b>250.00</b>	<b>150.00</b>	400.00	100.00
11.50 % Redeemable, Non-Convertible Debentures(Refer note 5.2)	<b>710.00</b>	<b>20.00</b>	730.00	20.00
<b>Unsecured</b>				
9.50% Redeemable, Non-convertible Debentures (Refer note 5.3)	-	-	-	500.00
<b>Term Loans :</b>				
<b>Secured</b>				
From Banks and Financial Institutions (Refer note 5.4)	<b>7,161.38</b>	<b>816.22</b>	6,570.16	410.64
From Other Parties (Refer note 5.5)	<b>1.59</b>	<b>263.65</b>	43.39	132.47
<b>Vehicle Loans</b>				
<b>Secured</b>				
From Banks (Refer note 5.6)	<b>3.86</b>	<b>3.44</b>	2.33	5.35
From Others (Refer note 5.6)	<b>5.67</b>	<b>6.45</b>	6.92	5.79
<b>Other Loans</b>				
<b>Unsecured</b>				
Loans from Related parties (Refer note 5.7)	<b>644.88</b>	-	378.79	-
<b>Share from Jointly Controlled Entities</b>	<b>2,776.61</b>	-	2,838.66	-
<b>Total</b>	<b>12,959.99</b>	<b>1,435.76</b>	12,662.25	1,320.25

\* Current maturities are included in Note 11 - Other Current Liabilities

## 5.1 18% Redeemable Non Convertible Debentures

Debentures issued by NCC Urban Infrastructure Limited (NCC Urban) in earlier years have been repaid during the current year and obtained Letter of Satisfaction. The same has been filed with Registrar of Companies, Telangana.

## 5.2 Redeemable Non Convertible Debentures issued by OB Infrastructure Limited (OBIL) to L&T Infrastructure Finance Limited with the following principle terms:

### a) Interest

The interest rate payable on the debentures depends upon the 'Rating' by rating agency and in accordance with Clause 3.1 of the Debenture Trust Deed entered between OBIL and IDBI Trusteeship Services Limited, being the Debenture Trustee. Present applicable interest rate is as follows:-

Series 'A' Secured, Rated, Listed, Redeemable, Non-Convertible Debentures of ₹ 100,000 each - 10.90 % p.a. payable monthly

Series 'B' Secured, Rated, Listed, Redeemable, Non-Convertible Debentures of ₹ 100,000 each - 11.50 % p.a. payable monthly

Series 'C' Secured, Rated, Listed, Redeemable, Non-Convertible Debentures of ₹ 100,000 each - 11.50 % p.a. payable monthly



# Notes forming part of the Consolidated financial statements

## b) Security

- 1) First pari passu charge on all OBIL's tangible movable assets including vehicles both present and future save and except the Project Assets
- 2) First pari passu charge on all the intangible assets of OBIL.
- 3) First pari passu charge over all accounts of OBIL including Debt Service Reserve Account (DSRA), Escrow account and the subaccounts and all the funds from time to time deposited therein.
- 4) First pari passu charge over all receivables and all Authorised Investments or other securities including receivables from NHAI of the Project, whatsoever nature both present and future subject to the provisions of the Transaction Documents.
- 5) Assignment by way of security, in :
  - i) All the rights, title, interest, benefits, claims and demands whatsoever of OBIL in the Project Agreements;
  - ii) All the rights, title and interest of OBIL in, to and all the Clearances;
  - iii) All the rights, title, interest, benefits, claims and demands whatsoever of OBIL in any letters of credit, guarantees, liquidated damages and performance bonds provided by any party to the Project Agreements;
  - iv) All the rights, title, interest, benefits, claims and demands whatsoever of OBIL under all insurance contracts;
- 6) A pledge on 51% of the issued, paid up and voting equity share capital of OBIL held by the promoters of OBIL.

## c) Redemption Schedule

(₹ in million)

Date of Installments	Series 'A'	Series 'B'	Series 'C'	Total
June 15, 2022 & December 15, 2022	-	-	106.00	106.00
June 15, 2021 & December 15, 2021	156.00	-	348.00	504.00
June 15, 2020 & December 15, 2020	300.00	-	198.00	498.00
June 15, 2019 & December 15, 2019	320.00	100.00	40.00	460.00
June 15, 2018 & December 15, 2018	408.00	-	10.00	418.00
June 15, 2017 & December 15, 2017	222.00	150.00	8.00	380.00
June 15, 2016 & December 15, 2016	176.00	150.00	20.00	346.00
June 15, 2015 & December 15, 2015	146.00	100.00	20.00	266.00
June 15, 2014 & December 15, 2014	148.00	-	90.00	238.00
February 21, 2014	124.00	-	-	124.00

### 5.3 9.50 % Redeemable Non-Convertible Debentures

- (i) Debentures numbering to 500 having face value of ₹ 4 million each comprising of four (4) Detachable and Separately Transferable Redeemable principal parts ("STRPPS") of face value of ₹ 1 million each aggregating to ₹ 2,000 million privately placed with ICICI Bank Limited.
- (ii) These Debentures are to be redeemed at par in four equated installments commencing at the end of second year from the date of allotment i.e. August 11, 2012 onwards.
- (iii) During the current year the final installment has been repaid.

### 5.4 Term Loans from Banks and Financial Institutions

- (i) Term loans from Andhra Bank, State Bank of Hyderabad, State Bank of India, Syndicate Bank, Indian Overseas Bank, Canara Bank and Standard Chartered Bank aggregating ₹ 1512.00 million are secured, in terms of the sanction letter, by:
  - first pari-passu charge on the properties owned by NCC Limited, NCC Urban Infrastructure Limited, Dhatri Developers and Properties Private Limited and the subsidiaries of NCC Urban Infrastructure Limited
  - pledge of shares of NCC Urban Infrastructure Limited held by NCC Limited.
  - personal guarantees of Sri AAV Ranga Raju, Sri AGK Raju, Sri ASN Raju, Sri AVN Raju, Sri AKHS Rama Raju, Sri NR Alluri and Sri JV Ranga Raju.

## Notes forming part of the Consolidated financial statements

These loans are repayable in 8 quarterly instalments (with a moratorium of 24 months) commencing from September 30, 2016 to June 30, 2018 and carry interest rate of 13.50% per annum with monthly rests.

- (ii) HDFC Bank
  - Secured by hypothecation of specific assets purchased out of the loan, comprising Plant and Machinery
- (iii) Axis Bank Limited
  - Secured by hypothecation of specific assets purchased out of the loan

The details of rate of interest and repayment terms of term loans are as under.

Sl No	Particulars	Number of Loans outstanding As at		Outstanding balance As at (₹ in million)		Interest Range % per annum	Balance number of Installments as at		Frequency of Installments	Commencing From-To
		31.03.2016	31.03.2015	31.03.2016	31.03.2015		31.03.2016	31.03.2015		
(i)	Indus Ind Bank Ltd	-	3	-	37.07	12.25	-	2 to 11	Monthly	July 31, 2011 to February 15, 2016
(ii)	HDFC Bank	<b>2</b>	4	<b>0.45</b>	3.34	10.50	<b>4 to 8</b>	1 to 20	Monthly	September 15, 2012 to November 06, 2016
(iii)	Axis Bank Limited	<b>11</b>	1	<b>93.37</b>	16.14	9.85	<b>33 to 35</b>	12	Monthly	February 05, 2016 to February 20, 2019

- (iv) Loan of Nagarjuna Construction Company International LLC

ICICI Bank Bahrain borrowings are secured either / and - or as:

- Assignment of project receivables.
- Corporate guarantees from NCC Limited India to the extent of USD 31.35 million
- Corporate guarantees from NCC Limited India to the extent of USD 8.8 million against term loan.
- Corporate guarantees from NCC Limited India to the extent of USD 6.6 million against working capital facility for Qatar projects.

Oman Arab Bank borrowings are secured either / and - or as:

- Corporate guarantees from NCC Limited India to the extent of OMR 2 million against term loan.

- (v) Loan of NCC Urban infrastructure Limited (NCC Urban)

(i) NCC Urban during the current year, entered into a Facility Agreement with ICICI Bank Ltd for availing term loans aggregating to ₹ 1500 million receivable in 5 tranches - RTL 1 - ₹ 200 million, RTL 2 - ₹ 250 million, RTL 3 - ₹ 300 million, RTL 4 - ₹ 350 million, RTL 5 - ₹ 400 million.

(ii) RTL 1, 2, 3 shall be utilized towards repayment of unsecured loans from NCC Limited which were interalia utilized towards project development expenses of NCC Urban Meadows II, Bengaluru, NCC Urban Nagarjuna Residency, Hyderabad, NCC Urban Gardenia, Hyderabad.

RTL 4 and 5 shall be utilized towards construction cost of NCC Urban Gardenia, Hyderabad and NCC Urban Green Province, Bengaluru.

(iii) Term Loan carry an interest rate of bank's "I-Base" rate plus a spread. The rate of interest, as at 31.03.2016 aggregates to 13.25%.

(iv) Exclusive charge by way of equitable mortgage on NCC Urban's share of Unsold units in NCC Urban Meadows II - Bengaluru, NCC Urban Nagarjuna Residency - Hyderabad, NCC Urban Gardenia - Hyderabad & NCC Urban Green Province - Bengaluru.

(v) Second and subservient charge by way of equitable mortgage on approx 11,545 sqft and 32,495 sqft of saleable area mortgaged to Greater Hyderabad Municipal Corporation (GHMC) in NCC Urban Nagarjuna Residency - Hyderabad and of NCC Urban Gardenia - Hyderabad, respectively.

## Notes forming part of the Consolidated financial statements

- (vi) Exclusive charge by way of hypothecation on the future scheduled receivables of NCC Urban Meadows II - Bengaluru, NCC Urban Nagarjuna Residency - Hyderabad, NCC Urban Gardenia - Hyderabad & NCC Urban Green Province - Bengaluru and all the insurance proceeds, both present and future.
- (vii) Exclusive charge by way of registered hypothecation on the Escrow accounts of NCC Urban Meadows II - Bengaluru, NCC Urban Nagarjuna Residency - Hyderabad, NCC Urban Gardenia - Hyderabad & NCC Urban Green Province - Bengaluru and the Debt Service Reserve (DSR) Account all monies credited/deposited therein (in whatever form the same may be), and all investments in respect thereof (in whatever form the same may be).
- (viii) Exclusive charge by way of equitable mortgage on landparcel/ property located in Semmenchery on the Old Mahabalipuram Road, Chennai to the extent of 7.53 acres with survey numbers 552/1A1 - 0.09 Acre, 553/2B1A - 0.15 Acre, 553/2B2A - 0.16 Acre, 742 - 1.9 Acre, 743/3 - 2.57 Acres, 744 - 0.57 Acre, 745/1 - 1.43 Acre, 745/2 - 0.66 Acre.
- (ix) Term Loan shall be repayable in 36 structured monthly installments commencing from August 15, 2016 and ending on July 15, 2019.
- (x) There are no overdue's towards Principal or Interest as on March 31, 2016.
- (vi) Loan of Western UP Tollway Ltd.(WUPTL)

### Term Loans - Secured

Term Loans from Banks and financial institutions viz. Punjab National bank, Bank of Baroda, Infrastructure Development Finance Company Limited and Infrastructure India Finance Company Limited are secured by:

- (i) First mortgage and charge in a form satisfactory to the Security Agent of all WUPTL's immovable properties, present and future except project assets.
- (ii) A first charge by way of hypothecation of all WUPTL's movables, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, present and future, except the project assets.
- (iii) A first charge on operating cash flows, book debts and receivables and any other revenues of whatsoever nature and wherever arising, present and future.
- (iv) A first charge of all intangibles including but not limited to goodwill, uncalled capital, present and future.
- (v) Subject to the provisions of the Concession Agreement, a first charge on the Escrow Account, Debt service reserve, Major Maintenance Reserve and other reserves
- (vi) A first pledge of 100% of paid up capital till three years of commencement of commercial operations and thereafter minimum of 51% of the total paid up capital of WUPTL held by the promoter during the currency of the Loan.
- (vii) Term Loans from Banks and Financial Institutions carry an interest of 11.50% to 12.30% and are repayable as follows:

Period	Banks		Financial Institutions	
	Number of Installments	Amount per Installment (₹ in million)	Number of Installments	Amount per Installment (₹ in million)
September 15, 2011 to March 15, 2012	3	9.88	3	10.82
June 15, 2012 to March 15, 2013	4	14.50	4	15.79
June 15, 2013 to March 15, 2014	4	17.13	4	19.23
June 15, 2014 to March 15, 2015	4	28.86	4	31.81
June 15, 2015 to March 15, 2016	4	42.43	4	46.20
June 15, 2016 to March 15, 2017	4	49.38	4	55.11
June 15, 2017 to March 15, 2018	4	48.60	4	55.48
June 15, 2018 to March 15, 2019	4	60.80	4	69.51
June 15, 2019 to March 15, 2021	8	61.26	8	70.21
June 15, 2021 to March 15, 2022	4	42.90	4	54.15
June 15, 2022 to March 15, 2023	4	51.23	4	61.66
June 15, 2023 to March 15, 2024	4	38.90	4	55.03

# Notes forming part of the Consolidated financial statements

## 5.5 Term Loans from Others Parties:-

Secured by hypothecation of specific assets purchased out of loan, comprising Plant and Machinery and Construction equipment

The details of rate of interest and repayment terms of term loans are as under.

S. No.	Particulars	Number of Loans outstanding As at		Outstanding balance As at (₹ in million)		Interest Range % per annum	Balance number of Installments as at		Frequency of Installments	Commencing From- To
		31.03.2016	31.03.2015	31.03.2016	31.03.2015		31.03.2016	31.03.2015		
(i)	SREI Equipment Finance Limited	3	4	6.08	23.71	11.47 to 13	5 to 24	12. to 29	Monthly	October 22, 2013 to March 22, 2018
(ii)	L&T Finance Limited	3	3	19.22	60.30	11.46 to 12	4 to 6	16 to 18	Monthly	September 10, 2012 to September 05, 2016
(iii)	Siemens Financial Services (P) Limited	1	1	3.64	24.01	12	2	14	Monthly	June 22, 2013 to May 22, 2016
(iv)	Shri Ram Equipment Finance Company Limited	1	1	3.22	39.35	12.50	1	13	Monthly	June 22, 2013 to April 22, 2016
(v)	Tata Capital Financial Services Limited	3	3	12.63	28.49	12.04 to 12.75	7 to 9	19 to 21	Monthly	December 09, 2013 to November 21, 2016

## 5.6 Vehicle Loans

Vehicle loans are secured by hypothecation of the vehicles financed through the loan arrangements. Such loans are repayable in equal monthly installments over a period of 3 to 4 years and carry interest rate ranging between 7.43 % to 11.61 % per annum.

## 5.7 Other Loans

Loans of Western Up Tollway Limited

Represents Loan from Gayatri Infra Ventures Limited carries zero percent interest and is repayable in six equal instalments with the approval of the lenders and after clearing their dues.

# Notes forming part of the Consolidated financial statements

(₹ in million)

	As at March 31, 2016	As at March 31, 2015
<b>6 A Deferred Tax Liabilities (Net)</b>		
(i) Deferred Tax Liability on timing difference due to:		
Depreciation	-	322.48
(ii) Deferred Tax Asset on timing differences due to:		
Provision for Gratuity, Compensated absences and Bonus payable	-	104.11
Provision for Doubtful Trade Receivables / Advances and Diminution in Investments	-	76.14
<b>Total</b>	<b>-</b>	<b>180.25</b>
<b>Deferred Tax Liabilities (Net) (i) - (ii)</b>	<b>-</b>	<b>142.23</b>
<b>6 B Deferred Tax Assets (Net)</b>		
(i) Deferred Tax Asset on timing differences due to:		
Provision for Gratuity, Compensated absences and Bonus payable	<b>130.43</b>	7.77
Provision for Doubtful Trade Receivables / Advances and Diminution in Investments	<b>335.35</b>	-
<b>Total</b>	<b>465.78</b>	<b>7.77</b>
(ii) Deferred Tax Liability on timing difference due to:		
Depreciation	<b>251.29</b>	3.89
<b>Deferred Tax Assets (Net) (i) - (ii)</b>	<b>214.49</b>	<b>3.88</b>
<b>7 Other Long Term Liabilities</b>		
Trade Payables	<b>11.38</b>	11.38
Retention Money payable	<b>509.30</b>	805.76
Interest accrued but not due on borrowings	<b>95.95</b>	60.58
<b>Total</b>	<b>616.63</b>	<b>877.72</b>
<b>8 Long Term Provisions</b>		
Provision for Employee Benefits		
Compensated absences	<b>177.63</b>	156.31
Gratuity (Refer note 40)	<b>287.09</b>	257.67
Provision for contractual obligations (Refer note 12.2)	-	234.23
Provision on Standard Assets as per RBI Circular	<b>4.49</b>	-
Share from Jointly Controlled Entities	<b>48.55</b>	66.87
<b>Total</b>	<b>517.76</b>	<b>715.08</b>
<b>9 Short Term Borrowings</b>		
<b>Loans repayable on demand</b>		
<b>Secured Loans - Banks</b>		
Working Capital Demand Loan (Refer note 9.1)	<b>4,979.35</b>	6,504.30
Cash Credits and Overdrafts (Refer note 9.1)	<b>15,245.60</b>	12,626.64
<b>Unsecured Loans</b>		
From Others (Refer note 9.2)	<b>1,031.43</b>	783.22
<b>Total</b>	<b>21,256.38</b>	<b>19,914.16</b>

# Notes forming part of the Consolidated financial statements

## 9.1 Working Capital Demand Loans and Cash Credit facilities availed from consortium of banks are secured by:

- a) Hypothecation against first charge on stocks, book debts, shares of NCC Infrastructure Holdings Limited (Refer note 14.3) and other current assets of the Company, (excluding specific projects) both present and future, ranking parri passu with consortium banks.
- b) Hypothecation against first charge on unencumbered fixed assets of the Project Division and Light Engineering Division(excluding Land & Buildings) of the Company rank parri passu with consortium banks.
- c) Equitable mortgage of three properties (Land & Buildings).
- d) The Company availed overdraft facility from ICICI Bank with validity upto August 5, 2015 and is secured, in terms of the sanction letter,by:
  - mortgagage over immovable fixed assets;
  - pledge of shares of NCC Urban Infrastructure Limited held by NCC Limited;
  - personal guarantees of Sri AAV Ranga Raju, Sri AGK Raju, Sri ASN Raju, Sri AVN Raju, Sri AKHS Rama Raju, Sri NR Alluri and Sri JV Ranga Raju;

This facility carries an interest rate of 13.50% per annum.

- e) Loans of NCC Urban Infrastructure Limited  
Working Capital facilities of ₹ 60.00 million from Bank of India, Mid-corporate branch, Hyderabad , carrying an interest of 14% per annum is secured by:
  - First charge on the Fixed and Current Assets of the Façade Division of NCC Urban by way of hypothecation
  - Equitable Mortgage of Ac.8.30 and Ac.9.60 of lands of Dhatri Developers and Projects Pvt Ltd and Sushruta Real Estates Private Limited respectively.
  - The facilities are further secured by Corporate Guarantee provided by Dhatri Developers and Projects Private Limited and Sushruta Real Estates Private Limited.
- f) Loans of Nagarjuna Construction Company International LLC  
Bank of Baroda borrowings are secured either / and - or as:
  - First exclusive charge on fixed assets of value OMR 4.40 million only.
  - Assignment of project receivables.
  - Corporate guarantees from NCC Limited, India to the extent of OMR 4.312 million.Bank Muscat borrowings are secured either / and - or as:
  - Counter guarantees from ICICI bank Ltd.
  - Corporate guarantees from NCC Limited, India to the extent of OMR 4.308 million.
  - Lien on fixed deposit of OMR 0.60 million held with the bank.ICICI Bank Bahrain borrowings are secured either / and - or as:
  - Assignment of project receivables.
  - Corporate guarantees from NCC Limited India to the extent of USD 31.35 million.
  - Corporate guarantees from NCC Limited India to the extent of USD 8.8 million against term loan.
  - Corporate guarantees from NCC Limited India to the extent of USD 6.6 million against working capital facility for Qatar projects.Bank Dhofar borrowings are secured either / and - or as:
  - Assignment of project receivables.
  - Corporate guarantees from NCC Limited India to the extent of OMR 41.45 million.

## Notes forming part of the Consolidated financial statements

g) Loans of Nagarjuna Contracting Company LLC

The overdraft facility is secured by:

- Assignment of project receivables.
- Corporate guarantee from NCC Limited India

h) Loans of Aster Rail Private Limited

- Loan from IDBI Bank is secured by First Pari passu charge on the entire current assets of the Company.

### 9.2 Unsecured - term loans from Others:

- a) Includes Term loan of ₹ 250.00 million having a maturity of less than one year and carry interest rate of 12.00 % per annum.
- b) Loan of NCC Urban Infrastructure Limited having a maturity of less than one year and outstanding balance of ₹ 4.90 million (31.03.2015: ₹ 4.90 million) carry interest rate of 13.00 % per annum.

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>10 Trade Payables</b>				
Micro, small and medium enterprises		22.97		11.16
Acceptances		4,584.95		5,073.42
Other than Acceptances		21,090.47		16,928.02
		<b>25,698.39</b>		22,012.60
Share from Jointly Controlled Entities		74.85		39.86
		<b>25,773.24</b>		22,052.46
<b>11 Other Current Liabilities</b>				
Current maturities of Long Term Borrowings (Refer note 5)		1,435.76		1,320.25
Interest Accrued but not due on borrowings and others		246.38		917.54
Unpaid Dividend Accounts (Refer note 11.1)		4.28		4.76
Other Payables				
Statutory remittances		750.55		665.02
Payable on purchase of Fixed Assets		9.59		20.42
Interest Accrued on Trade Payables		0.67		0.59
Retention Money Payable		6,849.52		5,848.51
Advances from Customers and others (Refer note 50)		6,081.65		7,358.29
Advance Sale consideration received (Refer note 12.1)		326.76		326.76
Other Liabilities		2,006.22		1,667.18
Mobilisation Advance		8,451.33		12,732.99
Share from Jointly Controlled Entities		314.17		246.37
<b>Total</b>		<b>26,476.88</b>		31,108.68

11.1 There are no amounts due for payment to the Investor Education and Protection Fund as at Balance Sheet date.



# Notes forming part of the Consolidated financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>12 Short Term Provisions</b>				
Provision for Employee Benefits				
Compensated absences		<b>41.17</b>		48.58
Gratuity		<b>18.42</b>		23.27
Obligation on sale of Investment (Refer note 12.1)		<b>159.57</b>		159.57
Provision for contractual obligations (Refer note 12.2)		<b>577.54</b>		220.00
Provision for impairment losses in Subsidiaries		<b>348.00</b>		-
Provision for Tax (Net of Advance Taxes of ₹ 1081.36 million (31.03.2015: ₹ 58.23 million))		<b>31.30</b>		13.81
Provision for proposed Equity Dividend		<b>333.56</b>		222.37
Provision for Tax on proposed Equity Dividend		<b>67.90</b>		45.27
		<b>1,577.46</b>		732.87
Share from Jointly Controlled Entities		<b>53.50</b>		15.97
<b>Total</b>		<b>1,630.96</b>		748.84

**12.1** Represents amount received for and provision made towards sale of investment in Himachal Sorang Power Limited by NCC Infrastructure Holdings Limited (Refer note 36).

**12.2** In respect of subsidiaries Western Up Tollway Limited and OB Infrastructure Limited provision has been made for various contractual obligations based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

(₹ in million)

Particulars	As at March 31, 2015	Additions	Incurred during the year	As at March 31, 2016
Periodic Maintenance	454.23*	285.00	161.69	<b>577.54</b>

\* Includes ₹ 234.23 million in Long Term Provision (Refer note 8)

# Notes forming part of the Consolidated financial statements

(₹ in million)

	GROSS BLOCK (AT COST)				DEPRECIATION / AMORTIZATION				NET BLOCK				
	As at March 31, 2015	Additions	Deductions / Adjustments	Effect of Foreign Currency Exchange Differences	As at March 31, 2016	Upto March 31, 2015	Adjustment to opening Retained Earnings	For The Year	Deductions / Adjustments	Effect of Foreign Currency Exchange Differences	Upto March 31, 2016	AS AT March 31, 2016	AS AT March 31, 2015
<b>Tangible Assets</b>													
Land													
Freehold	1,373.35	3.33	17.68	-	1,359.00	-	-	-	-	-	-	1,359.00	1,373.35
(Previous Year)	(891.20)	(491.87)	(9.72)	-	(1,373.35)	-	-	-	-	-	-	(1,373.35)	-
Buildings													
Own	231.79	101.82	2.71	-	330.90	21.96	-	17.79	0.96	-	38.79	292.11	209.83
(Previous Year)	(189.41)	(42.38)	-	-	(231.79)	(16.92)	-	(5.04)	-	-	(21.96)	(209.83)	-
Given under operating lease	300.26	-	(1.27)	-	301.53	27.60	-	5.05	(0.71)	-	33.36	268.17	272.66
(Previous Year)	(305.28)	-	(5.02)	-	(300.26)	(23.57)	-	(4.81)	(0.78)	-	(27.60)	(272.66)	-
Plant and Machinery	8,376.90	1,051.05	184.04	173.88	9,417.79	3,022.14	-	902.89	114.18	68.58	3,879.43	5,538.36	5,354.76
(Previous Year)	(8,285.26)	(166.56)	(197.71)	(122.79)	(8,376.90)	(2,088.41)	(69.10)	(926.72)	(99.42)	(37.33)	(3,022.14)	(5,354.76)	-
Furniture and Fixtures	117.67	8.81	3.55	2.15	125.08	57.05	-	12.50	1.66	1.25	69.14	55.94	60.62
(Previous Year)	(108.24)	(9.64)	(1.50)	(1.29)	(117.67)	(41.52)	(0.64)	(15.74)	(1.45)	(0.60)	(57.05)	(60.62)	-
Construction Vehicles	2,677.44	753.92	0.04	70.25	3,501.57	1,726.67	-	380.53	(1.87)	51.10	2,160.17	1,341.40	950.77
(Previous Year)	(2,729.78)	(16.15)	(119.23)	(50.74)	(2,677.44)	(1,442.27)	(4.64)	(312.74)	(65.94)	(32.96)	(1,726.67)	(950.77)	-
Office Vehicles	783.09	118.48	53.21	17.68	866.04	406.12	-	101.24	37.10	11.10	481.36	384.68	376.97
(Previous Year)	(784.31)	(37.37)	(52.07)	(13.48)	(783.09)	(318.37)	(4.90)	(110.88)	(34.09)	(6.06)	(406.12)	(376.97)	-
Office Equipment	559.49	54.15	39.06	10.57	585.15	407.27	-	66.38	34.45	8.24	447.44	137.71	152.22
(Previous Year)	(524.24)	(54.73)	(26.16)	(6.68)	(559.49)	(264.28)	(56.85)	(104.67)	(22.81)	(4.28)	(407.27)	(152.22)	-
Lease Hold Improvements	67.80	6.48	-	-	74.28	18.50	-	8.54	-	-	27.04	47.24	49.30
(Previous Year)	(59.91)	(7.89)	-	-	(67.80)	(11.50)	-	(7.00)	-	-	(18.50)	(49.30)	-
Construction Accessories	4,417.97	676.41	278.16	45.99	4,862.21	2,984.05	-	357.90	242.40	36.86	3,136.41	1,725.80	1,433.92
(Previous Year)	(3,970.43)	(465.83)	(51.47)	(33.18)	(4,417.97)	(2,723.22)	(4.75)	(271.30)	(41.50)	(26.28)	(2,984.05)	(1,433.92)	-
Share from Jointly Controlled Entities	45.38	0.97	0.39	-	45.96	33.74	-	1.64	0.15	-	35.23	10.73	11.64
(Previous Year)	(46.86)	(0.33)	(1.81)	-	(45.38)	(32.75)	(0.07)	(2.04)	(1.12)	-	(33.74)	(11.64)	-
<b>Total</b>	18,951.14	2,775.42	577.57	320.52	21,469.51	8,705.10	-	1,854.46	428.32	177.13	10,308.37	11,161.14	10,246.04
<b>Intangible Assets</b>	17,894.92	1,292.75	464.69	228.16	18,951.14	6,962.81	140.95	1,760.94	267.11	107.51	8,705.10	10,246.04	-
Computer Software	122.76	8.19	-	-	130.95	73.42	-	20.21	-	-	93.63	37.32	49.34
(Previous Year)	(104.67)	(18.09)	-	-	(122.76)	(55.01)	-	(18.41)	-	-	(73.42)	(49.34)	-
Carriage way	14,000.01	0.06	-	-	14,000.07	3,562.16	-	1,014.65	-	-	4,576.81	9,423.26	10,437.85
(Previous Year)	(13,984.15)	(15.86)	-	-	(14,000.01)	(2,703.75)	-	(858.41)	-	-	(3,562.16)	(10,437.85)	-
Share from Jointly Controlled Entities	3,897.75	0.01	-	-	3,897.76	505.76	-	141.95	-	-	647.71	3,250.05	3,391.99
(Previous Year)	(4,693.70)	(9.28)	(805.23)	-	(3,897.75)	(1,196.10)	-	(128.17)	(818.51)	-	(505.76)	(3,391.99)	-
<b>Total</b>	18,020.52	8.26	-	-	18,028.78	4,141.34	-	1,176.81	-	-	5,318.15	12,710.63	13,879.18
<b>Previous Year</b>	18,782.52	43.23	805.23	-	18,020.52	3,954.86	-	1,004.99	818.51	-	4,141.34	13,879.18	-
<b>Capital Work in Progress</b>	-	-	-	-	-	-	-	-	-	-	-	81.78	106.06

**13.1** Joint Venture Assets included in Gross Block of ₹ 204.26 million (31.03.2015: ₹ 234.53 million) and Net Block of ₹ 19.95 million (31.03.2015: ₹ 29.09 million).

# Notes forming part of the Consolidated financial statements

## 13.2 Details of Assets acquired under hire purchase agreements

(₹ in million)

PARTICULARS	GROSS BLOCK (AT COST)		ACCUMULATED DEPRECIATION		NET BLOCK	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
Office Vehicles	45.23	63.59	7.85	14.30	37.38	49.29

## 13.3 Depreciation / amortization expense

(₹ in million)

	For the year ended March 31, 2016	For the year ended March 31, 2015
Tangible Assets	1,854.46	1,760.94
Intangible Assets	1,176.81	1,004.99
<b>Total</b>	<b>3031.27</b>	<b>2,765.93</b>

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	Amount	Number of Shares	Amount
<b>14 Investments</b>				
<b>14.1 Non Current Investments</b>				
<b>A Trade (Unquoted) (At Cost)</b>				
<b>(i) Investment in equity instruments</b>				
<b>a In Subsidiaries (Refer note 33.1)</b>				
In Equity Shares of "LKR" 10 each, fully paid up				
NCC Urban Lanka Private Limited (Value in ₹ 7)	2	-	2	-
In Shares of ₹ 10/- each, fully paid up				
Naftogaz Engineering Private Limited	50,000	0.50	50,000	0.50
<b>b In Associates</b>				
In Shares of ₹ 10 each, fully paid up				
Jubilee Hills Land Mark Projects Private Limited	2,500,000	-	2,500,000	-
Tellapur Techno City Private Limited	14,702,600	-	14,702,600	-
Paschal Form Work (I) Private Limited	6,549,892	25.35	6,549,892	33.38
Himalayan Green Energy Private Limited	1,000,000	150.97	1,000,000	142.92
Ekana Sportz City Private Limited	1,000,000	100.19	1,000,000	100.08
In Shares of one USD each fully paid up				
Apollonius Coal and Energy PTE Limited	3,778,757	231.03	3,778,757	222.45
In Shares of 1000 Dirham each fully paid up				
Nagarjuna Facilities Management Services,LLC, Dubai	147	3.43	147	3.53
In Shares of ₹ 1 each fully paid up				
Tellapur Technocity (Mauritius)	706,349,321	1,022.39	701,376,041	952.79

# Notes forming part of the Consolidated financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	Amount	Number of Shares	Amount
<b>c In Other entities</b>				
In Shares of ₹ 10 each, fully paid up				
SNP Developers and Projects LLP	548,113	5.39	548,113	5.39
SNP Ventures LLP	3,368,231	33.20	3,368,231	33.20
SNP Property Developers LLP	1,700,275	19.47	1,700,275	19.47
NAC Infrastructure Equipment Limited	1,499,900	15.00	1,499,900	15.00
In Shares of ₹ 25 each, fully paid up				
Akola Urban Co-operative Bank Limited	4,040	0.10	4,040	0.10
<b>(ii) Investment in preference shares</b>				
In Associates				
2% Redeemable Preference Shares of ₹ 100 each fully paid up				
Jubilee Hills Land Mark Projects Private Limited	4,274,999	166.55	4,274,999	240.24
Less: Provision for Diminution in value of Investments		96.21		-
		70.34		240.24
<b>(iii) Investment in debentures</b>				
In Associates				
Jubilee Hills Land Mark Projects Private Limited (of ₹ 100 each, fully paid up)	5,092,252	509.23	5,092,252	509.23
Tellapur Techno City Private Limited (of ₹ 1 each, fully paid up)	701,368,092	498.61	701,368,092	506.03
<b>(iv) In Association Of Persons (AOP)</b>				
JV of Aster Teleservices & MCML		1.00		1.00
Less: Provision for Diminution in value of Investments		1.00		-
		-		1.00
<b>B Trade (Quoted)</b>				
<b>Investment in equity instruments</b>				
In Shares of ₹ 10 each, fully paid up				
NCC Finance Limited [* (Value ₹ 90) ]	9	-	9	-
<b>C Share from Jointly Controlled Entities</b>		0.07		-
<b>Total</b>		2,685.27		2,785.31
<b>14.2 Current Investments</b>				
<b>A In Other entities (Unquoted)</b>				
In Shares of ₹ 10 each, fully paid up				
"Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016) (Refer note 14.3 & 45)"	561,847,279	4,922.32	818,691,749	7,495.51
Himachal Sorang Power Limited (Refer note 14.4)	3,994,890	402.52	3,994,890	402.52
Machilipatnam Port Limited	1,000	0.01	1,000	0.01

## Notes forming part of the Consolidated financial statements

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	Amount	Number of Shares	Amount
<b>B In Mutual Funds (Quoted)</b>				
L&T Mutual Fund (Refer note 14.5)				
- Debt Funds	<b>52,544,326</b>	<b>717.02</b>	25,658,035	315.43
- Liquid Funds		-	206,449	246.30
<b>C Share from Jointly Controlled Entities</b>		<b>10.93</b>		84.48
<b>Total</b>		<b>6,052.80</b>		8,544.25
Aggregate value of current Quoted Investments		<b>717.02</b>		561.73
Aggregate amount of Unquoted Investments		<b>8,021.05</b>		10,767.83
Aggregate market value of Non Current Quoted Investments * Market value of ₹ 13.14 (31.03.2015: ₹ 7.11)		-*		-*
Aggregate market value of Current Quoted Investments		<b>770.15</b>		580.71

**14.3** 342,180,574 shares (31.03.2015: 743,941,493 shares) have been pledged with the lenders against the term loans availed by Sembcorp Gayatri Power Limited.

**14.4** Of these 3,991,486 shares (31.03.2015 : 3,991,486 shares) are pledged with Axis Bank Limited as security for term loans availed by Himachal Sorang Power Limited.

**14.5** Includes investments held pursuant to the provisions of Debenture Trust Deed to meet Debt Service Reserve Account (DSRA) ₹ 150.00 million and Major Maintenance Reserve ₹ 316.50 million.

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>15 Long Term Loans and Advances</b>				
Un-Secured, Considered good				
Capital Advances		-		2.78
Loans and Advances to Related Parties				
Joint ventures		<b>733.21</b>		733.21
Associate		<b>19.47</b>		18.47
Advance towards debenture application money				
Associate		-		4.76
Deposits with Customers and Others		<b>23.19</b>		4.17
Advance for Purchase of Land (Refer note 15.1)		<b>189.58</b>		189.57
Deposits - Joint Development (Refer note 15.2)		<b>684.09</b>		681.59
Advance Taxes and Tax Deducted at Source		<b>954.27</b>		998.22
(Net of Provisions of ₹ 596.06 million (31.03.2015: ₹ 341.02 million))				
Other Loans and Advances		<b>308.58</b>		309.13
<b>Total</b>		<b>2,912.39</b>		2,941.90

## Notes forming part of the Consolidated financial statements

**15.1** Advances for Purchase of Land includes ₹ 167.35 million (31.03.2015: ₹ 167.35 million) towards three properties during the years from 2005-2006 to 2008-2009, in respect of which agreements were expired. The registrations in the name of NCC Urban Infrastructure Limited (NCC Urban) are pending due to non-fulfillment of certain obligations like obtaining necessary permissions, sanctions, clearances, approvals for conversions, etc from statutory authorities as per the agreement, either by NCC Urban or by the vendor. Erosion, if any, is not ascertainable. NCC Urban is confident of negotiating with the respective vendors for extension of the agreements and / or registration as per mutually agreed terms.

**15.2** Represents Deposits made for Joint Development ₹ 684.09 million (31.03.2015: ₹ 681.52 million) with respective land owners against registered Joint Development Agreements (JDAs). The lands under respective development agreements are in the possession of NCC Urban. NCC Urban is assessing the present market scenario and accordingly execute the project/s at an appropriate time.

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>16 Other Non - Current Assets</b>				
Un-Secured, Considered good				
Long term Trade Receivables		<b>42.27</b>		29.81
Interest accrued on loans		<b>9.26</b>		6.37
Retention Money		<b>1,191.17</b>		1,494.93
Deposits with Customers and Others		<b>1.43</b>		15.24
Share from Jointly Controlled Entities		<b>1.15</b>		0.04
<b>Total</b>		<b>1,245.28</b>		1,546.39

(₹ in million)

	As at March 31, 2016		As at March 31, 2015	
<b>17 Inventories</b>				
Raw Materials - at cost or under		<b>4,321.68</b>		5,318.55
Material in Transit - at cost or under		<b>0.16</b>		25.40
Work-in-progress - contract rates less profit margin		<b>20,979.95</b>		18,962.25
Property Development Cost (Refer note 17.1 & 17.2) - at cost or under		<b>3,034.69</b>		3,048.63
Share from Jointly Controlled Entities		<b>232.11</b>		215.09
<b>Total</b>		<b>28,568.59</b>		27,569.92

**17.1** Property development cost includes ₹ 286.55 million (31.03.2015: ₹ 286.55 million) representing the cost of acquisition of land from different land owners, for which the Company holds General Power of Attorney to deal with such land including registration of the sale in the name of the Company.

**17.2** Includes land admeasuring Acre 46.33 guntas located at Poppalaguda Village, Devar Yamzal Village, 124.97 Acres located at Neman Village and Acre 6.44 cents located at Zamin Pallavaram Village, Tamil Nadu held by a subsidiary and have now been offered as security to SBI Consortium / SBI CAP Trustee Company Limited in connection with ₹ 3,000.00 million loan availed by NCC Limited. The Subsidiary Company has created a charge in favour of SBI Consortium/SBI CAP Trustee Company Limited on the aforesaid lands.

## Notes forming part of the Consolidated financial statements

(₹ in million)

<b>18 Trade Receivables</b>				
Unsecured				
Outstanding for a period exceeding six months from the date they were due for payment				
Considered Good	<b>3,942.31</b>		3,769.18	
Considered Doubtful	<b>245.74</b>		191.13	
	<b>4,188.05</b>		3,960.31	
Less : Provision for doubtful trade receivables	<b>245.74</b>		191.13	
	<b>3,942.31</b>		3,769.18	
Other Trade receivables				
Considered Good	<b>12,783.65</b>		12,737.92	
		<b>16,725.96</b>		16,507.10
Share from Jointly Controlled Entities		<b>84.23</b>		66.54
<b>Total</b>		<b>16,810.19</b>		16,573.64
<b>19 Cash and Bank Balances</b>				
<b>Cash and Cash Equivalents (Refer note 19.3)</b>				
Cash on hand	<b>18.02</b>		27.99	
Balances with Banks :				
In Current Accounts	<b>2,420.26</b>		2,151.79	
In Deposit Accounts	<b>169.03</b>	<b>2,607.31</b>	81.61	2,261.39
Other Bank Balances				
In Deposit Accounts				
Margin Money Deposits (Refer note 19.1)	<b>262.15</b>		308.92	
Long Term Deposits	<b>564.25</b>		742.20	
Earmarked balances with Banks		<b>826.40</b>		1,051.12
Unpaid dividend accounts	<b>4.28</b>		4.76	
Long Term Deposits (Refer note 19.2)	-		162.70	
Escrow accounts (Refer note 31 (i) (a))	<b>30.68</b>		30.68	
		<b>34.96</b>		198.14
Share from Jointly Controlled Entities		<b>142.43</b>		65.41
<b>Total</b>		<b>3,611.10</b>		3,576.06

**19.1** Margin Money Deposits have been lodged with Banks against Guarantees issued by them.

**19.2** Pursuant to notification issued by Ministry of Corporate Affairs, vide circular no. 04/2013, dated February 11, 2013, the company has deposited an amount of ₹ Nil (31.03.2015: ₹ 150.43 million) in a scheduled bank.

**19.3** Balances meet the definition of "Cash and Cash Equivalents" as per AS - 3 'Cash Flow Statements'.

# Notes forming part of the Consolidated financial statements

(₹ in million)

	As at March 31, 2016	As at March 31, 2015
<b>20 Short Term Loans and Advances</b>		
Secured, considered good		
Loans to Related Parties		
Other Body Corporate (Refer note 20.1)	70.24	69.61
Unsecured considered good		
Loans to Related Parties		
Associates	0.74	0.67
Joint venture	6.87	8.44
	7.61	9.11
Loans to Other Body Corporates	196.00	196.00
Retention Money	14.20	-
Loans and Advances to Employees	143.31	186.92
Prepaid Expenses	437.71	486.35
Balances with Government Authorities		
Sales Tax / Value Added Tax credit receivable	3,416.08	3,247.36
Service Tax credit receivable	760.23	114.85
Advances to Suppliers, Sub-contractors and Others (Refer note 20.2)		
Considered Good	17,397.45	16,785.59
Considered Doubtful	304.60	158.60
	17,702.05	16,944.19
Less : Provision for doubtful advances	304.60	158.60
	17,397.45	16,785.59
Advances recoverable in cash or in kind or for value to be received	653.64	863.75
"Advance Taxes and Tax Deducted at Source (Net of Provisions of ₹ 312.43 million (31.03.2015: ₹ 459.51 million))"	644.49	712.38
Share from Jointly Controlled Entities	125.49	122.73
<b>Total</b>	<b>23,866.45</b>	<b>22,794.65</b>

**20.1** Secured by equitable mortgage of immovable properties of a body Corporate

**20.2** Advances to Suppliers, Sub-contractors and others, includes ₹ 4,766.92 million (31.03.2015: ₹ 3,774.22 million) amounts withheld by contractees and includes advance to enterprises owned are significantly influenced by key management personnel or their relatives ₹ 6,625.46 million (31.03.2015: ₹ 5,826.42 million).

	As at March 31, 2016	As at March 31, 2015
<b>21 Other Current Assets</b>		
Unsecured, considered good		
Retention Money	15,484.51	12,506.83
Deposits with Customers and Others		
Considered Good	603.55	611.60
Considered Doubtful	80.00	-
	683.55	611.60
Less: Provision for Doubtful Deposits	80.00	-
	603.55	611.60
Interest Accrued on Deposits and Others	405.56	970.52
Unbilled Revenue - Annuity Accrued	390.93	390.93
Share from Jointly Controlled Entities	76.36	69.76
<b>Total</b>	<b>16,960.91</b>	<b>14,549.64</b>



# Notes forming part of the Consolidated financial statements

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
<b>22 Revenue from Operations</b>		
Income from Contracts and Services	93,344.02	92,529.34
Other Divisions	1,401.63	2,094.88
Other Operating Income	724.48	158.11
Share from Jointly Controlled Entities	364.66	346.57
<b>Total</b>	<b>95,834.79</b>	<b>95,128.90</b>
<b>23 Other Income</b>		
Interest Income		
Deposits and Others	583.07	586.22
Loans and Advances	404.47	522.92
Income Tax refund	9.97	67.63
Others	3.44	7.70
Dividend Income from Investments	-	29.87
Profit on Sale of Long Term Investment	-	154.76
Profit on Sale of Short Term Investment	26.80	
Net Gain on foreign currency transactions	(47.70)	(319.48)
Other Non-Operating Income		
Rental Income	23.17	19.38
Profit On Sale of Fixed Assets	37.23	29.71
Miscellaneous Income	137.51	109.70
Share from Jointly Controlled Entities	8.32	58.60
<b>Total</b>	<b>1,186.28</b>	<b>1,267.01</b>
<b>24 Cost of Materials Consumed</b>		
Construction Materials, Stores and Spares		
Opening Stock	5,343.95	4,387.57
Add : Purchases	40,477.82	49,272.69
	45,821.77	53,660.26
Less : Closing Stock	4,321.84	5,343.95
Share from Jointly Controlled Entities	93.04	46.84
<b>Total</b>	<b>41,592.97</b>	<b>48,363.15</b>

## Notes forming part of the Consolidated financial statements

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
<b>25 Construction Expenses</b>		
Sub-contractors Work Bills	27,161.10	22,627.05
Transport Charges	576.57	1,216.77
Indirect Taxes		
Value Added Tax	2,323.97	1,625.38
Service Tax	652.02	528.56
	<b>2,975.99</b>	2,153.94
Repairs and Maintenance		
Machinery	1,273.42	1,070.07
Others	396.97	367.93
	<b>1,670.39</b>	1,438.00
Hire Charges for Machinery and others	1,954.69	1,942.41
Power and Fuel	220.94	149.79
Technical Consultation	307.99	232.97
Royalties, Seigniorage and Cess	348.72	281.05
Property Development Cost	8.88	24.02
Other Expenses	2,658.21	1,984.00
Share from Jointly Controlled Entities	155.12	51.94
	<b>5,654.55</b>	4,666.18
<b>Total</b>	<b>38,038.60</b>	32,101.94
<b>26 Changes in Inventories of Work in Progress</b>		
Opening Balance	18,962.25	16,770.01
Closing Balance	20,979.95	18,962.25
	<b>(2,017.70)</b>	(2,192.24)
Less: Translation Difference	-	13.81
Share from Jointly Controlled Entities	(11.30)	(104.97)
<b>Total</b>	<b>(2,029.00)</b>	(2,283.40)
<b>27 Employee Benefits Expense</b>		
Salaries and Other Benefits	4,120.53	3,440.16
Contribution to Provident Fund and Other Funds	326.19	297.95
Staff Welfare Expenses	262.30	203.02
Share from Jointly Controlled Entities	28.13	23.08
<b>Total</b>	<b>4,737.15</b>	3,964.21

# Notes forming part of the Consolidated financial statements

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
<b>28 Finance Costs</b>		
Interest Expense on		
Borrowings		
Debentures	67.56	205.29
Term Loans	1,264.15	1,446.79
Working Capital Demand Loans and Cash Credit	2,634.98	3,124.70
Mobilisation Advance	568.00	612.29
Others	846.76	747.03
	5,381.45	6,136.10
<b>Other Borrowing Costs</b>		
Commission on - Bank Guarantees	729.02	659.94
- Letters of Credit	184.84	180.21
	913.86	840.15
Bank and Other Financial Charges	130.31	136.44
Share from Jointly Controlled Entities	264.80	258.50
<b>Total</b>	<b>6,690.42</b>	<b>7,371.19</b>
<b>29 Other Expenses</b>		
Rent (Refer note 46)	562.55	620.38
Travelling and Conveyance	399.95	458.97
Office Maintenance	219.80	215.97
Electricity Charges	103.34	76.59
Rates and Taxes	128.73	91.97
Consultation Charges	207.13	169.47
Postage, Telegrams and Telephones	76.04	68.76
Insurance	137.65	106.86
Printing and Stationery	48.95	48.16
Legal and Professional Charges	180.38	125.16
Auditors' Remuneration	23.76	23.80
Directors' Sitting Fees	2.95	1.67
Trade Receivables / Advances Written off	254.26	551.03
Provision for Doubtful Trade Receivables / Advances	286.00	176.50
Miscellaneous Expenses	205.16	207.21
Share from Jointly Controlled Entities	44.53	43.52
<b>Total</b>	<b>2,881.18</b>	<b>2,986.02</b>
<b>30 Tax Expense</b>		
Current Tax	1,085.24	442.25
Current Tax - Prior year's Tax	40.81	15.19
Deferred Tax	(352.82)	54.62
<b>Total</b>	<b>773.23</b>	<b>512.06</b>

# Notes forming part of the Consolidated financial statements

## 31 Contingent Liabilities and Commitments (to the extent not provided for)

### (i) Contingent Liability

(₹ in million)

	<b>As at March 31, 2016</b>	As at March 31, 2015
(a) Matters under litigation		
Claims against the Group not acknowledged as debt		
- Disputed sales tax / entry tax liability for which the Company preferred appeal	<b>1,193.00</b>	1,195.22
- Disputed central excise duty relating to clearance of goods of LED division in favour of Developers of SEZ, for which the Company has filed an appeal to CESTAT, Bangalore	<b>5.73</b>	5.73
- Disputed service tax liability for which the Company preferred appeal	<b>1,706.12</b>	1,953.57
- Disputed income tax liability for which the Company preferred appeal (Net off Tax Deduction at Source and interest thereon submitted to the Tax Authorities)	<b>86.83</b>	120.50
- Others (Includes claim by National Highway Authority of India (NHAI) towards certain operating non-compliances by a subsidiary. NHAI has written to the company's Escrow Agent M/s. IDBI Bank Limited to hold ₹ 30.68 million (31.03.2015: ₹ 30.68 million) in Escrow account pending recovery. The company has represented to NHAI for releasing the amount kept on hold and is confident of a favourable decision by the NHAI).	<b>49.61</b>	43.21
(b) Impact of pending legal suits in various courts:		
- The Group is a party to several legal suits on construction contract terms related disputes, pending before various courts in India as well as arbitration proceedings. It is not possible to make a fair assessment of the likely financial impact of these pending disputes / litigations until the cases are decided by the appropriate authorities.		
- Joint and several liability in respect of joint venture projects and liquidated damages in respect of delays in completion of projects	<b>Amount not ascertainable</b>	Amount not ascertainable
- Levy of labour cess @ 1% (w.e.f. July 2007) on the construction contracts executed by the Company in the State of Andhra Pradesh contested before the Hon'ble High Court of Andhra Pradesh	<b>Amount not ascertainable</b>	Amount not ascertainable
- Compensation payable to land owners, in respect of Joint Development Agreements where delays have occurred in executing the projects and handing over the same to the respective land owners.	<b>Amount not ascertainable</b>	Amount not ascertainable
- NCC Vizag Urban Limited, a subsidiary, filed a law suit against repossession notice received from Andhra Pradesh Housing Board and the matter is sub-judice.	<b>Amount not ascertainable</b>	Amount not ascertainable
- In respect of NCC Infrastructure Holdings Limited (NCCIHL), a subsidiary, the process of sale of its investment in Himachal Sorang Power Limited was not completed as NCCIHL could not achieve wet commissioning due to certain force majeure events and the matter was referred to arbitration under Singapore International Arbitration Council.	<b>Amount not ascertainable</b>	Amount not ascertainable
- Certain cases were filed by petitioners against NCC Power Projects (Sompeta) Limited, a subsidiary, for setting aside alienation of land at Sompeta by Andhra Pradesh Infrastructure Corporation, for environmental clearance for the project and certain other matters and also for permanent injunctions restraining the subsidiary from possession and enjoyment of certain area of land.	<b>Amount not ascertainable</b>	Amount not ascertainable

## Notes forming part of the Consolidated financial statements

(₹ in million)

	As at March 31, 2016	As at March 31, 2015
- NCC International Convention Centre Limited, a subsidiary, filed a law suit filed for recovery of Project Development fees alongwith interest thereon from Infrastructure Corporation of Andhra Pradesh.	Amount not ascertainable	Amount not ascertainable
- Himalayan Green Energy Private Limited, an associate, filed a petition against the Government of Sikkim for cancellation of the Implementation Agreement of the project and the Honourable High Court's direction to appoint an arbitrator.	Amount not ascertainable	Amount not ascertainable
- Jubilee Hills Landmark Projects Private Limited, an associate, filed a Petition against a notice of demand from Greater Hyderabad Municipal Corporation (GHMC) for which stay was granted after making payment of one-fourth of the demand.	Amount not ascertainable	Amount not ascertainable
- The customs authorities issued show cause notice to an associate, Paschal Form Work (India) Limited, to explain the reasons for non-declaration of goods as well as the discounts given by the supplier.	Amount not ascertainable	Amount not ascertainable
- Owing to litigations and encumbrances attached to the land and unsuitability of land for construction, an associate, Tellapur Technocity Private Limited which had entered into a development agreement with Hyderabad Metropolitan Development Authority (HMDA) for the development of a township on 400 acres of land situated in Tellapur was precluded from developing 300 acres of such land.	Amount not ascertainable	Amount not ascertainable
(c) Guarantees		
Counter Guarantees given to the Bankers *	39.48	584.31
Performance guarantees, given on behalf of Subsidiaries and Associates*	-	-
Corporate Guarantees given to Banks and financial institutions on behalf of Associate.	35,784.74	35,784.74
*Excludes Guarantees given against Group's liabilities, in terms of Guidance Note issued by the Institute of Chartered Accountants of India.		
(d) Share of group in contingent liabilities of Joint ventures	45.96	17.09
(e) Share of group in contingent liabilities of Associates	0.90	11.38

### (ii) Commitments

(₹ in million)

	As at March 31, 2016	As at March 31, 2015
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for [net of advances ₹ 1.00 million (31.03.2015: ₹ 2.78 million)]		
Tangible	8.73	4.69
(b) Other commitments		
Commitment towards investment in companies [net of advances ₹ 25,715.46 million (31.03.2015: ₹ 27,283.80 million)]	157.77	799.92
Future Export commitments on account of import of machinery and equipments at concessional rate of duty under EPCG scheme	517.90	517.90
(c) Share of group in commitments of Associates	3,287.70	8,897.11

# Notes forming part of the Consolidated financial statements

## Note 32 Related Party Transactions

i) Following is the list of related parties and relationships:

S.No.	Particulars	S.No.	Particulars
<b>A)</b>	<b>Subsidiaries (Refer note 33.1)</b>	36	Sri. NR Alluri
1	NCC Urban Lanka (Private) Limited	37	Sri. JV Ranga Raju
2	Naftagaz Engineering Private Limited	38	Sri. KV Rao
		39	Sri RS Raju
<b>B)</b>	<b>Joint Ventures</b>	40	Sri MV Srinivasa Murthy
3	Brindavan Infrastructure Company Limited		
4	Bangalore Elevated Tollway Limited	<b>E)</b>	<b>Relatives of Key Management Personnel</b>
5	Pondicherry Tindivanam Tollway Limited	41	Dr. AVS Raju
6	Varaprada Real Estates Private Limited	42	Smt. A. Bharathi
7	Premco – NCC	43	Smt. B. Kausalya
8	SDB – NCC – NEC	44	Smt. A. Satyanarayanamma
9	NCC – PNC	45	Smt. J.Sridevi
10	NCC – SJRIPL	46	Smt. Sowjanya
11	NCC - Himachal	47	Smt. A. Arundathi
12	NCC – NEC – Maytas	48	Sri. Srinivasa Rama Raju
13	NCC – VEE	49	Smt. A. Swetha
14	NCC – MSKEL	50	Smt. A. Sridevi
15	NCCL ECIECCL ARPL JV	51	Sri. J.K. Chaitanya Varma
16	Aster Teleservices & MCML JV	52	Smt. A. Subhadra Jyothirmayi
	<b>Other Venturers</b>	53	Smt. A. Shyama
17	KMC Constructions Limited	54	Smt. A. Suguna
18	Gayatri Infra Ventures Limited	55	Sri. A. Harsha Varma
19	Gayatri Projects Limited	56	Sri. SK SSK Raju
20	IL & FS Engineering and Construction Company Limited		
21	Soma Enterprise Limited	<b>F)</b>	<b>Enterprises owned or significantly influenced by key management personnel or their relatives</b>
22	Terra Projects Limited	57	NCC Blue Water Products Limited
		58	Swetha Estates
<b>C)</b>	<b>Associates</b>	59	NCC Finance Limited
23	Paschal Form Work (India) Private Limited	60	Sirisha Memorial Charitable Trust
24	Nagarjuna Facilities Management Services LLC	61	Shyamala Agro Farms Private Limited
25	Himalayan Green Energy Private Limited	62	Ranga Agri Impex Private Limited
26	Jubilee Hills Landmark Projects Private Limited	63	NCC Foundation
27	Tellapur Technocity (Mauritius)	64	Sirisha Projects Private Limited
28	Tellapur Technocity Private Limited	65	Ruthvik Estates Private Limited
29	Apollonius Coal and Energy Pte.Ltd.	66	Narasimha Developers Private Limited
30	Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	67	Mihika Agro Farms Private Limited
31	Ekana Sportz City Private Limited	68	Lalit Agro Farms Private Limited
		69	Bhuvanesh Realtors Private Limited
<b>D)</b>	<b>Key Management Personnel</b>	70	Arnesh Ventures Private Limited
32	Sri. AAV Ranga Raju	71	Suguna Estates Private Limited
33	Sri. ASN Raju	72	AVSR Holding Private Limited
34	Sri. AGK Raju	73	NCC Urban Infrastructure Company Limited Dubai - U.A.E
35	Sri. AVN Raju		

# Notes forming part of the Consolidated financial statements

(ii) Related Party transactions during the year ended March 31, 2016 are as follows:

(₹ in million)

S. No.	Particulars	Associates		Joint ventures		Partnership firm		Keymanagement personnel and relatives		Enterprises owned and significantly influenced by key management personnels or their relatives	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1	Share Application Money Pending Allotment	4.76	-	-	-	-	-	-	-	-	-
2	Share Application Money Refunded	-	1.87	-	-	-	-	-	-	-	-
3	Investments in Equity shares	-	-	-	-	-	-	-	-	-	-
4	Sale of Investments	-	-	-	45.98	-	-	-	-	-	-
5	Loans granted	-	-	-	-	-	-	-	-	0.64	1.37
6	Advances granted	1.00	4.54	-	29.90	-	-	-	-	-	-
7	Advances Repayment received	-	37.16	-	-	-	-	-	-	-	-
8	Advances received	100.00	0.26	-	45.00	-	-	-	-	-	-
9	Advances repaid	-	87.46	-	-	-	-	-	-	-	-
10	Mobilisation Advance received	100.00	150.00	-	-	-	-	-	-	-	-
11	Mobilisation Advance recovered / adjusted	1,740.75	4,686.01	-	-	-	-	-	-	-	-
12	Retention Money recovered	1,229.99	3,177.76	-	-	-	-	-	-	-	-
13	Revenue from Operations	11,186.32	32,163.34	-	-	-	-	-	-	31.03	8.84
14	Material Purchases	9.23	12.59	-	-	-	-	-	-	-	-
15	Interest Income	3.21	82.51	-	-	-	-	-	-	-	-
16	Interest Expense	406.96	462.26	39.31	39.27	-	-	-	-	-	-
17	Reimbursement of Expenses	6.82	-	0.23	-	-	-	-	-	-	0.01
18	Remuneration (Including commission)	-	-	-	-	-	-	188.14	114.58	-	-
19	Rent expenses	-	-	-	-	-	-	-	-	113.02	118.95
20	Management fees	-	-	4.80	4.80	-	-	-	-	-	-
21	Lease Charges Paid	-	-	-	-	-	-	-	-	0.32	0.32
22	Utility shifting bills	-	-	-	-	-	-	-	-	-	-

## Notes forming part of the Consolidated financial statements

(₹ in million)

S. No.	Particulars	Associates		Joint ventures		Partnership firm		Keymanagement personnel and relatives		Enterprises owned and significantly influenced by key management personnels or their relatives	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
23	Dividend paid	-	-	-	-	-	-	27.89	5.96	17.79	3.73
24	Dividend received	-	-	-	29.87	-	-	-	-	-	-
25	Donations	-	-	-	-	-	-	-	-	-	0.05
26	Counter Guarantees and Letter of Credits	-	551.51	-	-	-	-	-	-	-	-
25 (a)	<b>Debit Balances outstanding as at 31.03.2016</b>	-	-	-	-	-	-	-	-	-	-
	Himalayan Green Energy Private Limited	141.93	138.04	-	-	-	-	-	-	-	-
	Jubilee Hills Landmark Projects Private Limited	116.71	270.71	-	-	-	-	-	-	-	-
	NCC Blue Water Products Limited	-	-	-	-	-	-	-	-	70.23	69.61
	Bangalore Elevated Tollway Limited	-	-	404.78	404.42	-	-	-	-	-	-
	Pondicherry Tindivanam Tollway Limited	-	-	261.53	261.53	-	-	-	-	-	-
	Brindavan Infrastructure Company Limited	-	-	6.58	6.58	-	-	-	-	-	-
	Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	5,916.93	6,487.48	-	-	-	-	-	-	-	-
	Tellapur Technocity Private Limited	31.75	31.75	-	-	-	-	-	-	-	-
	NCC Urban Infrastructure Company Limited Dubai	-	-	-	-	-	-	-	-	6,625.46	5,926.42



# Notes forming part of the Consolidated financial statements

(₹ in million)

S. No.	Particulars	Associates		Joint ventures		Partnership firm		Keymanagement personnel and relatives		Enterprises owned and significantly influenced by key management personnels or their relatives	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
	Paschal Form Work (I) Private Limited	1.23	0.12	-	-	-	-	-	-	-	-
	NCC Power Project (Sompeta) Private Limited	-	-	-	-	-	-	-	-	-	-
	NCCL ECIECCL ARPL JV	-	-	-	-	-	-	-	-	14.57	17.00
	Aster Teleservices & MCML Sersvices JV	-	-	-	-	-	-	-	-	6.86	8.36
	Ekana Sportz City Private Limited	336.96	-	-	-	-	-	-	-	-	-
25 (b)	<b>Credit Balances outstanding as at 31.03.2016</b>	-	-	-	-	-	-	-	-	-	-
	Nagarjuna Facilities Management Services LLC	32.25	30.76	-	-	-	-	-	-	-	-
	Brindavan Infrastructure Company Limited	-	-	3.50	3.50	-	-	-	-	-	-
	KMC Constructions Limited	-	-	4.84	4.97	-	-	-	-	-	-
	NCC Power Projects Limited	2,229.44	4,615.78	-	-	-	-	-	-	-	-
	Gayatri Projects Limited	-	-	368.19	332.81	-	-	-	-	-	-
	Gayatri Infra Ventures Limited	-	-	378.79	378.79	-	-	-	-	-	-
	NCC Blue Water Products Limited	-	-	-	-	-	-	-	-	1.53	1.25
	Sri AAV Ranga Raju	-	-	-	-	-	-	25.37	22.44	-	-
	Sri ASN Raju	-	-	-	-	-	-	12.64	9.58	-	-
	Sri AGK Raju	-	-	-	-	-	-	12.74	4.86	-	-
	Sri AVN Raju	-	-	-	-	-	-	12.40	4.56	-	-

# Notes forming part of the Consolidated financial statements

(₹ in million)

S. No.	Particulars	Associates		Joint ventures		Partnership firm		Keymanagement personnel and relatives		Enterprises owned and significantly influenced by key management personnels or their relatives	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
	Sri AKHS Rama Raju	-	-	-	-	-	-	0.72	1.39	-	-
	Sri JV Ranga Raju	-	-	-	-	-	-	2.73	2.78	-	-
	Sri RS Raju	-	-	-	-	-	-	0.83	-	-	-
	Sri MV Srinivasa Murthy	-	-	-	-	-	-	0.56	-	-	-
	Sri SK SSK Raju	-	-	-	-	-	-	0.14	-	-	-
	Sirisha Projects Private Limited	-	-	-	-	-	-	-	-	0.46	0.37
	Ruthvik Estates Private Limited	-	-	-	-	-	-	-	-	0.46	0.37
	Narasimha Developers Private Limited	-	-	-	-	-	-	-	-	0.46	0.37
	Mihika Agro Farms Private Limited	-	-	-	-	-	-	-	-	0.46	0.37
	Lalit Agro Farms Private Limited	-	-	-	-	-	-	-	-	0.46	0.37
	Bhuvanesh Realtors Private Limited	-	-	-	-	-	-	-	-	0.46	0.37
	Arnesh Ventures Private Limited	-	-	-	-	-	-	-	-	0.46	0.37
	Suguna Estates Private Limited	-	-	-	-	-	-	-	-	0.46	0.37
	Shyamala Agro Farms Private Limited	-	-	-	-	-	-	-	-	0.46	0.37
	Ranga Agri Impex Private Limited	-	-	-	-	-	-	-	-	-	-
	Ekana Sportz City Private Limited	250.00	150.00	-	-	-	-	-	-	-	-

## Notes forming part of the Consolidated financial statements

(iii) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year.

	(₹ in million)	
Particulars	2015-16	2014-15
<b>Share Application Money pending allotment</b>		
- Apollonius Coal and Energy Pte.Ltd.	1.87	1.87
- Tellapor Technocity Private Limited	4.76	-
<b>Sale of Investments</b>		
- Brindavan Infrastructure Company Limited	-	45.98
<b>Advances / Loan granted</b>		
- Varaprada Real estates Private Limited	29.81	29.81
- Brindavan Infrastructure Company Limited	-	-
- Pondichery tindivanam	-	-
- Himalayan Green Energy Private Limited	1.00	3.94
- NCC Blue water Projects Limited	0.63	1.37
<b>Advances / Loan Repayment Received</b>		
- Himalayan Green Energy Private Limited	-	36.56
<b>Advances Received</b>		
- Brindavan Infrastructure Company Limited	-	45.00
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	100.00	12.59
<b>Advances repaid</b>		
- Brindavan Infrastructure Company Limited	-	74.86
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	-	0.25
<b>Mobilisation Advance received</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	-	-
- Ekana Sportz City Private Limited	100.00	150.00
<b>Mobilisation Advance recovered / adjusted</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	1,740.75	4,686.01
<b>Retention Money recovered</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	1,229.99	3,177.75
<b>Revenue from Operations</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	10,407.41	32,163.34
- NCCL ECIECCL ARP JV	-	8.84
<b>Material Purchases</b>		
- Paschal Form Work (India) Private Limited	9.23	12.59
<b>Interest Income</b>		
- Jubilee Hills Landmark Projects Private Limited	-	69.50
- Himalayan Green Energy Private Limited	3.21	12.94

## Notes forming part of the Consolidated financial statements

(₹ in million)

Particulars	2015-16	2014-15
<b>Interest Expense</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	<b>406.96</b>	462.26
- Gayatri Projects Limited	-	35.38
<b>Reimbursement of Expenses</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	<b>6.84</b>	-
- Aster Teleservices & MCML Services JV	-	0.01
<b>Remuneration (Including commission)</b>		
- Sri AAV Ranga Raju	<b>56.82</b>	32.50
- Sri ASN Raju	<b>28.93</b>	16.66
- Sri AGK Raju	<b>28.86</b>	16.70
- Sri AVN Raju	<b>28.26</b>	16.06
- Sri JV Ranga Raju	<b>18.23</b>	18.22
<b>Rent paid</b>		
- Sirisha Projects Private Limited	<b>11.80</b>	12.66
- Ruthvik Estates Private Limited	<b>11.80</b>	12.66
- Narasimha Developers Private Limited	<b>11.80</b>	12.66
- Mihika Agro Farms Private Limited	<b>11.80</b>	12.66
- Lalit Agro Farms Private Limited	<b>11.80</b>	12.66
- Bhuvanesh Realtors Private Limited	<b>11.80</b>	12.66
- Arnesh Ventures Private Limited	<b>11.80</b>	12.66
- Suguna Estates Private Limited	<b>11.80</b>	12.66
- Shyamala Agro Farms Private Limited	<b>14.63</b>	15.23
<b>Management fees</b>		
- Bangalore Elevated Tollway Limited	<b>4.80</b>	4.80
<b>Lease charges paid</b>		
- NCC Blue Water Products Limited	<b>0.32</b>	0.32
<b>Dividend paid</b>		
- AVSR Holdings Private Limited	<b>13.62</b>	2.56
- Dr AVS Raju	<b>3.21</b>	0.79
- Sri AAV Ranga Raju	<b>5.43</b>	0.41
- Sri ASN Raju	<b>3.46</b>	0.80
- Sri AGK Raju	<b>3.90</b>	0.80
- Sri AVN Raju	<b>3.19</b>	0.74
- Sri NR Alluri	<b>3.54</b>	0.82
<b>Donations</b>		
- NCC Foundation	-	0.05
<b>Counter Guarantees and Letter of Credits</b>		
- Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016)	-	36.98

# Notes forming part of the Consolidated financial statements

**33** The Subsidiaries, Jointly Controlled Entities and Associate companies considered for Consolidated financial statements are:

Name of the Entity	Country of incorporation	Proportion of Ownership Interest	
		As at March 31, 2016	As at March 31, 2015
<b>Subsidiaries of the Company</b>			
NCC Urban Infrastructure Limited	India	80%	80%
NCC Infrastructure Holdings Limited	India	67.71%	67.71%
NCC Vizag Urban Infrastructure Limited	India	95%	95%
OB Infrastructure Limited	India	-	64.02%
Nagarjuna Construction Co.Ltd & Partners LLC	Sultanate of Oman	100%	100%
Nagarjuna Construction Company International LLC	Sultanate of Oman	100%	100%
NCC Infrastructure Holdings Mauritius Pte.Limited	Mauritius	100%	100%
Patnitop Ropeway & Resorts Limited	India	100%	100%
Nagarjuna Contracting Company LLC	Dubai	100%	100%
NCC International Convention Centre Limited.	India	100%	100%
NCC Oil & Gas Limited	India	80%	80%
Nagarjuna Construction Company (Kenya) Limited	Kenya	65%	65%
Vaidehi avenues Limited	India	100%	100%
Aster Rail Private Limited	India	100%	100%
NCC Power Projects (Sompeta) Private Limited	India	100%	100%
<b>Subsidiaries of NCC Urban Infrastructure Limited</b>			
Dhatri Developers & Projects Private Limited	India	100%	100%
Sushanti Avenues Private Limited	India	100%	100%
Sushruta Real Estates Private Limited	India	100%	100%
PRG Estates Private Limited	India	100%	100%
Thrilekya Real Estates Private Limited.	India	100%	100%
Varma Infrastructure Private Limited	India	100%	100%
Nandyala Real Estates Private Limited	India	100%	100%
Kedarnath Real Estates Private Limited	India	100%	100%
AKHS Homes Private Limited	India	100%	100%
JIC Homes Private Limited	India	100%	100%
Sushanthi Housing Private Limited	India	100%	100%
CSVS Property Developers Private Limited	India	100%	100%
Vera Avenues Private Limited	India	100%	100%
Sri Raga Nivas Property Developers Private Limited	India	100%	100%
VSN Property Developers Private Limited	India	100%	100%
M A Property Developers Private Limited	India	100%	100%
Vara Infrastructure Private Limited	India	100%	100%
Sri Raga Nivas Ventures Private Limited	India	100%	100%
Mallelavanam Property Developers Private Limited	India	100%	100%
Sradha Real Estates Private Limited	India	100%	100%
Siripada Homes Private Limited	India	100%	100%
NJC Avenues Private Limited	India	100%	100%

## Notes forming part of the Consolidated financial statements

Name of the Entity	Country of incorporation	Proportion of Ownership Interest	
		As at March 31, 2016	As at March 31, 2015
Nagarjuna Suites Private Limited	India	100%	100%
NCC Urban Homes Private Limited	India	100%	100%
NCC Urban Ventures Private Limited	India	100%	100%
NCC Urban Meadows Private Limited	India	100%	100%
NCC Urban Villas Private Limited	India	100%	100%
<b>Jointly Controlled Entity of NCC Urban Infrastructure Limited</b>			
Varaprada Real Estates Private Limited	India	40%	40%
<b>Partnership Firm</b>			
NR Avenues	India	100%	100%
<b>Subsidiary of NCC Infrastructure Holdings Limited</b>			
Western UP Tollway Limited	India	51%	51%
OB Infrastructure Limited	India	64.02%	-
NCC Infra Limited	India	100%	100%
Samashti Gas Energy Limited	India	100%	100%
<b>Partnership Firm</b>			
Subsidiary of NCC Infrastructure Holdings Mauritius Pte. Limited			
Liquidity Limited	Mauritius	100%	100%
Al Mubarakia Contracting Co.LLC	Dubai	100%	100%
<b>Subsidiary of Nagarjuna Construction Company International LLC</b>			
NCCA International Kuwait General Contracts Company LLC	Kuwait	100%	100%
NCC WLL	Qatar	100%	100%
<b>Jointly Controlled Entities</b>			
Brindavan Infrastructure Company Limited	India	33.33%	33.33%
Bangalore Elevated Tollway Limited	India	25.85%	25.85%
Pondicherry Tindivanam Tollway Limited	India	40.46%	40.46%
<b>Associates of the Company</b>			
Jubilee Hills Landmark Projects Private Limited	India	25%	25%
Himalayan Green Energy Private Limited	India	50%	50%
Nagarjuna Facilities Management Services LLC	Dubai	49%	49%
Tellapur Technocity (Mauritius)	Mauritius	26%	26%
Tellapur Technocity Private Limited	India	26%	26%
Paschal Form Work (I) Private Limited	India	26%	26%
Apollonius Coal and Energy Pte. Ltd.	Singapore	43.96%	43.96%
<b>Associates of NCC Infrastructure Holdings Limited</b>			
Sembcorp Gayatri Power Limited (formerly NCC Power Projects Limited - Not an Associate w.e.f March 15, 2016) (Refer note 46)	India	35%	55%
<b>Associate of NCC Infra Limited</b>			
Ekana Sportz City Private Limited	India	26%	26%

**33.1** In respect of subsidiary companies, NCC Urban Lanka (Private) Limited, where there are no transactions during the year and Naftogaz Engineering Private Limited which is in the process of dissolution have not been considered for consolidation.

# Notes forming part of the Consolidated financial statements

## 34 Legal / Statutory Reserve

As per Article 106 of the Commercial law of 1974 in the Sultanate of Oman, 10% of the Subsidiary Companies Net Profit is required to be transferred to a non-distributable legal reserve until the amount of the legal reserve equals one-third of the subsidiary's issued share capital. Similarly, as per the provisions of the UAE Commercial Companies Act, 10% of the Subsidiary Companies Net Profit is required to be transferred to a non-distributable statutory reserve until the amount of the statutory reserve equals 50% of the subsidiary's paid up share capital. Accordingly, the subsidiary has transferred an appropriate amount to the legal reserve.

35 In respect of a subsidiary NCC International Convention Centre Limited the Consortium of M/s. NCC Limited - NCC Infrastructure Holdings Limited, was awarded the Project for Development of Andhra Pradesh International Centre at New Delhi, on Public-Private - Partnership mode, by Government of Andhra Pradesh/ Infrastructure Corporation of Andhra Pradesh (INCAP) vide Letter of Award dated October 6, 2008.

In pursuance of the Letter of Award, the Consortium submitted Bank Guarantee for ₹ 50.00 million towards bid security. The Consortium also remitted an amount of ₹ 50.00 million towards Project Development Fee and requested for deferment of balance of Project Development Fee of ₹ 250.00 million at the time of execution of the Development Agreement and for submission of Performance Security at the time of achieving Financial Closure. In response, vide letter dated October 30, 2008, INCAP agreed for payment of Project Development Fee by the Consortium within 30 days submission of Performance Security at the time of execution of the Development Agreement.

As the development of the said project entailed an estimated investment of ₹ 10,640.00 million, to avail financial assistance from Bank (s), the Consortium addressed several letters to INCAP requesting them to provide documents relating to title deeds. But, the title documents relating to the project land were not furnished by INCAP.

Subsequently, Govt. of A.P vide G.O.Ms.No.8 dated February 20, 2009 cancelled the Letter of Award (LOA) dated October 6, 2008, alleging certain defaults on the part of the Consortium. The Consortium challenged the said cancellation of the Project and filed Writ Petition (WP No.3589/2009) before the High Court of Andhra Pradesh. During the pendency of the Writ Petition, the Govt. of Andhra Pradesh/ INCAP were directed to maintain status- quo with regard to the Bank Guarantee submitted against Bid Security.

The Hon'ble Single Judge vide his Orders dated June 26, 2009 dismissed W.P.No 3589/2009. Challenging the said orders, the Consortium filed Writ Appeal ( W A MP 1771 of 2009 in WA No. 891/2009 ) as stay of operation of the orders of the Single Judge was not granted, INCAP encashed the Bank Guarantee for ₹ 50.00 million, provided towards Bid Security.

As per the Request for Proposal, Project, Development Fee has to be remitted by the Developer ( Consortium ) and In view of the cancellation of LOA by the Government of Andhra Pradesh, the consortium cannot be deemed to be Developer. Accordingly, the consortium filed a Writ Appeal ( W A M P No. 1805 2009 in WA no: 81 of 2009) seeking an order for refund of Project Development Fee of ₹ 50.00 million paid to INCAP.

The appeal and the petitions are to be listed for final hearing. Based on the Legal Counsel's opinion, that the company has fair chance of success in the Writ Appeal, the management is confident of recovering the Project Development Fee of ₹ 50.00 million paid to INCAP.

In addition to the above appeal the subsidiary has filed a Civil Suit against M/s Infrastructure Corporation of Andhra Pradesh (INCAP) before the City Civil Court, Hyderabad for recovery of ₹ 135.00 million, which includes interest @12% per annum, calculated up to the date of filing the suit.

Pending the outcome of the Writ Appeal the accounts of the subsidiary company have been drawn up on a going concern basis and the amount of ₹ 50 million paid towards Project Development Fee to INCAP has been shown as receivable from INCAP and grouped under Other Current Assets.

## 36 Sale of investments in Himachal Sorang Power Limited

NCC Infrastructure Holdings Limited (NCCIHL), the subsidiary of the Company has, during the year 2012-13, entered into a Share Purchase Agreement (SPA) with TAQA Jyothi Energy Ventures Private Ltd (TAQA) for sale of 41,44,300 equity shares of ₹ 10/- each and 78,58,900 Zero Coupon Irredeemable Fully Convertible Debentures held by it in Himachal Soarang Power Limited (HSPL). In terms of SPA, the sale of shares to be effected in two tranches viz initial sale and subsequent sale.

Initial Sale (on the date of the SPA) envisaged transfer of:

- i) 1,52,810 Equity Shares of ₹ 10/- each of HSPL held by NCCIHL and
- ii) 78,58,900 Zero Coupon Irredeemable Fully Convertible Debentures of ₹ 10/- each of HSPL held by NCCIHL

The transfer of shares as envisaged was completed and NCCIHL has realized the proceeds for said transfer.

In respect of Subsequent Sale in which transfer of 39,91,490 Equity Shares of ₹ 10/- each of HSPL held by NCCIHL is to be effected, NCCIHL received an amount of ₹ 499.52 million from TAQA towards gross consideration of ₹ 589.52 million. The amount received (net of estimated related costs to be incurred aggregating to ₹ 172.76 million) is treated as "Advance Sales Consideration received". As at the year end, the transfer could not be effected due to various reasons as detailed below.

In terms of SPA, NCCIHL should achieve wet commissioning by March 2014 within agreed cost of ₹ 8900.00 million. In case these conditions are not met NCCIHL shall be obliged to bear

## Notes forming part of the Consolidated financial statements

all the costs above estimated cost of the project of ₹ 8900.00 million, till wet commissioning, from the gross consideration.

NCCIHL could not achieve wet commissioning due to force-majeure events such as floods, etc and TAQA has taken control of operations of HSPL effective from March 2013 by taking over the majority control in the Board of Directors of HSPL. Further, TAQA also took over the management of the project of HSPL during November 2013.

During current year, TAQA has invoked arbitration proceedings under the SPA detailing various disputes / claims. NCCIHL denied all the disputes / claims in its entirety and raised Counter Claims and admitted that it will nominate its arbitrator for resolving the matter. Response to Notice of Arbitration was also sent to TAQA and HSPL.

During the year 2012-13, NCCIHL has estimated and made a provision of ₹ 519.57 million towards its obligation to meet cost over runs, contingencies, etc. TAQA has during 2014-15 invoked bank guarantee. The net amount of ₹ 159.57 million (net of amount of bank guarantee invoked ₹ 360.00 million, submitted by NCCIHL as security) is presented under 'Short-term provisions – Obligation on sale of investments in HSPL.

The Management is expecting that the said arbitration proceedings will commence during June, 2016.

Since the matter, at present, is sub-judice, the impact of the same, if any, on the financial statements of the subsidiary is not ascertainable. Further, the management based on legal advice is confident that there may not be any significant impact on the financial statements as a result of outcome of arbitration proceedings.

The Management, at this juncture, does not foresee any adjustments to be made in the financial statements of NCCIHL. The adjustments, if any, required will be made on completion of said arbitration proceedings.

**37** The subsidiary NCC Infrastructure Holdings Limited which has invested in Equity Shares and / or in Preference Shares or has advanced monies in the following companies have incurred losses during the year and also have accumulated losses as at the end of the reporting period

(i) Bangalore Elevated Tollway Limited (ii) Pondicherry Tindivanam Tollway Limited (iii) OB Infrastructure Limited (iv) Samasthi Gas Energy Limited (v) Himalayan Green Energy Private Limited

Management is of the opinion that the erosion in the value of the investment and present financial position of these companies is temporary in nature and that the fair value of these investments is more than the cost and also advances are fully recoverable. Hence, no provision for diminution in the value of investments has been made. Further, Management is of the opinion that the advances are fully recoverable and hence no provision has been made.

**38** In respect of subsidiary NCC Power Projects (Sompeta) Private Limited, certain cases were filed by the petitioners in Honourable High Court of Andhra Pradesh for setting aside alienation of land at Sompeta by Andhra Pradesh Industrial Corporation, setting aside Environmental Clearance for the project and certain other matters. The subsidiary is a respondent to in all the cases. Besides these, certain individuals have filed cases in Civil Court for permanent injunctions restraining the subsidiary from possession and enjoyment of land admeasuring 1.78 acres. The matters are subjudice. The Management at this juncture do not foresee any adjustments to the carrying value of assets and liabilities on account of these cases at this juncture.

**39** In respect of subsidiary Nagarjuna Construction Company Limited and Partners LLC as at March 31, 2016 the subsidiary had accumulated losses of OMR 1.51 million equivalent to ₹ 259.97 million and net liabilities of OMR 1.32 million equivalent to ₹ 227.88 million. These factors, amongst others, indicate that the subsidiary shall require continued financial support from its members. The financial statements have been prepared on the going concern basis on the assumption that the Members of the subsidiary will continue to provide the necessary financial support.

The Subsidiary's Members have confirmed that they shall continue to support and provide the necessary financial assistance to the subsidiary and on the strength of this assurance, the financial statements have been prepared on the going concern basis.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets amounts or to amounts and classification of liabilities that may be necessary should the subsidiary be unable to continue as a going concern.

### **40 Employee Benefits**

Liability for retiring gratuity as on March 31, 2016 is ₹ 123.17 million (31.03.2015: ₹ 113.32 million) of which ₹ 41.15 million (31.03.2015: ₹ 24.86 million) is funded with the Life Insurance Corporation of India. The balance of ₹ 82.02 million (31.03.2015: ₹ 88.46 million) is included in Provision for Gratuity.

The liability for retiring gratuity as on March 31, 2016 in respect of subsidiary companies NCC Infrastructure Holdings Limited is ₹ 0.03 million (31.03.2015: ₹ 1.42 million), NCC Urban Infrastructure Limited is ₹ 16.40 million (31.03.2015: ₹ 12.82 million), OB Infrastructure Limited is ₹ 0.71 million (31.03.2015: ₹ 0.64 million), Western UP Tollway Limited ₹ 0.04 million (31.03.2015: ₹ 0.30 million), Aster Rail Private Limited ₹ 1.41 million (31.03.2015: ₹ 1.12 million), Nagarjuna Construction Co. International LLC ₹ 191.90 million (31.03.2015: ₹ 153.99 million), Nagarjuna Contracting Company LLC ₹ 10.55 million (31.03.2015: ₹ 19.20 million) and Al Mubarakia Contracting Co. LLC ₹ 2.45 million (31.03.2015: ₹ 2.99 million).



# Notes forming part of the Consolidated financial statements

## 41 Segment Reporting

- a) Business segment: The Group has considered business segment as primary segment for disclosure. The Group's operations predominantly consist of construction / project activities, which in the context of Accounting Standards 17 "Segment Reporting" is considered only business segment.
- b) Geographical segment: The Group has operations within India and outside India and the disclosures in respect of the geographical segment are given below:

(₹ in million)

Geographical Segment	Revenue for the year ended March 31, 2016	Segment assets As at March 31, 2016	Capital expenditure for the year ended March 31, 2016
Within India	88,655.53	102,757.85	1,084.20
(Previous year)	(88,831.57)	(103,921.25)	(1,279.71)
Outside India	8,365.54	24,473.60	1,699.47
(Previous year)	(7,564.34)	(21,528.36)	(56.27)

## 42 Earnings per share

(₹ in million)

	Year Ended March 31, 2016	Year Ended March 31, 2015
Net Profit after tax available for equity shareholders (₹ in million)	<b>1,105.52</b>	538.71
Weighted Average number of equity shares for Basic EPS (Nos)	<b>555,931,588</b>	436,403,256
Weighted Average number of equity shares for Diluted EPS (Nos)	<b>555,931,588</b>	436,403,256
Face value per share (₹)	<b>2.00</b>	2.00
Basic & Diluted EPS * (₹)	<b>1.99</b>	1.23

\*The Company has no dilutive instruments during the year ended March 31, 2016. As such Dilutive Earnings per share equals to Basic Earnings per share

- 43 In respect of an associate Himalayan Green Energy Private Limited, a special purpose vehicle incorporated for setting up of a hydro power project with an envisaged installed capacity of 280 MW - 300 MW at Teesta - I. No private land is to be acquired for setting up of this project.

Initial site clearance for survey and investigation was obtained from Ministry of Environment and Forest (MOEF) vide their letter dated 05.10.2005. Implementation Agreement (IA) between Government of Sikkim (GOS) and the Company was signed on 05.12.2005. The survey and investigation parties were deputed by the Company during September 2006 for conducting survey, investigation and hydrological studies. Due to certain local issues and resistance, survey and investigation works could not be completed.

Meanwhile, MOEF, has vide their letter dated, 08.10.2008 has ordered that the large scale developments should not be constructed at the project site area. Subsequently, the associate has taken up the matter through GOS. Certain studies were conducted by specialists with regard to environmental studies on behalf of the associate and the reports were submitted to MOEF through GOS. These were forwarded by MOEF to Environment Appraisal Committee (EAC). EAC in its meeting held on 19.01.2010 considered the report and advised the GOS to prioritize the projects under consideration.

Associate sought the support and cooperation of GoS for conducting the geological investigation and hydrological studies. Meanwhile, GoS vide letter dated 05.12.2011 has issued a show cause notice regarding termination of IA. In response, to the said show cause notice, the associate has represented to the GoS that all necessary steps were initiated by Company to fulfill the obligations under IA. Associate further requested the GoS not to terminate the IA and allow further time lines to fulfill the obligations under IA. However, GoS has cancelled the IA on 22.06.2012 without citing any reasons. Since, NCC Limited is very keen to pursue development of this Project, it has represented to the GoS to re-consider the cancellation of the IA and allow the company to develop this Project. Company filed Writ Petition (WP (C) No.43 of 2012) on 01.11.2012 before the Hon'ble High Court of Sikkim. Honourable High Court in its Order 21.11.2012 directed that GoS shall not, in the mean time, create any third party right in respect of the said project and that GoS shall ensure the protection of the property of the Company, if any, lying at the project site. Upon hearing, the Writ Petition was disposed of by the Honourable High Court of Sikkim on 12.08.2013 and directed that the parties

## Notes forming part of the Consolidated financial statements

shall appoint Arbitrator (s) in terms of Clause 9.1 of the Supplementary IA dated 18.01.2008 entered into between the Associate and GoS. The Company has suggested the name of the Arbitrator and waiting for the response from the GoS. Further company is planning to proceed to file case against GoS for dishonouring the Order of Honourable High Court of Sikkim dated August 12, 2013 or any other action / remedy as appropriate under the law.

Management is confident about settling the issue amicably and regarding the technical and financial viability of the project; obtaining all the requisite permissions, clearances; achieving the financial closure and successful execution of the project. Accordingly financial statements for the year have been drawn on going concern basis. Pre operative expenditure and other project related costs upto March 31, 2012 are grouped under capital work in progress. Interest on unsecured loans and other revenue expenses incurred after April 01, 2012 have been charged off to statement of profit and loss.

**44** In respect of a subsidiary Western UP Tollway Limited Capital Reserve includes group share of ₹ 287.54 million (31.03.2015: ₹ 287.54 million) and in respect of share from Jointly Controlled Entity Pondicherry Tindivanam Tollway Limited of ₹ 182.07 million (31.03.2015: ₹ 182.07 million) towards equity support received from National Highways Authority of India during the construction period.

### **45 Sale of Investment in NCC Power Projects Limited.**

NCC Infrastructure Holdings Limited ('NCCIHL'), a subsidiary, entered into an agreement for selling its investment in NCC Power Projects Ltd (Sembcorp Gayatri Power Limited) with Sembcorp Utilities PTE Ltd (SCU) Singapore on February 01, 2014, which was modified on August 17, 2014 and NCCIHL complied with majority of the conditions precedent as stipulated in the said agreement.

Pursuant to the said agreement, NCCIHL has sold 256,844,470 shares on March 15, 2016 to SCU. As a result, SCU's share holding in Sembcorp Gayatri Power Limited as of March 15, 2016 is 65%. Subsequent to the year end, in the month of April 2016, NCCIHL along with its nominee shareholder of NCCIHL have sold 216,094,908 shares to SCU whereby its share holding in the share capital of Sembcorp Gayatri Power Limited has increased to 84%. Accordingly, as permitted under the Accounting Standard 23: Accounting for Investments in Associates in Consolidated Financial Statements, Sembcorp Gayatri Power Limited is not considered as an Associate w.e.f March 15, 2016.

### **46 Leases**

- (i) Rental expenses of ₹ 431.62 million (31.03.2015: ₹ 489.45 million) has been charged to Statement of Consolidated Profit and Loss in respect of cancellable operating lease.
- (ii) The Company has entered into Operating Lease arrangement for certain equipments. The lease is non-cancellable for a period of 5 years from March 28, 2013 to March 27, 2018.

(₹ in million)

	<b>Year Ended March 31, 2016</b>	Year Ended March 31, 2015
<b>Future Minimum Lease Payments</b>		
Not later than one year	<b>130.93</b>	<b>130.93</b>
Later than one year and not later than five years	<b>130.93</b>	<b>261.84</b>
Later than five years	-	-
<b>Total</b>	<b>261.86</b>	<b>392.77</b>
Lease payments recognised in the statement of Profit and Loss	<b>130.93</b>	<b>130.93</b>

**47** Advance from Customers include an amount of ₹ 1,000.00 million from Gayatri Energy Ventures Private Limited (GEVPL), being consideration of sale of remaining 88,495,576 of equity shares of NCC Infrastructure Holdings Limited, pursuant to agreement dated February 28, 2014, as amended.

**48** Expenses incurred on Corporate Social Responsibility (CSR) programs under Section 135 of the Companies Act, 2013 are charged to the Statement of Consolidated Profit and Loss under 'Other Expenses' (Note 29) - ₹ 13.94 million (31.03.2015: ₹ 8.58 million).

## Notes forming part of the Consolidated financial statements

49 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in million)	As % of Consolidated profit or loss	Amount (₹ in million)
Parent: <b>NCCL</b>	30.13	11,568.75	53.52	591.65
<b>Subsidiaries</b>				
<b>Indian</b>				
NCC Urban Infrastructure Limited	14.75	5,604.36	52.81	583.83
NCC Infrastructure Holdings Limited	15.61	5,930.52	33.33	368.44
Western UP Tollway Limited	4.02	1,526.88	(25.48)	(281.70)
Samsathi Gas Corporation Limited	(0.00)	(1.05)	(0.03)	(0.31)
NCC Infra Limited	0.26	100.40	(0.00)	(0.02)
NCC Vizag Urban Infrastructure Limited	5.76	2,187.90	(0.09)	(1.04)
OB Infrastructure Limited	4.28	1,627.08	(5.12)	(56.62)
Patnitop Ropeways & Resorts Limited	0.02	8.88	(1.07)	(11.87)
NCC International Convention Center Limited	0.13	50.04	(0.00)	(0.02)
NCC Oil & Gas Limited	0.00	0.34	(0.00)	(0.01)
Vaidehi Avenues Limited	0.13	49.19	(0.03)	(0.31)
Aster Rail Private Limited	0.07	28.03	(2.09)	(23.05)
NCC Power Projects (Somepeta) Private Limited	1.71	650.71	(3.04)	(33.59)
Dhatri Developers & Projects Private Limited	(0.00)	(0.20)	(0.00)	(0.01)
Sushanti Avenues Private Limited	(0.00)	(0.06)	(0.00)	(0.01)
Sushruta Real Estates Private Limited	(0.00)	(0.16)	(0.00)	(0.01)
PRG Estates Private Limited	(0.01)	(4.04)	(0.00)	(0.01)
Thrilekya Real Estates Private Limited.	0.00	0.14	(0.00)	(0.01)
Varma Infrastructure Private Limited	(0.00)	(0.11)	(0.00)	(0.01)
Nandyala Real Estates Private Limited	(0.00)	(0.28)	(0.00)	(0.01)
Kedarnath Real Estates Private Limited	(0.00)	(0.06)	(0.00)	(0.01)
AKHS Homes Private Limited	(0.00)	(0.04)	(0.00)	(0.01)
JIC Homes Private Limited	0.00	0.00	(0.00)	(0.01)
Sushanthi Housing Private Limited	(0.00)	(0.00)	(0.00)	(0.01)
CSVS Property Developers Private Limited	0.00	0.00	(0.00)	(0.01)
Vera Avenues Private Limited	(0.00)	(0.03)	(0.00)	(0.01)
Sri Raga Nivas Property Developers Private Limited	(0.00)	(0.05)	(0.00)	(0.01)
VSN Property Developers Private Limited	(0.00)	(0.05)	(0.00)	(0.01)
M A Property Developers Private Limited	(0.00)	(0.00)	(0.00)	(0.01)
Vara Infrastructure Private Limited	(0.00)	(1.09)	(0.00)	(0.01)
Sri Raga Nivas Ventures Private Limited	(0.00)	(1.89)	(0.00)	(0.01)
Mallelavanam Property Developers Private Limited	(0.00)	(0.05)	(0.00)	(0.01)

## Notes forming part of the Consolidated financial statements

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in million)	As % of Consolidated profit or loss	Amount (₹ in million)
Sradha Real Estates Private Limited	(0.00)	(0.11)	(0.00)	(0.01)
Sripada Homes Private Limited	(0.00)	(0.11)	(0.00)	(0.01)
NJC Avenues Private Limited	(0.00)	(0.89)	(0.00)	(0.01)
Nagarjuna Suites Private Limited	(0.00)	(0.03)	(0.00)	(0.01)
NCC Urban Homes Private Limited	(0.00)	(0.06)	(0.00)	(0.01)
NCC Urban Ventures Private Limited	(0.00)	(0.06)	(0.00)	(0.01)
NCC Urban Meadows Private Limited	(0.00)	(0.06)	(0.00)	(0.01)
NCC Urban Villas Private Limited	(0.00)	(0.06)	(0.00)	(0.01)
<b>Foreign</b>				
Nagarjuna Construction Co Ltd & Partners LLC-Oman	0.02	7.26	(0.42)	(4.66)
Nagarjuna Construction Co International LLC-Oman	6.33	2,406.12	(25.45)	(281.34)
NCC Infrastructure Holdings Mauritius Pte Limited	9.69	3,683.15	(0.09)	(1.03)
Liquidity Limited	0.00	0.88	(0.07)	(0.78)
Al Mubarakia Contracting Co. LLC	0.01	2.23	2.98	32.95
Nagarjuna Contracting Company LLC-Dubai	6.98	2,651.28	17.56	194.16
Nagarjuna Construction Company (Kenya)	(0.00)	(0.06)	-	-
NCCL International Kuwait General Contracting Company	0.08	31.72	(0.65)	(7.19)
NCC WLL	0.00	1.02	(0.16)	(1.77)
<b>Jointly Controlled Entities</b>				
<b>Indian</b>				
Brindavan Infrastructure Company Limited	0.33	125.71	(0.02)	(0.23)
Bangalore Elevated Tollway Limited	0.68	259.70	(8.53)	(94.31)
Pondicherry Tindivanam Tollway Limited	0.17	65.90	(7.20)	(79.64)
Varapradha Real Estates Private Limited	0.06	22.12	1.11	12.23
<b>Partnership Firm</b>				
NR Avenues	(0.00)	(0.03)	(0.00)	(0.01)
<b>Minority Interests in Subsidiaries</b>	7.55	2,869.16	30.79	340.38
<b>Associates</b>				
(Investment as per equity method)				
<b>Indian</b>				
Jubilee Hills Landmark Projects Limited	1.53	579.57	(6.66)	(73.67)
Himalayan Green Energy Private Limited	0.40	150.97	(0.17)	(1.87)
Paschal Form Works (I) Private Limited	0.07	25.35	(0.73)	(8.03)
NCC Power Projects Limited	12.95	4,922.32	(4.27)	(47.24)
Tellapur Technocity Private Limited	1.31	498.61	(0.67)	(7.42)
Ekana Sportz City Private Limited	0.26	100.19	0.01	0.08

## Notes forming part of the Consolidated financial statements

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in million)	As % of Consolidated profit or loss	Amount (₹ in million)
<b>Foreign</b>				
Nagarjuna Facilities Management Services LLC	0.01	3.43	(0.01)	(0.11)
Tellapur Technocity (Mauritius)	2.69	1,022.39	(0.01)	(0.14)
Apollonius Coal Energy Pte Ltd	0.61	231.02	-	-

**50** Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year classification / disclosure.

**R.S. RAJU**  
Executive Vice President (F&A)

**M.V. SRINIVASA MURTHY**  
Company Secy. & E.V.P (Legal)

Hyderabad, May 24, 2016

For and on behalf of the Board

**A.A.V. RANGA RAJU**  
Managing Director  
(DIN No: 00019161)

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

Statement pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed FORM AOC-1 relating to Subsidiary, Associate and Jointly Controlled Companies

**PART A : Subsidiaries**

(₹ in million)

S. No.	Name of the entity	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before Taxation	Tax Expense/ (Benefit)	Profit/ (Loss) after Taxation	Proposed Dividend
1	NCC Infrastructure Holdings Limited	6960.50	(602.84)	9,703.15	3,345.49	8,164.71	487.80	(572.05)	-	(572.05)	-
2	OB Infrastructure Limited	147.57	1,236.24	4,437.48	3,053.67	717.02	925.69	(28.30)	-	(28.30)	-
3	Western UP Tollway Limited	100.75	518.94	6,056.20	5,436.51	-	1,049.45	(304.65)	-	(304.65)	-
4	NCC Infra Limited	0.50	(0.10)	100.41	100.01	100.00	-	(0.02)	-	(0.02)	-
5	NCC International Convention Centre Limited	10.00	(6.54)	50.06	46.60	-	-	(0.02)	-	(0.02)	-
6	Samashti Gas Energy Limited	0.50	(15.76)	0.52	15.78	-	0.03	(0.31)	-	(0.31)	-
7	NCC Power Projects (Sompeta) Private Limited	1.20	(236.68)	651.11	886.59	-	0.03	(33.58)	-	(33.58)	-
8	NCC Vizag Urban Infrastructure Limited	526.25	(6.92)	2,191.93	1,672.60	-	-	(1.04)	-	(1.04)	-
9	Patnitop Ropeway & Resorts Limited	22.55	(13.99)	8.92	0.36	-	-	(11.87)	-	(11.87)	-
10	Vaidehi Avenues Limited	50.58	(0.89)	49.71	0.02	-	-	(0.30)	-	(0.30)	-
11	NCC Oil & Gas Limited	0.50	(0.17)	0.34	0.01	-	-	(0.01)	-	(0.01)	-
12	Aster Rail Private Limited	30.99	(75.58)	55.21	99.80	1.00	41.45	(28.33)	(0.56)	(28.27)	-
13	Nagarjuna Construction Company International LLC,	877.58	1,538.16	15,506.33	13,090.59	-	7,153.89	(296.80)	(32.71)	(329.51)	-
14	NCC Infra.Holdings Mauritius Pte Ltd	1,780.47	330.36	4,946.59	2,835.76	1,458.75	112.75	(31.61)	-	(31.61)	-
15	Nagarjuna Construction Co. Ltd. & Partners – LLC	25.81	(253.71)	16.16	244.06	-	2.77	(2.66)	-	(2.66)	-
16	Nagarjuna Contracting Company LLC	5.41	1066.47	7132.07	6060.19	-	1,089.83	45.72	-	45.72	-
17	Liquidity Limited	8.41	(7.53)	8.02	7.14	7.92	-	(0.78)	-	(0.78)	-
18	Al Mubarakia Contracting Co. LLC	18.04	(15.81)	1,957.08	1,954.85	-	8.51	(26.67)	-	(26.67)	-
19	Nagarjuna Construction Company (Kenya) Limited	0.01	(0.08)	0.02	0.12	-	-	-	-	-	-

**PART A : Subsidiaries**

(₹ in million)

S. No.	Name of the entity	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before Taxation	Tax Expense/(Benefit)	Profit/(Loss) after Taxation	Proposed Dividend
20	NCCA International Kuwait General Contracts Company LLC	54.87	(41.14)	31.72	17.99	-	(0.49)	(7.19)	-	(7.19)	-
21	NCC WLL	18.20	(7.68)	11.42	0.91	-	-	(1.77)	-	(1.77)	-
22	NCC Urban Infrastructure Ltd – Standalone	1,500.00	164.32	7,523.47	5,859.15	-	1,826.35	8.86	1.48	7.38	-
23	AKHS Homes Private Limited	0.50	(0.03)	31.18	30.71	-	-	(0.01)	-	(0.01)	-
24	CSV5 Property Developers Private Limited	0.50	0.01	18.44	17.93	-	-	(0.01)	-	(0.01)	-
25	Dhatri Developers And Projects Private Limited	1.00	(0.20)	63.90	63.10	-	-	(0.01)	-	(0.01)	-
26	JIC Homes Private Limited	0.50	0.01	18.39	17.88	-	-	(0.01)	-	(0.01)	-
27	Kedarnath Real Estates Private Limited	1.71	31.55	49.02	15.76	-	-	(0.01)	-	(0.01)	-
28	MA Property Developers Private Limited	0.50	0.00	17.50	17.00	-	-	(0.01)	-	(0.01)	-
29	Malleavanam Property Developers Private Limited	0.50	(0.05)	9.91	9.46	-	-	(0.01)	-	(0.01)	-
30	Nagarjuna Suites Private Limited	0.10	(0.03)	0.10	0.03	-	-	(0.01)	-	(0.01)	-
31	Nandyala Real Estates Private Limited	1.16	26.05	57.25	30.04	-	-	(0.01)	-	(0.01)	-
32	NCC Urban Homes Private Limited	0.10	(0.06)	0.10	0.06	-	-	(0.01)	-	(0.01)	-
33	NCC Urban Meadows Private Limited	0.10	(0.06)	0.10	0.06	-	-	(0.01)	-	(0.01)	-
34	NCC Urban Ventures Private Limited	0.10	(0.06)	0.10	0.06	-	-	(0.01)	-	(0.01)	-
35	NCC Urban Villas Private Limited	0.10	(0.06)	0.10	0.06	-	-	(0.01)	-	(0.01)	-
36	NJC Avenues Private Limited	0.50	(0.89)	1,293.58	1,293.97	-	-	(0.01)	-	(0.01)	-
37	PRG Estates Private Limited	0.10	34.00	55.04	20.94	-	-	(0.01)	-	(0.01)	-
38	Siripada Homes Private Limited	0.50	(0.10)	0.48	0.08	-	-	(0.01)	-	(0.01)	-
39	Sradha Real Estates Private Limited	0.50	(0.11)	0.48	0.09	-	-	(0.01)	-	(0.01)	-
40	Sri Raganivas Property Developers Private Limited	0.50	(0.05)	33.61	33.16	-	-	(0.01)	-	(0.01)	-

**PART A : Subsidiaries**

(₹ in million)

S. No.	Name of the entity	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before Taxation	Tax Expense/(Benefit)	Profit/(Loss) after Taxation	Proposed Dividend
41	Sri Raganivas Ventures Private Limited	0.50	(1.88)	0.69	2.07	-	-	(0.01)	-	(0.01)	-
42	Sushanti Avenues Private Limited	1.00	(0.06)	46.74	45.80	-	-	(0.01)	-	(0.01)	-
43	Sushanti Housing Private Limited	0.50	0.00	17.50	17.00	-	-	(0.01)	-	(0.01)	-
44	Sushruta Real Estates Private Limited	1.00	(0.16)	17.73	16.90	-	-	(0.01)	-	(0.01)	-
45	Thrilekya Real Estates Private Limited	1.15	26.25	44.60	17.20	-	-	(0.01)	-	(0.01)	-
46	Vara Infrastructure Private Limited	0.50	(0.10)	0.48	0.08	-	-	(0.01)	-	(0.01)	-
47	Varma Infrastructure Private Limited	0.10	49.62	67.32	17.60	-	-	(0.01)	-	(0.01)	-
48	Vera Avenues Private Limited	0.50	(0.02)	14.14	13.66	-	-	(0.01)	-	(0.01)	-
49	VSN Property Developers Private Limited	0.50	(0.05)	33.65	33.20	-	-	(0.01)	-	(0.01)	-
50	NCC Urban Lanka Infrastructure Limited	0.000007	-	0.000007	-	-	-	-	-	-	-
51	Naftogaz Engineering Private Limited	-	-	-	-	-	-	-	-	-	-

(1) Exchange rate as on 31.03.2016: Rial Omani = ₹ 172.074, AED = ₹ 18.04, US\$ = ₹ 66.25, KWD = ₹ 219.47 KES = ₹ 0.65, QAR=₹ 18.20

(2) Naftogaz Engineering Private Ltd., appearing under Sl.No.51 of the table has not prepared Financial Statements as the Company has applied for striking off its name and notice was served by Ministry of Corporate Affairs on July 15, 2011 under Section 560(3) of the Companies Act, 1956 and dissolution of the Company is under process.

- Name(s) of the Subsidiary Companies which are yet to Commence operations

Sl. No	Name
1	NCC Urban Lanka Infrastructure Limited

- Name(s) of the Subsidiary Companies which have been/being Liquidated or sold during the year

Sl. No	Name
1	Naftogaz Engineering Private Limited



**PART B : Associates and Joint Ventures**

(₹ in million)

Sl. No.	Name of the Associate/ Joint Ventures	Latest audited B/S date	Shares of Associate / JV held by the Company at the year end		Description of how there is significant influence	Reason why the associate/ Joint venture not consolidated	Network attributable to Shareholding as per latest audited Balance Sheet	Profit/ Loss considered in consolidation	Profit/ Loss not considered in consolidation	
			No.	Amount of investment in Associate/ JV						Extent of Holding
<b>ASSOCIATES</b>										
1	Paschal Form Work (India) Private Limited	31.03.2016	6,549,892	69.14	26%	Significant influence due to % of Share Capital	-	24.77	(8.03)	-
2	Nagarjuna Facilities Management Services LLC	31.03.2016	147	1.72	49%	Significant influence due to % of Share Capital	-	2.68	(0.11)	-
3	Jubilee Hills Landmark Projects Private Limited	31.03.2016	Equity 2,50,000	25.00	25%	Significant influence due to % of Share Capital	-	165.99	(73.67)	-
			Provision for diminution in investment Net	(-)25.00						
			Preference 4,274,999	427.50						
			Provision for diminution in investment Net	(-) 275.00						
4	Tellapur Technocity Private Limited	31.03.2016	14,702,600	147.03	26%	Significant influence due to % of Share Capital	-	(238.14)	(7.42)	-
5	Apollonius Coal and Energy Pte Ltd.	31.03.2016	1,498,757	79.97	17.44%	Significant influence due to % of Share Capital	-	98.67	-	-
<b>JOINTLY CONTROLLED ENTITIES</b>										
1	Brindavan Infrastructure Company Limited	31.03.2016	8,643,036	34.58	33.33%	Joint control over the economic activity of the entity	-	125.71	(0.23)	-
2	Bangalore Elevated Tollway Limited	31.03.2016	80,400	0.80	0.37%	Joint control over the economic activity of the entity	-	4.45	(98.41)	-
3	Pondicherry Tindivanam Tollway Limited	31.03.2016	1,775,250	168.53	25.05%	Joint control over the economic activity of the entity	-	56.99	(80.83)	-

Name(s) of the associate(s) or joint venture(s) which are yet to commence operations : NIL





## Regional Offices

### 1. Ahmedabad

211-212, Sarthik - II, Opp: Rajpath Club  
Sarkhej - Gandhinagar Highway  
Ahmedabad - 380 054  
Tel: +91 79 26871478/69  
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### 2. Bengaluru

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Bangalore-560 001  
Tel: +91 80 22258991 / 3309  
Email: ro.blr@nccltd.in

### 3. Bhubaneswar

3rd Floor, 98, Keshari Complex,  
Kharavela Nagar, Bhubaneswar - 751001  
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Email: ro.bbnr@nccltd.in

### 4. Chennai

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### 5. Kochi

Sherwali, CC 44/1725-A, Perandoor Road  
Opp Masthan Tower, Kaloor  
Cochin - 682017  
Tel: +91 484 2530160

### 6. Lucknow

House No. : C-2-183, Ansal Golf City  
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### 7. Mumbai

B-402, Dipti Classic, Off M V Road  
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Tel: +91 22 26826790  
Email: ro.mumbai@nccltd.in

### 8. Kolkata

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5th Floor, New Town Action Area -II,  
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Email: ro.kolkatta@nccltd.in

### Overseas Offices

Muscat | Doha

