



NCL HOLDINGS (A&S) LIMITED

BOARD OF DIRECTORS

Ashven Datla	- Director
Ambujodar Reddy Kanala	- Director
Bimal V Goradia	- Executive Director
Madhu Kalidindi	- Managing Director

Madhur Shrivastav	- Company Secretary (CS)
Sarasuram Dendukuri	- Chief Financial Officer (CFO)

AUDITORS

M/s. Bhanu Murali & Co.
Chartered Accountants
Hyderabad.

REGISTERED OFFICE (w.e.f. 01/11/2021)

4thFloor, NCL Pearl, Sarojini Devi Road,
Secunderabad, Telangana,
India- 500026.
CIN: U65920TG2018PLC121664
Website: www.nclholdings.in
Email: nclholdings@nclbuildtek.com
csnclholdings@gmail.com
Phone Number: 040-69041901

OUR BANKERS

HDFC Bank, Pet Basheerabad Branch

DEMATERIALISATION OF SHARES

ISIN NO: INE06DT01010 (NSDL & CDSL)

DEMAT REGISTRAR

REGISTRAR & SHARE TRANSFER AGENTS
Venture Capital and Corporate Investments Pvt. Ltd.,
12-10-167, Bharat Nagar, Hyderabad- 500018
Tel: 040-23818475/76 Direct No. 040-23868257
Website: www.vccipl.com
Email id: info@vccipl.com
investor.relations@vccipl.com

TABLE OF CONTENTS

AGM Notice	02
Director's Report	09
Standalone Financials	
Auditor's Report	16
Balance Sheet	22
Profit & Loss Statement	23
Cash Flow Statement	24
Consolidated Financials	
Auditor's Report	34
Balance Sheet	38
Profit & Loss Statement	39
Cash Flow Statement	40

AGM NOTICE

NOTICE is hereby given that the 4th Annual General Meeting (AGM) of NCL Holdings (A&S) Limited will be held on Friday, December 24, 2021, at 10:30 a.m. IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of the Auditor's and the Directors thereon and
 - b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Report of the Auditor's thereon.
2. To approve the Final Equity Dividend of Rs. 1/- per share for the Financial Year 2020-21.
3. To appoint a director in place of Mr. Ashven Datla (DIN: 01837573), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Ashven Datla (DIN: 01837573), who retires by rotation at this meeting in terms of Section 152 of the Companies Act, 2013 and being eligible, be and is hereby re-appointed as a Director of the Company."

4. Re-appointment of Statutory Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Bhanu Murali & Co., Chartered Accountants, Hyderabad, having FRN.:01499S, be and are hereby re-appointed as Statutory Auditors of the Company for a term of 5 years and to hold the office from the conclusion of 4th Annual General Meeting till the conclusion of 9th Annual General Meeting of the Company subject to ratification by the members at every Annual General Meeting of the company at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed with the Board of Directors."

**For and on behalf of the Board of Directors
NCL HOLDINGS (A&S) LIMITED**

Place : Hyderabad,
Date : November 29, 2021

Madhur Shrivastav
Company Secretary
M. No.: ACS 64128

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act (“Act”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India setting out material facts concerning the business under Item No. 4 of the Notice is annexed hereto.
2. Shareholders are requested to note that pursuant to the Circular issued by Ministry of Corporate Affairs dated September 10, 2018, unlisted public limited companies are required to allot shares only in dematerialized form post October 02, 2018. Accordingly, beneficiaries who have not been allotted shares of NCL Holdings (A&S) Ltd. due to non-dematerialization of their holdings in NCL Buildtek Limited (formerly NCL Alltek & Seccolor Ltd) at the time of allotment pursuant to scheme of Demerger, are requested to intimate their Demat Account details to the Company to enable the company to credit their entitlement to their respective Demat Account. Voting rights on these shares held in “NCL Holdings (A&S) Limited-Unclaimed Suspense Account” shall remain frozen till the credit of such shares are given to the demat account of beneficiaries.
3. Members may note that the Company has DEMAT connectivity with both NSDL & CDSL. The ISIN for the equity shares of the Company is **INE06DT01010**. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar & Share Transfer Agents **M/s. Venture Capital and Corporate Investments Pvt. Limited** at investor.relations@vccipl.com.
4. The registered office of the company was shifted from 5th Floor, NCL Pearl, Sarojini Devi Road, East Maredpally, Secunderabad, Telangana – 500026 to 4th Floor, NCL Pearl, Sarojini Devi Road, East Maredpally, Secunderabad, Telangana – 500026.
5. Members are requested to directly inform changes if any, pertaining to their name, postal address, e mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their respective Depository Participants in case the shares are held in electronic form. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
6. Members holding shares in the Company with multiple folio's are requested to consolidate their holdings in to single folio for better services.
7. Shareholders attention is drawn to the disclosures with respect to shares held in Unlisted Companies while filing ITR-2 from the Assessment Year: 2019-20 onwards. In this connection, members may note that the Cost of Acquisition of share of NCL Holdings (A&S) Limited allotted pursuant to Scheme of Demerger will be 47% (Forty-Seven) of Cost of Acquisition (purchase price) of original Share of NCL Buildtek Limited (Formerly NCL Alltek & Seccolor Ltd) prior to Demerger.
8. Pursuant to Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2020, your Company is not required to have Whole Time Company Secretary. But for the better corporate governance, your company has appointed Mr. Madhur Shrivastav as the Company Secretary of the Company with effect from 01st May, 2021. Members may address their grievances to the Secretarial department by sending an email to csnclholdings@gmail.com in or call on 040-69041901 (direct line).
9. In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 13th January 2021 read with circulars dated 5th May 2020, 13th April 2020 and 08th April 2020 (collectively referred to as 'MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the 4th AGM of the Company is being conducted through VC/OAVM. The deemed venue for the 4th AGM shall be the Registered Office of the Company i.e., 4th Floor, NCL Pearl, Sarojini Devi Road, East Maredpally, Secunderabad, Telangana - 500026.
10. In compliance with the aforesaid MCA circulars, notice of the AGM is being sent only through electronic mode to members whose email addresses are registered with the Company. Members may note that Notice will also be available on Company's website. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com. Since, the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
11. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 4th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
12. The Register of Members and Share Transfer Register will remain closed from 17th December, 2021 (Friday) to 24th December, 2021 (Friday) (both days inclusive) on account of the Annual General Meeting.
13. The Company has availed the services of Central Depository Services (India) Limited (“CDSL”) for conducting 4th AGM through VC/OAVM for enabling participation of Members, remote e-voting and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM and raising queries/clarifications is explained at **point No's. 20& 21 below**. Members may note that as on the date of this report all the shares of the Company are in dematerialised form.
14. Corporate members intending to participate through their Authorized Representatives are requested to send a scanned copy (in JPEG / PDF format) of a duly certified Board Resolution authorizing their representative(s) to participate and vote

on their behalf at the AGM (through e-voting), pursuant to Section 113 of the Act, to the Company's Registrar and Share Transfer Agents at investor.relations@vccipl.com with a copy marked to helpdesk.evoting@cdslindia.com.

15. In case of joint holders attending the Meeting, only such joint holder who is first in the order of names will be entitled to vote.
16. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the cut-off date i.e., **Thursday, December 16, 2021** may obtain the user ID and Password by sending a request to helpdesk.evoting@cdslindia.com and can exercise their voting rights through remote e-voting by following the instructions listed herein below or by voting facility provided during the meeting.
17. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the AGM, i.e., from **10.15 a.m. to 10.45 a.m.** The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include of Large Shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting through VC can be accessed at www.nclholdings.in.
21. Members are requested to note that pursuant to the Scheme of Arrangement (Demerger), the Company has allotted 53090 shares to the Demat account of Investor Education and Protection Fund (IEPF), since as on the record date of allotment of shares under scheme of demerger IEPF was one of the Shareholders. Shareholders are requested to contact the company and claim the shares from IEPF authority by filing Form No. IEPF-5 in the prescribed manner. The detailed procedure to claim refund is available on the website of IEPF Authority at: www.iepf.gov.in

22. Instructions for Members for Remote e-voting and joining the AGM are as follows:

A. Voting through electronic means:

- i. The remote e-Voting period will commence on **Tuesday, December 21, 2021 (9:00 am IST) and ends on Thursday, December 23, 2021 (5:00 pm IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Thursday, December 16, 2021**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING SECURITIES IN DEMAT FORM:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" module.
- iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individuals and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by

the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of **NCL Holdings (A&S) Limited** on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: csnclholdings@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT FORM:

- xviii. **For Individual Shareholders holding Securities in Demat mode with CDSL:**
 - Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
 - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
 - If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
- xix. **For Individual Shareholders holding Securities in Demat mode with NSDL:**
 - If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
 - After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see eVoting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
 - If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>. Visit the e-

Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

xx. **For Individual Shareholders (holding shares in Demat mode) login through their Depository Participant:**

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - Only those Members, who will participate in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
 - If any Votes are cast by the members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
 - Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
23. **Procedure to raise questions / seek clarifications with respect to Annual Report:**
- For the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number to nclholdings@nclbuildtek.com Questions/ queries received by the Company till **5:00 p.m. IST on Thursday, December 16, 2021**, shall only be considered and responded to by email.
 - Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email to nclholdings@nclbuildtek.com any time **before 5:00 p.m. IST on Thursday, December 16, 2021**,

mentioning their name, Demat account number/ folio number, email id, mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.

24. Queries/issues regarding attending AGM & e-voting

- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com or contact at Toll free No: 1800225533.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call on at Toll free No: 1800225533.

25. Any person whose name is recorded in the register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., **Thursday, December 16, 2021** shall be entitled to avail the facility of remote e-Voting before as well as voting during the AGM. Any person who is not a member as on the cut-off date and receives this notice shall treat the same for information purposes only.

26. Scrutinizer & Voting results

- The Board of Directors of the Company has appointed Mr. Balaramakrishna Desina, Practising Company Secretary (COP No.-22414), as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner. After the conclusion of voting at the AGM, the Scrutinizer will submit a report to the Chairman of the meeting or a person authorized by him, after taking into account votes cast at the AGM as well as through remote e-voting within 48 (forty-eight) hours from the conclusion of the AGM.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.nclholdings.in.

**For and on behalf of the Board of Directors
NCL HOLDINGS (A&S) LIMITED**

Place : Hyderabad
Date : November 29, 2021

Madhur Shrivastav
Company Secretary
M. No.: ACS 64128

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")**Item No. 4: Though not required as per Section 102, Explanatory statement was provided for better understanding of members:**

The Members of the Company at the Third Annual General Meeting held on September 29, 2020 has appointed M/s. Bhanu Murali & Co., Chartered Accountants, Hyderabad as the Statutory Auditors of the Company for a term of 1 year till the conclusion of the fourth Annual General Meeting to be held in the year 2021.

M/s. Bhanu Murali & Co., is a firm of Chartered Accountants established in the year 2013, having their offices in Hyderabad and Visakhapatnam. The Partners have diverse and rich experience.

The Board of Directors recommend the re-appointment of M/s. Bhanu Murali & Co., as the Statutory Auditors of the Company for a term of 5 years and to hold the office of the Statutory Auditors from the conclusion of 4th Annual General Meeting till the conclusion of 9th Annual General Meeting of the Company.

M/s. Bhanu Murali & Co., have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the Notice.

**For and on behalf of the Board of Directors
NCL HOLDINGS (A&S) LIMITED**

Place : Hyderabad
Date : November 29, 2021

Madhur Shrivastav
Company Secretary
M. No.: ACS 64128

Directors' Report

The Board of Directors have pleasure to present the Fourth (4th) Annual Report along with Audited Statement of Accounts (including consolidated performance of the Company and its subsidiaries) for the year ended March 31, 2021.

Financial Results

Rs. In Lakhs

Particulars	Standalone		Consolidated	
	Financial Year 2020-21	Financial Year 2019-20	Financial Year 2020-21	Financial Year 2019-20
Revenue	#472.85	#660.07	2097.37	2832.92
Expenses	240.67	131.87	1985.45	2282.19
Profit Before Exceptional items & Tax	232.18	528.20	111.91	550.73
Exceptional items	-	##300.00	-	(0.90)
Profit Before Tax	232.18	828.20	111.91	549.83
Tax Expense	(0.25)	(72.19)	(49.34)	(106.10)
Minority Interest	-	-	(1.27)	(1.34)
Profit After Tax	231.93	756.01	160.00	442.38

Includes income from sale of part of NCL Industries Ltd Shares.

positive impact of reversal of provision related to Sun crop Sciences Pvt. Limited amounting to Rs. 300 Lakhs.

Operations & Future Outlook

The Current Year(C.Y) revenues, including other income is Rs. 472.85 lakhs as against P.Y of Rs. 660.07 Lakhs. The decline in the C.Y's revenue was mainly because of "other income". Other Income for the C.Y was Rs. 283.14 as compared to the Previous Year (PY) Rs. 519.95 lakhs, sale of NCL Industries Shares contributed to a significant portion of Other Income in both years.

C.Y PBT stood at Rs. 232.18 lakhs as against P.Y PBT of Rs. 828.20 lakhs. The reason for decline was increase of finance cost by Rs. 79.45 lakhs, administrative cost of Rs. 42.11 lakhs. In addition there was a onetime reversal of provisions of Rs. 300 lakhs in PY.

In the current year your company's focus is on regularising the subsidiaries and implementation of the power project.

The company had earlier applied to Registrar of Companies, Hyderabad and Hon'ble Regional Director, South-East Region, Ministry of Corporate Affairs, Hyderabad seeking approval for scheme of Amalgamation ("Scheme") between NCL Holdings (A&S) Limited ("Transferee Company"), NCL Green Habitats Private Limited ("Transferor Company-1) and Eastern Ghat Renewable Energy Limited ("Transferor Company-2) and their respective shareholders and creditors under Fast Track Merger under Section 233 of the Companies Act, 2013. The approval of the merger scheme was given by majority of the members holding 71.74% of the total value of share capital. But due to non-fulfilment of the provisions of Section 233 (1)(b) of the Companies Act, 2013 of not obtaining at least 90% consents of the total value of shares held by Transferee Company for the scheme of merger; the Hon'ble Regional Director, South-East Region, Ministry of Corporate Affairs, Hyderabad and advised the company to go for approval of merger through NCLT Route.

The Company is contemplating to file an application seeking approval of scheme of Amalgamation ("Scheme") between NCL Holdings (A&S) Limited ("Transferee Company"), NCL Green Habitats Pvt. Limited ("Transferor Company-1) and Eastern Ghat Renewable Energy Limited ("Transferor Company-2) and their respective shareholders and creditors with Hon'ble National Company Law Tribunal, Hyderabad Bench under Section 230 and 232 of the Companies Act, 2013.

On implementation Merger, the Company get the advantages of reduction in compliance requirements, better economies of scale in operations and financial leverage.

Subsidiary / Joint Venture / Associate Companies – Investments-Operations

The Company has 4 subsidiaries and no associate or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the Subsidiaries. The Subsidiaries have not declared dividend for the FY: 2020-21. A statement containing salient features of the Subsidiaries is provided in Form AOC-1 annexed as **Annexure - 1** to this Report.

- Sun Crop Sciences Private Limited**

The Company's core crops are Maize and Rice of which the volumes are also reasonably high. Due to the changes in Telangana Govt policies and restrictions to grow rice and maize during last kharif season, the sales are were muted with no profitability. Further plans of supplying hybrid maize to Assam Govt did not materialised due to COVID and elections in Assam.

Steps have been taken to arrest the losses and make the company cash-flow positive from FY 2021-22. In an attempt to provide the necessary impetus for growth the Company is in the process of identifying potential co-investors/partners.

- **Kakatiya Industries Private Limited (KIPL)**

Hydro Division:

The implementation of the project face multiple hurdles due a) COVID restrictions limiting workforce availability at site; b) Cyclones and heavy rains delaying construction; c) Leakages in Canal gates and d) WESCO Authorities decision to shifting our power-station to Tangarpalli Substation. These hurdles have resulted in a cost over-run of Rs. 15 crores and the date of commercial operations shifted to 31st Jan'22. Even with the cost overrun, the financial viability of the project is still strong.

Chemical Division:

The Company's(Division's) revenue for FY 2020-21 was Rs. 638.83 Lakhs (net of GST), an increase of 17.36% over the previous year's revenue of Rs. 544.33 Lakhs. The Company earned a Profit Before Tax of Rs. 55.86 Lakhs as against a Profit Before Tax of Rs. 41.15 Lakhs in the previous year, whereas net profit after tax is Rs. 42.91 lakhs, as compared to the Previous year net profit after tax of Rs. 30.23 lakhs.

Others:

The Board of KIPL has approved the revised scheme of demerger to divest Chemical division. For this purpose, the company is waiting for the in-principal approval from the secured creditors. Further, the Scheme is subject to necessary statutory / regulatory approvals under applicable laws including approval of the National Company Law Tribunal (NCLT).

- **Eastern Ghat Renewable Energy Limited**

The Company was incorporated with the purpose of carrying on Hydro Power Business, however with KIPL also carrying on Hydro Power business, the company does not plan to undertake any activities. Management is proposing to merge this unit with NCL Holdings (A&S) Ltd., (with the assets & liabilities as on 31.03.2020).

- **NCL Green Habitats Pvt. Ltd**

The Company has assets in terms of real estate properties, to maximize the potential return on these assets the Company plans to take up the below activities:

- a) Land - Hosur, Tamil Nadu: The works relating to the development of this land (*making of plots and laying of internal roads, compound walls, pipe line, Electrical works etc*) have been completed and we are waiting for final approvals from the Government. The Company has entered into an agreement of sale for the entire property and upon receipt of the necessary Government Approvals the registrations process will be taken up. The consideration of this sale is expected to reflect in F.Y 2021-22 & 2022-23
- b) Lands in Andhra Pradesh: Company had invested in Land Banks in at Nellore (3 Pockets) and at Vijayawada (1 Pocket). The Real Estate market in Andhra Pradesh has been slow and does not show signs of improvement in activity in the near future. With this background the Company plans to exit these holdings and consolidate its holdings in and around Hyderabad.
- c) Lands Hyderabad: The Company has entered into a development agreement for construction of Flats. The Construction activity will commence after obtaining the necessary approvals for conversion and RERA, Sales are expected to commence in F.Y 2023-24.

Significant and material orders passed by the regulators or courts or tribunals

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future. The company is in process of merging NCL Green Habitats Private Limited and Eastern Ghat Renewable Energy limited (wholly owned subsidiaries) with NCL Holdings (A&S) Limited.

Dividend and Reserves

The Board of Directors, after taking into account the Financial Results of the company during the financial year, have recommended a final dividend of Rs. 1 per share for the financial year 2020-21. The amount of final dividend as recommended by the Board totalling to Rs. 57,84,938 will be paid out of free reserves of the Company.

Change in the nature of business, if any:

There has been no change in the nature of business of the company during the financial year 2020-21.

Material changes and commitments affecting financial position between the end of the financial year and date of the report

There have been no material changes and commitments, which affect the financial position of the Company, that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

Fixed Deposits:

Your Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Related Party Transactions:

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Members may refer Note 19(c) to the standalone financial statements which set out related party disclosures pursuant to Accounting Standard 18 (AS-18). All the related party transactions were at arm's length.

Copy of the Annual Return on the Website of the Company.

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the copy of the annual return in Form MGT-7 for FY 2020-21 will be available on our website: www.nclholdings.in.

Particulars of Employees

Being an unlisted Company, provisions of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to your Company.

Particulars of Loans, Investments and Guarantees under Section 186 of the Companies Act, 2013

Pursuant to the approval accorded by the Shareholders at the Annual General Meeting held on September 30, 2019, under Section 186 of the Companies Act, 2013, the Company can give loans, guarantees and / or provide security(ies) and / or make investments up to up to a maximum amount of Rs. Three Hundred Crores (Rupees 300 Crores only) over and above the paid-up capital of the Company and its free reserves.

During the year under review, the Company has extended the Corporate Guarantee in favour of SBI to cover the revised limits availed by NCL Buildtek Limited (Enterprise Controlled or significantly influenced by key management personnel or their close family members).

The particulars of Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

Meetings of the Board of Directors

Six Board meetings were held during the financial year. The necessary quorum was present for all the meetings. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two consecutive meetings. The details of Board meetings held are given below:

Date of Meeting	Board Strength	No. of Directors Present
04.04.2020	4	3
22.06.2020	4	4
17.08.2020	4	4
20.11.2020	4	3
30.12.2020	4	4
08.03.2021	4	4

Directors' Responsibility Statement

Pursuant to the requirement under provisions of section 134(3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- In the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2021 and of the profit of the company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis; and
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Details of Directors or Key Managerial Personnel

There have been no changes in the structure of the Board of Directors of the Company.

Changes in Key Managerial Personnel during the year:

There have been no changes in the Key Managerial Personnel during the year. But after the year end, Mr. Madhur Shrivastav (M. No. A64128) has been appointed as the Company Secretary with effect from May 01st, 2021.

Mr. D. Sarasuram has been appointed as the Chief Financial Officer (CFO) of the Company w.e.f. September 01st, 2021 in the Board Meeting dated 11th September, 2021. He is also acting as the CFO of Kakatiya Industries Private Limited (a subsidiary company of the NCL Holdings (A&S) Limited).

Rotation of Director:

As per the provisions of the Companies Act, 2013, Mr. Ashven Datla, retires by rotation at the ensuing AGM and being eligible, seeks reappointment. The Board recommends his reappointment.

Independent Directors:

In terms of Section 149(4) of the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Director) Rules, 2014, the Company is not required to appoint Independent Directors.

Committees:**Audit and Nomination & Remuneration Committee:**

The Company does not fall under the "Class of Companies" as stated in Section 177 and Section 178 of the Companies Act, 2013. Hence, the company is not required to constitute Audit Committee and Nomination & Remuneration Committee.

Stakeholders Relationship Committee:

Pursuant to provisions of Section 178(5), the Board has constituted Stakeholders Relationship Committee to supervise the process of redressal of shareholders grievances, Monitor the performance of Registrar and Transfer Agents ('RTA') and recommend to the Board measures for improvement in the quality of investor services. The RTA of the Company, M/s. Venture Capital and Corporate Investments Pvt. Limited in coordination with company's Secretarial Department handles the investor grievances.

As on 31st March, 2021, the Stakeholders Relationship Committee comprises of Mr. Ambujodar Reddy Kanala, Chairman, Mr. K. Madhu and Mr. Ashven Datla as members. Mr. Madhur Shrivastav, Company Secretary of the company acts as the Secretary to this committee. As on 31st March, 2021, no complaints were outstanding.

Corporate Social Responsibility Committee:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence, it is not required to formulate policy on Corporate Social Responsibility.

Statutory Auditors & Audit Report

Necessary Resolution is proposed for members approval to re-appoint M/s. Bhanu Murali & Co., Chartered Accountants as Statutory Auditors of the company for a term of 5 years and to hold the office of the Statutory Auditors from the conclusion of 4th Annual General Meeting till the conclusion of 9th Annual General Meeting of the Company subject to the ratification by the members at every Annual General Meeting of the Company.

The Audit Report on the Financial Statements of the Company for FY: 2020-21 is part of the Annual Report. There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in the audit report.

Reporting of fraud by Auditors

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso to Section 143(12) of the Act.

Cost records and cost audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The provisions of Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 do not apply to our Company. There were no foreign exchange inflows and outflows during the year under review.

Risk Management

The Company does not have Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

Internal Financial Controls

The Company has adequate procedures in place for ensuring orderly and efficient conduct of its business. All the financial transactions were properly authorized, recorded and reported to the Management. The Company follows all the applicable Accounting Standards for proper maintenance of books of accounts for financial reporting.

Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company believes in providing an environment that is free from discrimination and harassment including sexual harassment. During the year ended 31st March, 2021, no complaints were received pertaining to sexual harassment.

Compliance with secretarial standards

The Board confirms Company's Compliance with applicable Secretarial Standards issued by the institute of Company Secretaries of India (ICSI).

Acknowledgments:

Your directors take this opportunity to place on record their appreciation and sincere gratitude to the Bankers, Shareholders and Employees for their valuable support and look forward to their continued co-operation in the years to come.

In these extremely challenging situations, Shareholders are urged to adhere to guidelines issued by central and respective state governments. We wish you and your family members health and safety.

For and on behalf of Board of Directors
NCL HOLDINGS (A&S) LIMITED

Place: Hyderabad
Date: November 29, 2021

Madhu Kalidindi
Managing Director
DIN: 00040253

K. Ambujodar Reddy
Director
DIN: 01194127

**ANNEXURE-1 TO THE BOARD'S REPORT
Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Sl. No.	Particulars	Rs. in Lacs			
		Details	Details	Details	Details
1	Name of the subsidiary	Eastern Ghat Renewable Energy Ltd	NCL Green Habitats Pvt. Ltd.	Sun crop Sciences Pvt Ltd	*Kakatiya Industries Pvt Ltd
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as Holding company's reporting period.			
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	All are Indian Subsidiaries			
4	Share capital	53.00	161.05	665.83	2463.71
5	Reserves & surplus	Nil	812.40	(549.12)	157.56
6	Total assets	250.60	9982.40	965.61	7595.38
7	Total Liabilities	197.60	9008.95	848.90	4974.12
8	Investments	-	-	-	-
9	Total Income	-	41.60	1110.09	639.34
10	Profit (Loss) before taxation	-	(33.85)	6.16	55.86
11	Provision for taxation after adjustment of Deferred Tax	-	1.27	61.27	12.95
12	Profit after taxation	-	32.58	67.43	42.91
13	Proposed Dividend	Nil	Nil	Nil	Nil
14	% of shareholding	100.00	100.00	76.00	97.06

PART B: The Company has no associate or joint venture companies.

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: Eastern Ghat Renewable Energy Ltd.
2. Names of subsidiaries which have been liquidated or sold during the year: Nil
3. *Kakatiya Industries Private Limited is having a) Chemical Division and b) Hydro Division. A proposal for demerger of chemical division in to a separate company Kakatiya chemical Pvt. Ltd was approved by the respective Boards.

**For and on behalf of Board of Directors
NCL HOLDINGS (A&S) LIMITED**

**Place: Hyderabad
Date: November 29, 2021**

**Madhu Kalidindi
Managing Director
DIN: 00040253**

**K. Ambujodar Reddy
Director
DIN: 01194127**

INDEPENDENT AUDITOR'S REPORT

To
The Members of
NCL Holdings(A&S) Ltd
Hyderabad

Report on the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of NCL Holdings(A&S) Ltd ("the Company"), which comprise the balance sheet as at 31st March 2021, and the statement of profit and loss, and statement of cash flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its profit, and its cash flows for the year ended on that date.

Basis for Opinion

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

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

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

(f) The opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017 is reported in Enclosed Annexure B.;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For Bhanu Murali & Co
Chartered Accountants
Firm Regn. No. 014993S

Bhanu Prakash Yelchuri
Partner
Membership No.:223184
Place: Hyderabad
Date: 29-11-2021

ANNEXURE – A Report under the Companies (Auditor’s Report) Order, 2016

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of **NCL Holdings(A&S) Ltd** of even date)

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) According to the information and explanations given to us and on the basis of our examination of records of the Company, there are no immovable properties are held in the name of the Company.
2. The company does not carry any inventory; hence the clause in respect of inventories is not applicable.
3. According to information and explanation given to us, the company has granted unsecured loans to companies covered in the register required under section 189 of the Companies Act, 2013.
4. In our Opinion the terms & conditions on which the Company has given guarantee for the loan taken by M/s. NCL Buildtek Limited., are not prejudicial to the interest of the company and the provisions of section 185 and 186 of the Companies Act, 2013 have been duly complied with
5. In our opinion and according to the information and explanations given to us, the company has not accepted any Public Deposits. Hence, provisions of section 73 to 76 or any other relevant provision of the Companies Act, 2013 are not applicable to the Company;
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at reporting date for a period of more than six months from the date they became payable

(b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.
9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
10. According to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit that causes the Standalone Financial Statements to be materially misstated.
11. The Company's managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The company is not a Nidhi Company hence this clause is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
16. According to the information and explanations given to us and pursuant to Core Investment Companies (Reserve Bank) Directions, 2016., the company falls under the category of Core Investment Company (CIC)- Non-Systemically Important (NSI). The Company has resolved not to accept public funds vide board resolution dt. 04/04/2020. In our opinion, the Company is exempted from registration under section 45-IA of Reserve Bank of India Act, 1934.

For BHANU MURALI & CO

Chartered Accountants
Firm Regn. No. 014993S

Bhanu Prakash Yelchuri

Partner
Membership No.:223184
Place: Hyderabad
Date: 29-11-2021

“Annexure B” to the Independent Auditor’s Report

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of NCL Holdings(A&S) Ltd of even date)

Report on the Internal Financial Controls under Paragraph (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 NCL Holdings(A&S) Ltd as of March 31, 2021 in conjunction with our audit of the standalone 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 (‘ICAI’).

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Standalone 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 Standalone 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 Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that

the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, 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 BHANU MURALI & CO

Chartered Accountants
Firm Regn. No. 014993S

Bhanu Prakash Yelchuri

Partner

Membership No.:223184

Place: Hyderabad

Date: 29-11-2021

NCL HOLDINGS (A&S) LIMITED
Balance Sheet as at 31st March 2021
(All amounts in INR unless otherwise stated)

SLNo.	Particulars	Note No.	As at 31 March 2021	As at 31 March 2020
I	EQUITY AND LIABILITIES			
	1. Shareholders' Funds			
	a) Share Capital	3	5,78,49,380	5,78,49,380
	b) Reserves and Surplus	4	54,33,30,048	52,01,94,135
			60,11,79,428	57,80,43,515
	2. Non - Current Liabilities			
	Long Term Borrowings	5	8,07,566	16,20,665
			8,07,566	16,20,665
	3. Deferred Tax Liability(net)		81,231	56,808
	4. Current Liabilities			
	a) Short Term borrowings	6	9,93,06,738	10,65,05,761
	b) Other Current Liabilities	7	76,33,034	88,66,943
			10,69,39,772	11,53,72,704
			70,90,07,997	69,50,93,692
II	ASSETS			
	1. Non Current Assets			
	a) <u>Property, Plant and Equipment & Intangible Assets</u>			
	Property, Plant and Equipment	15	31,25,181	33,05,725
			31,25,181	33,05,725
	b) Non Current Investments	8	35,70,70,740	35,70,70,740
	c) Long-Term Loans and Advances	9	5,05,46,444	11,61,62,811
	d) Other Non Current Assets	10	4,69,55,740	-
			45,45,72,924	47,32,33,551
	2. Current Assets			
	a) Current Investments	11	3,06,05,346	4,41,05,361
	b) Cash & Cash Equivalents	12	88,763	1,29,319
	c) Other Current assets	13	1,02,66,237	79,36,671
	d) Short Term Loans & Advances	14	21,03,49,546	16,63,83,064
			25,13,09,892	21,85,54,416
			70,90,07,997	69,50,93,692
The accompanying notes are an integral part of the financial statements				
This is the balance sheet referred to in our report of even date				
For BHANU MURALI & CO		For and on behalf of Board of Directors of		
Chartered Accountants		NCL HOLDINGS (A&S) LIMITED		
FRN: 014993S				
Bhanu Prakash Yelchuri		Madhu Kalidindi		K.A. Reddy
Partner		Managing Director		Director
Membership No.: 223184		DIN : 00040253		DIN : 01194127
Place : Hyderabad				
Date: 29-11-2021				
		Madhur Shrivastav		D. Sarasuram
		Company Secretary		CFO

NCL HOLDINGS (A&S) LIMITED
Statement of Profit and Loss Account for the year ended 31 March 2021
 (All amounts in INR unless otherwise stated)

Sl.No.	Particulars	Note No.	For the year ended 31 March 2021	For the year ended 31 March 2020
I	REVENUE			
	a) Revenue From Operations	16	1,66,51,511	1,00,12,770
	b) Other Income		3,06,33,355	5,59,94,764
	Total Revenue		4,72,84,866	6,60,07,534
II	EXPENSES			
	a) Employee Benefit Expenses	17	95,71,397	53,60,303
	b) Finance Cost	18	1,15,99,317	36,54,464
	c) Other Expenses	19	24,20,863	40,70,097
	d) Depreciation	15	4,10,915	37,387
	e) Preliminary Expenses	-	64,590	64,590
	Total Expenses		2,40,67,083	1,31,86,841
III	PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX	(II-III)	2,32,17,783	5,28,20,693
IV	Less : Exceptional Items :			
	- Provision/Reversal for Doubtful Loans Receivable		-	-3,00,00,000
V	PROFIT BEFORE TAX	(III+IV)	2,32,17,783	8,28,20,693
VI	TAX EXPENSE :			
	a) Current Income Tax		41,35,735	76,94,206
	Less : MAT Credit		(41,35,735)	(70,82,906)
	b) Deferred Tax		24,423	66,07,398
VII	PROFIT AFTER TAX (from continuing operations)	(V - VI)	2,31,93,360	7,56,01,995
VIII	EARNINGS PER SHARE		0.40	13.07

The accompanying notes are an integral part of the financial statements

1-2

This is the Statement of Profit and Loss account referred to in our report of even date.

For BHANU MURALI & CO

Chartered Accountants

FRN: 014993S

For and on behalf of Board of Directors of

NCL HOLDINGS (A&S) LIMITED

Bhanu Prakash Yelchuri

Partner

Membership No.: 223184

Place : Hyderabad

Date: 29-11-2021

Madhu Kalidindi

Director

DIN : 00040253

K.A. Reddy

Director

DIN : 01194127

Madhur Shrivastav

Company Secretary

D. Sarasuram

CFO

NCL HOLDINGS (A&S) LIMITED
Statement of CashFlow for the year ended 31 March 2021
 (All amounts in INR unless otherwise stated)

Sl. No.	Particulars	As at 31 March 2021	As at 31 March 2020
I	Cash flows from Operating Activities:		
	Net profit before taxation:	2,32,17,783	8,28,20,693
	Adjustments for operating activities:		
	Depreciation & Amortisation	4,10,915	37,387
	Dividend Income	(23,19,600)	(40,00,000)
	Preliminary Expenses written off	64,590	64,590
	Interest expense	1,15,99,001	36,53,309
	Exceptional Item	-	(3,00,00,000)
	Profit on sale of Investments	(2,83,13,756)	(5,19,94,764)
	Operating profit before working capital changes	46,58,935	5,81,215
	Adjustments for		
	Increase in Investments	-	(19,20,65,400)
	Decrease in Long Term Loans and Advances	6,56,16,367	16,94,41,691
	Increase in Short Loans and Advances	(4,39,66,482)	(16,63,83,064)
	Decrease/(Increase) in Current Assets	(8,63,542)	60,32,411
	Increase in Other Current Liabilities	8,71,378	13,58,458
	Cash generated from Operations	2,63,16,655	(18,10,34,689)
	Income taxes paid	(36,93,347)	(10,00,321)
	Net Cash Flows from Operating Activities (A)	2,26,23,308	(18,20,35,010)
II	Cash Flows from Investing Activities		
	Purchase of fixed assets	(2,30,371)	(33,43,112)
	Proceeds from Sale of Investments	4,18,13,771	7,86,46,065
	Increase in other Non-Current Assets	(4,69,55,740)	-
	Dividend Incomes	23,19,600	40,00,000
	Net Cash Flows used in Investing Activities (B)	(30,52,740)	7,93,02,953
III	Cash Flows from Financing Activities		
	Proceeds from Long Term Borrowings (Decrease) / Increase	(8,13,099)	22,95,265
	Increase / (Decrease) in working capital borrowings	(71,99,023)	10,40,05,762
	Interest paid	(1,15,99,001)	(36,53,309)
	Net Cash Flows from Financing Activities (C)	(1,96,11,124)	10,26,47,718
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	(40,556)	(84,339)
	Cash and cash equivalents at the beginning of the year	1,29,319	2,13,658
	Cash and cash equivalents at the end of the year	88,763	1,29,319
	Component of Cash & Cash Equivalents		
	a) Cash on Hand	3,613	4,377
	b) Balances with Banks in Current Account	85,150	1,24,942
		88,763	1,29,319

This is the Cash Flow Statement referred to in our report of even date.

For BHANU MURALI & CO
 Chartered Accountants
 FRN: 014993S

For and on behalf of Board of Directors of
NCL HOLDINGS (A&S) LIMITED

Bhanu Prakash Yelchuri
 Partner
 Membership No.: 223184
 Place : Hyderabad
 Date: 29-11-2021

Madhu Kalidindi **K.A. Reddy**
 Director Director
 DIN : 00040253 DIN : 01194127

Madhur Shrivastav **D. Sarasuram**
 Company Secretary CFO

NCL Holdings (A&S) Limited
Summary of Significant Accounting Policies and other explanatory information
(All amounts in INR unless otherwise stated)

1. Company Overview:

NCL Holdings (A&S) Limited ('the Company') was incorporated on January 05, 2018 to acquire non-building material assets held by NCL Buildtek Limited along with equivalent reserves vide NCLT Demerger order dated 24th January 2019.

During the year the Company, vide its board resolution dated 08/03/2021, filed a Scheme of Amalgamation with the Regional Director (South Eastern) & Concerned ROC's under Sec 233 of the Companies Act 2013 read with Rule 25 of the Companies (Compromise, arrangements and Amalgamation Rules, 2016 with the proposal of merger of its 100% subsidiaries, NCL Green Habitats Private Limited and Easter Ghat Renewable Energy Limited ('Scheme'). The Company is contemplating the further course of action in this regard.

2. Summary of Significant Accounting policies:**a) Basis of Preparation**

The financial statements have been prepared on accrual basis of accounting and in accordance with the accounting standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended) (the "Rules") which are deemed to be applicable as per Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other recognized accounting practices and policies generally accepted in India including the requirements of the Act ("Indian GAAP"). The accounting policies have been consistently applied by the Company and are consistent with those used in the previous period.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of work and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current and non-current classification of assets and liabilities.

b) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates. Examples of such estimates include provisions for future obligations under employee retirement benefit plans, current taxes, recognition of deferred tax assets, useful lives of fixed assets, etc.

c) Fixed Assets and Depreciation:

i) Fixed Assets are stated at cost of acquisition inclusive of inland freight, duties, taxes and incidental expenses related to acquisition with due adjustments for GST credits.

ii) Capital Work-in-progress includes Machinery to be installed, Construction & Erection Materials, and unallocated preoperative expenses etc.

iii) The company adjusts exchange difference arising on translation/settlement of long term Foreign Currency monetary items, if any; by restating the liabilities as at balance sheet date pertaining to acquisition of a depreciable asset to the cost of the asset and depreciates the same at the applicable rate in respect of such asset. Depreciation on Tangible Assets is provided on Straight line method at the rates specified in the Schedule II of the Companies Act, 2013 which reflects the management's estimate of the useful lives of respective fixed assets.

iv) Intangible assets are stated at cost of acquisition less accumulated amortization. This includes computer software packages (ERP and others). Amortization is done on straight line basis at the rates specified in the Schedule II of the Companies Act, 2013.

d) Foreign Currency Transactions:*Initial recognition*

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on the reporting of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

e) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

The following specific recognition criteria must also be met before revenue is recognized:

Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rates applicable.

f) Taxation:

- a) Current tax is determined as the amount of tax payable in respect of taxable income for the year calculated as per the provisions of Income Tax Act, 1961.
- b) Deferred tax is recognized for all the timing differences, subject to the consideration of prudence. Deferred tax asset is recognized only when there is virtual certainty as to the future taxable income against which the deferred tax asset can be recovered.

g) Employees Benefits:**Provident fund**

Retirement benefit in the form of a provident fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the period when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity

Gratuity is a post-employment defined benefit obligation. The liability recognized in the balance sheet represents the present value of the defined benefit obligation at the balance sheet date, together with adjustments for past service costs. Independent actuary using the projected unit credit method calculates the defined benefit obligation annually.

Actuarial gains or losses arising from experience adjustments and changes in actuarial assumptions are credited or charged to the Statement of Profit and Loss in the year in which such gains or losses arises.

h) Provisions:

Provisions are recognized when the Company has present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

i) Investments:

Long Term Investments are stated at cost less permanent diminution, if any, in value. Current Investments are carried at lower of cost or fair value.

j) Earnings per share:

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity Shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resource for the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

k) Claims:

Claims by and against the company, if any, including liquidated damages, are recognised on acceptance basis.

l) Leases:

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expenses in the statement of profit and loss on Straight – Line basis over the lease term.

NCL HOLDINGS (A & S) LIMITED
Summary of Significant Accounting Policies and other explanatory information
(All amounts in INR unless otherwise stated)

Note No.	Particulars	As at 31 March 2021		As at 31 March 2020	
		No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
3	SHARE CAPITAL				
	1.1 Authorized Share Capital Equity Shares of Rs.10/- each	90,00,000	9,00,00,000	90,00,000	9,00,00,000
		90,00,000	9,00,00,000	90,00,000	9,00,00,000
	1.2 Issued, Subscribed, Called and Paid Up				
	Opening Equity Shares of Rs 10/- each	57,84,938	5,78,49,380	57,84,938	5,78,49,380
	Add: Shares allotted other than Cash	-	-	-	-
	Closing Equity Shares of Rs 10/- each	57,84,938	5,78,49,380	57,84,938	5,78,49,380
	1.3 Details of shareholders holding more than 5% shares in the Company	No. of Shares	% holding	No. of Shares	% holding
	Name of the share holder :				
	Sri. Ashven Datla	4,50,000	7.78%	4,50,000	7.78%
	Smt. K. Pooja	4,43,142	7.66%	3,97,380	6.87%
	Sri. K. Gautam	3,91,006	6.76%	3,89,743	6.74%
	Sri. K. Ravi	3,79,317	6.56%	3,55,317	6.14%
Smt. K. Shilpa	3,24,815	5.61%	2,80,315	4.85%	
Smt. K. Roopa	3,09,316	5.35%	2,85,316	4.93%	
1.4 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period	No. of Shares	% holding	No. of Shares	% holding	
Balance as per Last Financial Statements	57,84,938	5,78,49,380	57,84,938	5,78,49,380	
Add: Issued during the Year	-	-	-	-	
Outstanding at the end of the year	57,84,938	5,78,49,380	57,84,938	5,78,49,380	

Terms/ Rights attached to Equity Shares
The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share at the general meetings of the Company. The Company declares and pays dividends in Indian rupees.
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the proportion of the number of equity shares held by the shareholders.

Note No.	Particulars	As at 31 March 2021		As at 31 March 2020	
		No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
4	RESERVES AND SURPLUS :				
	4.1 General Reserve				
	Balance as per last financial statements	46,26,06,126		46,26,06,126	
	Add : Created on account of Demerger	-		-	
	Less : Utilised during the year	57,447		-	
	Closing balance		46,25,48,679		46,26,06,126
	4.2 Capital Reserve				
	Balance as per last financial statements	23,25,557		23,25,557	
	Add : Additions during the year	-		-	
	Add : Created on account of Demerger	-		-	
	Less : Shares allotted under the scheme of arrangement	-		-	
	Less : Utilised during the year	-		-	
	Closing balance		23,25,557		23,25,557
	4.3 Surplus as per Statement of Profit and Loss				
Balance as per last financial statements	5,52,62,452		(2,03,39,543)		
Add : Profit for the year	2,31,93,360		7,56,01,995		
Less : Utilisations	-		-		
Closing balance		7,84,55,812		5,52,62,452	
		54,33,30,048		52,01,94,135	

NCL Holdings (A&S) Limited
Summary of Significant Accounting Policies and other explanatory information
(All amounts in INR unless otherwise stated)

Note No.	Particulars	As at 31 March 2021	As at 31 March 2020
5	LONG TERM BORROWINGS		
	Secured loans		
	Vehicle loan*	8,07,566	16,20,665
		8,07,566	16,20,665
	* Represents long term portion of Vehicle Loan availed from HDFC Bank repayable by 07 Feb 2023 at an equated monthly instalment of Rs.76,535.		
6	SHORT TERM BORROWINGS		
	From Related Parties (Refer Note No. 20)	9,93,06,738	10,65,05,761
		9,93,06,738	10,65,05,761
7	OTHER CURRENT LIABILITIES		
	Current maturities of long term debt	8,13,100	6,74,600
	Outstanding liabilities	11,39,628	8,23,441
	Income tax payable	45,88,598	66,93,885
	TDS payable	10,91,708	6,75,017
		76,33,034	88,66,943
8	NON CURRENT INVESTMENTS:		
	UNQUOTED:		
	Investment in Subsidiary Companies		
	i) 161,050 Equity Shares of NCL Green Habitats Private Limited of Rs.100 each (Previous Year: 161,050)	6,20,30,000	6,20,30,000
	ii) 529,994 Equity Shares of Eastern Ghat Renewable Energy Limited of Rs.10 each (Previous Year: 529,994)	52,99,940	52,99,940
	iii) 23,91,378 Equity Shares of Kakatiya Industries Private Limited of Rs.100 each (Previous Year: 23,91,378)*	23,91,37,800	23,91,37,800
	iv) 50,60,300 Equity Shares of Suncrop Sciences Private Limited of Rs.100 each (Previous Year: 50,60,300)	5,06,03,000	5,06,03,000
		35,70,70,740	35,70,70,740
	*17,21,793 shares of M/s Kakatiya Industries Pvt Ltd towards the Term Loan availed by M/s Kakatiya Industries Pvt Ltd		
9	LONG TERM LOANS AND ADVANCES		
	Loans / ICDs Given to Subsidiaries		
	Eastern Ghat Renewable Energy Limited	1,97,46,444	1,96,79,657
	Kakatiya Industries Private Limited	3,08,00,000	3,08,00,000
	NCL Green Habitats Private Limited	-	4,63,00,000
	Suncrop Sciences Private Limited	-	1,93,83,154
		5,05,46,444	11,61,62,811
10	OTHER NON CURRENT ASSETS		
	Capital Advances	4,69,55,740	-
		4,69,55,740	-
11	CURRENT INVESTMENTS		
	QUOTED:		
	a) NCL Industries Limited 7,00,000 (previous year: 10,00,000) Equity shares of face value of Rs.10/- each (Market price as on 31 March 2021 @ Rs.163.60)	3,06,05,346	4,41,05,361
		3,06,05,346	4,41,05,361

NCL Holdings (A&S) Limited
Summary of Significant Accounting Policies and other explanatory information
(All amounts in INR unless otherwise stated)

Note No.	Particulars	As at 31 March 2021	As at 31 March 2020
12	CASH AND CASH EQUIVALENTS		
	Cash on Hand	3,613	4,377
	Balances with Banks		
	in Current Accounts	85,150	1,24,942
		88,763	1,29,319
13	OTHER CURRENT ASSETS		
	Preliminary Expenses	1,29,175	1,93,765
	Income Tax Refund	14,85,322	-
	Advance for expenses	38,220	6,60,000
	MAT Credit Entitlement	86,13,520	70,82,906
		1,02,66,237	79,36,671
14	SHORT TERM LOANS AND ADVANCES		
	Loans /ICDs given to Subsidiaries		
	Kakatiya Industries Private Limited	6,44,23,934	6,15,07,627
	NCL Green Habitats Private Limited	14,46,15,037	10,48,75,437
	Suncrop Sciences Private Limited	13,10,575	-
		21,03,49,546	16,63,83,064

NCL Holdings (A&S) Limited
Summary of Significant Accounting Policies and other explanatory information
(All amounts in INR unless otherwise stated)

Note No.	Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
16	REVENUE FROM OPERATIONS		
	Interest Income	-	1,10,551
	Interest Income - Subsidiary Co.	1,66,51,511	99,02,219
		1,66,51,511	1,00,12,770
	Profit on sale of Shares	2,83,13,756	5,19,94,764
	Dividend Income	23,19,600	40,00,000
	Total	4,72,84,866	6,60,07,534
17	EMPLOYEE BENEFIT EXPENSES		
	Salaries, Wages, Bonus and Other Benefits	28,67,780	25,34,856
	Directors' Remuneration	66,67,956	28,15,447
	Employees Welfare	35,661	10,000
	Total	95,71,397	53,60,303
18	FINANCE COST		
	Interest Expenses	1,15,99,001	36,53,309
	Bank Charges	316	1,155
		1,15,99,317	36,54,464
19	OTHER EXPENSES		
	Auditors' Remuneration :		
	a) Audit fee	1,20,000	25,000
	b) Out of Pocket Expenses	2,800	2,000
	A.G.M Expenses	1,31,660	43,114
	Local Conveyance	80,728	61,673
	Office maintenance	1,82,928	55,139
	Postage & Telegram	372	11,278
	Printing & Stationery	28,611	87,263
	Professional Charges	11,59,038	32,51,280
	Rates & Taxes	5,37,663	3,57,476
	Directors Sitting fee	40,000	90,000
	Shares Transaction Charges	41,961	40,274
	Vehicle Maintenance	95,103	45,600
	Total	24,20,863	40,70,097

Ncl Holdings (A&S) Ltd.
Statement showing Depreciation as per Companies Act, 2013
(All amounts in INR unless otherwise stated)

Note : 15

Sl. No.	Description	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As on 01.04.20	Additions during the year	Deletions	As on 31.03.21	Up to 01.04.20	For the Year	On Deletions	Up to 31.03.21	As on 31.03.21	As on 31.03.20
	(D) Property Plant & Equipment										
1	Computers - Servers & Networks	-	1,30,000	-	1,30,000	-	3,327	-	3,327	1,26,673	-
2	Computers - Laptops, Desktops etc	41,180	-	-	41,180	1,716	13,040	-	14,756	26,424	39,464
3	Vehicles	33,01,932	-	-	33,01,932	35,671	3,92,104	-	4,27,775	28,74,157	32,66,261
4	Office Equipment	-	1,00,371	-	1,00,371	-	2,443	-	2,443	97,928	-
	Grand total	33,43,112	2,30,371	-	35,73,483	37,387	4,10,915	-	4,48,302	31,25,181	33,05,725
	Previous year	-	33,43,112	-	33,43,112	-	37,387	-	37,387	33,05,725	-

NCL Holdings (A&S) Limited
Summary of Significant Accounting Policies and other explanatory information
(All amounts in INR unless otherwise stated)

Note No. 20 - Related Party Disclosures :						
Name	Nature of relationship					
Madhu Kalidindi	Key Managerial Personnel					
Bimal Vinodrai Goradia	Key Managerial Personnel					
Ambujodar Reddy Kanala	Key Managerial Personnel					
Ashven Datla	Key Managerial Personnel					
Salagrama devi	Relative of Key Managerial Personnel					
Srilekha V	Relative of Key Managerial Personnel					
Rajyalakshmi	Relative of Key Managerial Personnel					
G Nagalakshmi Devi	Relative of Key Managerial Personnel					
Eastern Ghat Renewable Energy Limited	Subsidiary Company					
NCL Green Habitats Private Limited	Subsidiary Company					
Kakatiya Industries Private Limited	Subsidiary Company					
Suncrop Sciences Private Limited	Subsidiary Company					
NCL Homes Limited	Enterprise Controlled or significantly influenced by Key Management Personnel or their Close Family Members					
NCL Buildtek Limited	Enterprise Controlled or significantly influenced by Key Management Personnel or their Close Family Members					
Particulars	Subsidiary Companies		Enterprises Controlled or significantly influenced by key management personnel or their close family members		Key Management Personnel and Relatives	
	2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
Expenses :						
Remuneration	-	-	-	-	66,67,956	29,05,447
Madhu Kalidindi	-	-	-	-	36,00,000	10,25,806
Bimal Vinodrai Gorada	-	-	-	-	30,67,956	17,89,641
Sitting Fee	-	-	-	-	40,000	90,000
Ambujodar Reddy Kanala	-	-	-	-	20,000	25,000
Ashven Datla	-	-	-	-	20,000	25,000
Bimal Vinodrai Gorada	-	-	-	-	-	20,000
Madhu Kalidindi	-	-	-	-	-	20,000
Interest Expense						
Ashven Datla	-	-	-	-	15,71,656	19,94,925
Salagrama devi	-	-	-	-	1,76,754	-
Srilekha V	-	-	-	-	4,43,013	3,33,607
Rajyalakshmi	-	-	-	-	1,60,631	-
G Nagalakshmi Devi	-	-	-	-	2,56,013	-
NCL Homes Limited	-	-	59,31,684	13,07,174	-	-
NCL Buildtek Limited	-	-	12,92,054	-	-	-
Income :						
Dividend Received - NCL Industries Limited			23,19,600	40,00,000	-	-
Interest on Loans - Kakatiya Industries	1,66,51,511	99,02,219	-	-	-	-
Others						
Advances Given / (Taken back) during the year	(2,16,49,885)	2,69,41,373				
Eastern Ghat Renewable Energy Ltd	66,787	50,123				
Kakatiya Industries Pvt Ltd	29,16,307	7,98,04,804				
NCL Green Habitats Pvt Ltd	(65,60,400)	22,65,776				
Suncrop Sciences Pvt.Ltd.	(1,80,72,579)	(5,51,79,330)				
Short Term Borrowings (repaid) / received			-51,90,835	4,93,01,457	-20,08,188	5,47,04,304
Ncl Homes Ltd			-51,90,835	5,18,01,457		
Ashven Datla			-	-	-2,56,49,443	3,67,95,433
Ncl Buildtek Ltd			-	-	94,633	7,33,625
Salagrama devi			-	-	1,01,63,497	
Srilekha V C/o Ashven			-	-	1,01,09,541	1,03,00,246
Rajyalakshmi			-	-	1,01,48,584	
G Nagalakshmi Devi			-	-	-68,75,000	68,75,000
Balances outstanding as at the year end						
Short Term borrowings			4,66,10,622	5,18,01,457	5,26,96,116	5,47,04,304
Ncl Homes Ltd			4,66,10,622	5,18,01,457		
Ashven Datla					1,11,45,990	3,67,95,433
Ncl Buildtek Ltd					8,28,258	7,33,625
Salagrama devi					1,01,63,497	-
Srilekha V C/o Ashven					2,04,09,787	1,03,00,246
Rajyalakshmi					1,01,48,584	-
ICDs Given	26,08,95,990	28,25,45,875				
Eastern Ghat Renewable Energy Ltd. - I.C.D	1,97,46,444	1,96,79,657				
Kakatiya Industries Pvt.Ltd. - I.C.D	9,52,23,934	9,23,07,627				
Ncl Green Habitats Pvt Ltd - I.C.D	14,46,15,037	15,11,75,437				
Suncrop Sciences Pvt.Ltd. - I.C.D	13,10,575	1,93,83,154				
Investments made (including Investment advances)	35,70,70,740	35,70,70,740	3,06,05,346	4,41,05,361		

NCL Holdings (A&S) Limited
Summary of Significant Accounting Policies and other explanatory information
(All amounts in INR unless otherwise stated)

- 21 The Company has issued Corporate Guarantee in favour of State Bank of India, Industrial finance Branch, Somajiguda, Hyderabad to an extent of Rs. 126.59 Crore in connection with facilities availed by NCL Buildtek Limited (a Group company). These guarantees are financial guarantees as they require the Company to reimburse the banks if the borrower fails to make principal or interest payments when due in accordance with the terms of sanction.
- 22 The Company has given corporate guarantee and also pledged 17,21,793 shares of M/s Kakatiya Industries Pvt Ltd towards the Term Loan availed by M/s Kakatiya Industries Pvt Ltd for implementation of 9MW Hydro Power Project on Hirakud Dam, Orissa.
- 23 Balances standing to the debit/credit of Sundry Creditors, Sundry Debtors, Advances and various parties accounts are subject to confirmation and reconciliation.
- 24 There were no employees drawings remuneration in excess of the limits laid down in the Companies Act, 2013.
- 25 There are no commitments and contingent liabilities as at 31 March 2021 (31 March 2020: Nil)
- 26 Foreign Exchange Outflow as of 31 March 2021: NIL (31 March 2020: NIL)
- 27 Previous numbers have been regrouped wherever required.
- 28 Previous year numbers have been audited by an auditor than the current year auditor;

The accompanying notes are an integral part of the financial statements
As per our report of even attached

For BHANU MURALI & CO
Chartered Accountants
FRN: 014993S

For and on behalf of Board of Directors of
NCL HOLDINGS (A&S) LIMITED

Bhanu Prakash Yelchuri
Partner
Membership No.: 223184
Place : Hyderabad
Date: 29-11-2021

Madhu Kalidindi
Director
DIN : 00040253

K.A. Reddy
Director
DIN : 01194127

Madhur Shrivastav
Company Secretary

D. Sarasuram
CFO

INDEPENDENT AUDITOR'S REPORT

To
The Members of
NCL Holdings (A&S) Ltd
Hyderabad

Report on the Consolidated Financial Statements**Opinion**

We have audited the Consolidated Financial Statements of NCL Holdings(A&S) Ltd ("the Company"), which comprise the balance sheet as at 31st March 2021, and the statement of profit and loss, and statement of cash flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its profit, and its cash flows for the year ended on that date.

Basis for Opinion

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

Responsibilities of Management and Those Charged with Governance for the Consolidated 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 Consolidated 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

Report on Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act is not applicable to the Company and hence not being reported upon.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

(f) The opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017 is reported in Enclosed Annexure A.;

(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:

- iv. The Company does not have any pending litigations which would impact its financial position
- v. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- vi. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **BHANU MURALI & CO**
Chartered Accountants
Firm Regn. No. 014993S

Bhanu Prakash Yelchuri
Partner
Membership No. 223184
Date: 29-11-2021
Place: Hyderabad

“Annexure A” to the Independent Auditor’s Report

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of NCL Holdings(A&S) Ltd of even date)

Report on the Internal Financial Controls under Paragraph (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 NCL Holdings (A&S) Ltd as of March 31, 2021 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’).

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Consolidated 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 Consolidated 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 Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, 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 **BHANU MURALI & CO**
Chartered Accountants
Firm Regn. No. 014993S

Bhanu Prakash Yelchuri
Partner
Membership No. 223184
Date: 29-11-2021
Place: Hyderabad

NCL HOLDINGS (A & S) LIMITED
Consolidated Balance Sheet as at 31 March 2021
 (All amounts in Indian rupees (₹))

Particulars	Note	As at 31 March 2021	As at 31 March 2020
I. EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	5,78,49,380	5,78,49,380
Reserves and surplus	4	59,09,19,497	57,49,76,713
		64,87,68,877	63,28,26,093
Minority interest		81,16,582	79,90,721
Non-current liabilities			
Long-term borrowings	5	73,32,25,160	1,04,54,692
Other long-term liabilities	6	17,47,000	16,67,000
Long-term provisions	7	99,04,787	73,13,551
		74,48,76,947	1,94,35,243
Current liabilities			
Short-term borrowings	8	25,35,12,041	25,02,14,888
Trade payables	9	3,66,20,934	2,89,43,606
Other current liabilities	10	30,59,90,660	56,12,88,371
Short-term provisions	11	68,14,806	96,15,173
		60,29,38,441	85,00,62,038
TOTAL		2,00,47,00,847	1,51,03,14,095
II. ASSETS			
Non-current assets			
Property, plant and equipment			
Tangible assets	12	6,74,40,453	6,61,38,438
Intangible assets		2,339	6,854
Capital work-in-progress		63,99,85,638	30,00,50,624
		70,74,28,430	36,61,95,916
Goodwill on consolidation		5,60,09,831	5,60,09,831
Deferred tax assets (net)	13	1,68,04,565	1,08,07,447
Long-term loans and advances	14	6,45,20,521	1,12,85,619
Other non-current assets	15	60,45,892	60,40,195
		8,73,70,978	2,81,33,261
Current assets			
Current Investments	16	3,06,05,346	4,41,05,361
Inventories	17	82,13,52,654	73,20,63,689
Trade receivables	18	3,03,97,319	4,28,79,284
Cash and cash equivalents	19	29,56,120	72,73,562
Short-term loans and advances	20	26,72,29,682	22,99,01,411
Other current assets	21	13,50,487	37,51,780
		1,15,38,91,608	1,05,99,75,087
TOTAL		2,00,47,00,847	1,51,03,14,095
Significant accounting policies 1 & 2			
The accompanying notes form an integral part of the financial statements. 3 to 38			
As per our report of even date attached			
<i>for</i> BHANU MURALI & CO		<i>for</i> and on behalf of the Board of Directors of	
Chartered Accountants		NCL HOLDINGS (A&S) LIMITED	
Firm registration no. : 014993S			
Bhanu Prakash Yelchuri	Madhu. K	K A Reddy	
Partner	<i>Managing Director</i>	<i>Director</i>	
Membership No. 223184	DIN: 00040253	DIN: 01194127	
Place: Hyderabad			
Date: 29-11-2021			
	Madhur Shrivastav	D. Sarasuram	
	<i>Company Secretary</i>	<i>CFO</i>	

NCL HOLDINGS (A & S) LIMITED
Consolidated statement of Profit and Loss for the year ended 31 March 2021
(All amounts in Indian rupees (₹))

Particulars	Note	For the year ended 31 March 2021	For the year ended 31 March 2020
Revenue			
Revenue from operations	22	17,80,49,613	22,66,04,447
Other income	23	3,16,87,097	5,66,88,138
Total revenue		20,97,36,710	28,32,92,585
Expenses			
Cost of material consumed	24	6,85,16,948	4,62,32,099
Purchases of traded goods	25	8,65,17,839	19,34,16,563
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	(9,17,83,699)	(13,27,02,493)
Employee benefits expense	27	3,79,52,191	3,18,43,966
Finance costs	28	1,68,01,397	93,68,568
Depreciation expense		30,37,186	26,65,245
Other expenses	29	7,75,03,398	7,73,95,549
Total expenses		19,85,45,260	22,82,19,497
Profit before prior period adjustments, exceptional items and tax		1,11,91,450	5,50,73,088
Prior period adjustments (net)	30	-	90,290
Profit before tax		1,11,91,450	5,49,82,798
Tax expense			
Current tax		55,44,890	87,00,184
Tax Adjustment in respect of earlier years		1,21,197	-
MAT credit entitlement		(46,03,610)	(72,27,540)
Deferred tax		(59,97,118)	91,36,923
Profit for the year before minority interest		1,61,26,091	4,43,73,231
Minority interest		1,25,861	1,34,486
Profit for the year		1,60,00,229	4,42,38,745
Earnings per equity share			
Basic & Diluted Earnings per share	31	2.79	7.67
Significant accounting policies			
The accompanying notes form an integral part of the financial statements.	3 to 38		
As per our report of even date attached			
for BHANU MURALI & CO		for and on behalf of the Board of Directors of NCL HOLDINGS (A&S) LIMITED	
Chartered Accountants			
Firm registration no. : 014993S			
Bhanu Prakash Yelchuri		Madhu. K	K A Reddy
Partner		<i>Managing Director</i>	<i>Director</i>
Membership No. 223184		DIN: 00040253	DIN: 01194127
Place: Hyderabad			
Date: 29-11-2021			
		Madhur Shrivastav	D. Sarasuram
		<i>Company Secretary</i>	<i>CFO</i>

NCL HOLDINGS (A & S) LIMITED
Consolidated cash flow statement for the year ended 31 March 2021
 (All amounts in Indian rupees (₹))

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash flows from operating activities		
Profit before tax	1,11,91,450	5,49,82,798
Adjustments:		
Depreciation	30,37,186	26,65,245
Profit on sale of property, plant and equipment	-	(35,117)
Bad debts written off	-	-
Interest income	(50,893)	(2,05,357)
Gain on sale of investments	(2,83,13,756)	(5,19,94,764)
Dividend Income	(23,19,598)	(40,00,000)
Interest and finance expense	1,68,01,397	93,68,568
Operating cash flow before working capital and other changes	3,45,786	1,07,81,373
Decrease/(Increase) in trade receivables	1,24,81,965	(1,22,47,400)
(Increase)/Decrease in loans and advances	(8,73,23,848)	6,71,27,460
Decrease/(Increase) in other assets	23,95,596	8,88,707
Decrease/(Increase) in inventories	(8,92,88,965)	(13,52,90,963)
Increase/(Decrease) in current liabilities and provisions	(24,57,45,732)	5,90,17,245
Cash generated from operations	(40,71,35,198)	(97,23,578)
Income tax (paid)/refund (net)	(63,05,584)	(23,35,262)
Net cash provided by/(used in) operating activities	(41,34,40,782)	(1,20,58,840)
Cash flows from investing activities		
Purchase of property, plant and equipment (including capital work-in-progress)	(34,42,69,700)	(19,70,99,171)
Proceed from sale of property, plant and equipment	-	1,68,407
Purchase of control in subsidiaries	-	-
Purchase of Investments	-	-
Proceed on sale of shares - (net of gains)	4,18,13,771	7,86,46,066
Interest received	50,893	2,05,357
Dividend received	23,19,598	40,00,000
Net cash used in investing activities	(30,00,85,438)	(11,40,79,341)
Cash flows from financing activities		
Long-term loans borrowed during the year	72,72,93,622	53,21,121
Long-term loans repaid during the year	(45,80,600)	(53,14,518)
Short-term loans borrowed during the year	66,11,706	11,78,31,647
Short-term loans repaid during the year	(33,14,553)	(28,01,355)
Interest and finance charges paid	(1,68,01,397)	(93,68,568)
Capital Infusion by Minority interest	-	1,03,40,000
Net cash provided by financing activities	70,92,08,778	11,60,08,327
Net increase in cash and cash equivalents	(43,17,442)	(1,01,29,854)
Cash and cash equivalents at the beginning of the year	72,73,562	1,74,03,416
Cash and cash equivalents at the end of the year	29,56,120	72,73,562
Notes:		
1. Components of cash and cash equivalents as at (refer note 18)	31 March 2021	31 March 2020
Cash on hand	7,28,590	12,24,928
Balances with Banks		
- on current accounts	22,27,530	60,48,634
	29,56,120	72,73,562
As per our report of even date attached		
for BHANU MURALI & CO Chartered Accountants Firm registration no. : 014993S	<i>for and on behalf of the Board of Directors of</i> NCL HOLDINGS (A&S) LIMITED	
Bhanu Prakash Yelchuri Partner Membership No. 223184 Place: Hyderabad Date: 29-11-2021	Madhu. K <i>Managing Director</i> DIN: 00040253	K A Reddy <i>Director</i> DIN: 01194127
	Madhur Shrivastav <i>Company Secretary</i>	D. Sarasuram <i>CFO</i>

NCL Holdings (A&S) Limited
Summary of Significant Accounting Policies and other explanatory information
(All amounts in INR unless otherwise stated)

1. Company overview

NCL Holdings (A&S) Limited ("the Company" or "the Parent") is a company domiciled in India and registered under the provisions of the Companies Act, 2013. The Company along with its subsidiaries (collectively referred as "the Group" or "the consolidating entities". NCL Holdings (A&S) Limited ("the Company") was incorporated to acquire non-building material assets held by NCL Buildtek Limited along with equivalent reserves vide NCLT Demerger order dated 24th January 2019..

2. Basis of preparation of Consolidated IGAAP financial statements

The Consolidated IGAAP financial statements have been prepared in accordance with the accounting standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended) ("the Rules") which are deemed to be applicable as per section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other recognized accounting practices and policies generally accepted in India including the requirements of the Act ("Indian GAAP"). The Consolidated IGAAP financial statements have been prepared on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year. The Consolidated IGAAP financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's separate financial statements.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of work and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current and non-current classification of assets and liabilities.

Principles of consolidation

Investment in subsidiaries in The Consolidated IGAAP financial statements are accounted in accordance with accounting principles as defined in the accounting standard 21 "Consolidated financial statements", notified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014. The Consolidated IGAAP financial statements are prepared on the following basis:

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 eliminating intra-group balances, intra-group transactions and the unrealised profits.

The excess of the cost to the Company of its investments in each of the subsidiary over its share of equity in the respective subsidiary, on the acquisition date, is recognised in The Consolidated IGAAP financial statements as "Goodwill on consolidation" and assessed for impairment at each reporting date. The excess of the Company's equity share over the cost of the investment in the subsidiary, on the acquisition date, is recognised in the financial statements as "Capital reserve on consolidation".

Minorities' interest in net profits of consolidated subsidiaries for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets is identified and presented in the consolidated balance sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity in the absence of the contractual obligation on the minorities, the same is accounted for by the Company.

As far as possible, The Consolidated IGAAP financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's stand-alone financial statements.

The financial statements of the entities used for the purpose of consolidation are drawn up to the same reporting date of the Company i.e., year ended 31 March 2021.

As per Accounting Standard 21, only those notes which are material need to be disclosed. Materiality for this purpose is assessed in relation to the information contained in The Consolidated IGAAP financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiary and/or a parent having no bearing on the true and fair view of the consolidated financial statements are not disclosed in The Consolidated IGAAP financial statements.

The consolidated financial statements as at and for the year ended 31 March 2021 include the financial statements of the following entities:

Name of the consolidated entity	Nature of interest	% of interest	
		31-Mar-21	31-Mar-20
Eastern Ghat Renewable Energy Limited	Wholly owned subsidiary	100%	100%
NCL Green Habitats Private Limited	Wholly owned subsidiary	100%	100%
Kakatiya Industries Private Limited	Wholly owned subsidiary	97%	97%
Suncrop Sciences Private Limited	Wholly owned subsidiary	76%	76%

Use of estimates

The preparation of Consolidated IGAAP financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates. Examples of such estimates include provisions for future obligations under employee retirement benefit plans, current taxes, recognition of deferred tax assets, assessment of fair value of consideration attributable to the unexpired portion of service and useful lives of property, plant and equipment.

Summary of significant accounting policies

Property, plant and equipment

Tangible assets

Tangible assets are stated at cost, less accumulated depreciation and impairment losses, if any. Direct costs are capitalized until property, plant and equipment are ready for use. The cost and the accumulated depreciation for property, plant and equipment sold, retired or otherwise disposed off are removed from the stated values and the resulting gains or losses, as the case may be are included in the Statement of Profit and Loss.

Intangible assets

Intangible assets are stated at their cost of acquisition, less accumulated amortization and impairment losses, if any. An intangible asset is recognized, where it is probable that future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured.

Depreciation & amortisation

Tangible assets

Depreciation on property, plant and equipment is provided on pro-rata basis, using the straight line method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss.

Intangible assets

Amortisation on intangible assets is provided on pro-rata basis, using the straight line method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss.

Goodwill

Goodwill represents the excess of purchase consideration over the net book value of assets acquired is evaluated periodically for impairment and impairment losses as recognized where applicable.

Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Investments

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investment are made are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of such investments.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sales of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects taxes on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rates applicable.

Inventories

Stock-in-trade is valued at lower of cost and net realizable value. Costs include purchase price and other direct expenses incurred to bring inventories to its present condition and location. Cost is determined on First In First Out (FIFO) cost basis.

Foreign currency transactions**Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on the reporting of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous Consolidated IGAAP financial statements, are recognized as income or as expense in the year in which they arise.

Foreign currency translation

Exchange difference relating to non-integral foreign operations is disclosed as 'foreign currency translation reserve' in the balance sheet until the disposal of the net investment. On the disposal of a non-integral foreign operation, the cumulative amount of the exchange difference is recognized as income or expense in the period in which gain or loss on disposal is recognized. In accordance with the accounting principles prescribed under Accounting Standards 11 'The Effects of Changes in Foreign Exchange Rates' as notified by the Rules, the Group has designated its foreign operations, as 'non-integral foreign operation'.

Employee benefits**Provident fund**

Retirement benefit in the form of a provident fund is a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the period when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity

Gratuity is a post-employment defined benefit obligation. The liability recognized in the balance sheet represents the present value of the defined benefit obligation at the balance sheet date, together with adjustments for past service costs. Independent actuary using the projected unit credit method calculates the defined benefit obligation annually.

Actuarial gains or losses arising from experience adjustments and changes in actuarial assumptions are credited or charged to the Statement of Profit and Loss in the year in which such gains or losses arises.

Compensated absences

Liability in respect of leave becoming due or expected to be availed within one year from the Balance Sheet date is recognised on the basis of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of earned leave becoming due or expected to be availed more than one year after the Balance Sheet date is estimated on the basis of actuarial valuation by an independent actuary using the projected unit credit method.

Borrowing costs

Borrowing costs directly attributable to acquisition, construction or production of asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as a part of cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

Operating leases

Leases where the lessor effectively retains substantially all the risks and rewards incidental to the ownership are classified as operating leases. Lease rents in respect of non-cancelable operating leases are recognized in the Statement of Profit and Loss on straight line basis.

Earnings/(loss) per equity share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Taxes on income**Current tax**

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income-tax Act, 1961.

Deferred tax

Deferred tax charges or credits reflect the tax effect of timing differences between accounting income and taxable income for the period. The deferred tax charges or credits and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future periods, however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

Provisions and contingent liabilities

Provision is recognized when the Company has a present obligation as a result of a past event and when it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management's best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. A disclosure of a contingent liability is made when there is a possible or a present obligation that may, but probably will not, require an outflow of resources.

Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments, with original maturity of less than or equal to three months.

NCL HOLDINGS (A & S) LIMITED
Notes to the consolidated financial statements (continued)
(All amounts in Indian rupees (‘))

Particulars	As at 31 March 2021	As at 31 March 2020
3 : Share capital		
Authorised capital		
90,00,000 equity shares of `10 each	9,00,00,000	9,00,00,000
Issued, subscribed and paid-up		
57,84,938 (Previous year: 57,84,938) equity shares of `10 each, fully paid up	5,78,49,380	5,78,49,380
	5,78,49,380	5,78,49,380

3.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number	Amount in `	Number	Amount in `
Equity shares of `10 each, fully paid up				
Outstanding at the beginning of the year	57,84,938	5,78,49,380	57,84,938	5,78,49,380
Add: Issued and allotted during the year	-	-	-	-
Outstanding at the end of the year	57,84,938	5,78,49,380	57,84,938	5,78,49,380

3.2 Rights, preferences and restrictions attached to the equity shares:

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share at the general meetings of the Company. The Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the proportion of the number of equity shares held by the shareholders.

3.3 Details of shareholders holding more than 5% of shares:

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number	%	Number	%
Equity shares of `10 each held by				
Sri. Ashven Datla	4,50,000	7.78%	4,50,000	7.78%
Smt. K. Pooja	4,43,142	7.66%	3,50,317	6.06%
Sri. K. Gautam	3,91,006	6.76%	3,84,743	6.65%
Sri. K. Ravi	3,79,317	6.56%	3,50,317	6.06%
Smt. K. Shilpa	3,24,815	5.61%	2,80,315	4.85%
Smt. K. Roopa	3,09,316	5.35%	2,85,316	4.93%

Particulars	As at 31 March 2021	As at 31 March 2020
4 : Reserves and surplus		
(a) Capital reserve		
Balance at the beginning of the year	68,97,442	68,97,442
Addition during the year	-	-
Balance at the end of the year	68,97,442	68,97,442
(b) General reserve		
Balance at the beginning of the year	51,42,62,411	51,42,62,411
Add: Transferred from surplus in statement of profit and loss	-	-
Less: During the year	(57,447)	-
Balance as at the end of the year	51,42,04,965	51,42,62,411
(c) Surplus in statement of profit and loss account:		
Balance at the beginning of the year	5,38,16,861	(7,61,884)
Add: Profit for the year	1,60,00,229	4,42,38,745
Add: recovery from minority interest	-	1,03,40,000
Balance at the end of the year	6,98,17,090	5,38,16,861
	59,09,19,497	57,49,76,713

NCL HOLDINGS (A & S) LIMITED
Notes to the consolidated financial statements (continued)
(All amounts in Indian rupees (₹))

Particulars	As at 31 March 2021	As at 31 March 2020
5 : Long-term borrowings		
<i>Secured</i>		
Non Convertible debentures	39,21,90,000	-
Vehicle loans*	35,97,967	53,21,121
Term loans		
From banks**	33,58,20,543	7,16,921
<i>Unsecured</i>		
Loan from director	11,84,400	39,84,400
Loan from related parties	3,12,250	3,12,250
Loan from Others	1,20,000	1,20,000
	73,32,25,160	1,04,54,692
* Secured by Hypothecation of Vehicles		
** Secured by first charge on the property, plant and equipment and current assets of Kakatiya Industries Private Limited		
6 : Other long-term liabilities		
Security Deposits	17,47,000	16,67,000
	17,47,000	16,67,000
7 : Long-term provisions		
Provision for gratuity	91,75,554	65,84,318
Provision for Leave encashment	7,29,233	7,29,233
	99,04,787	73,13,551
8 : Short-term borrowings		
<i>Secured</i>		
Loans repayable on demand from banks	49,85,678	83,00,227
<i>Unsecured</i>		
Intercompany Deposits	2,27,00,000	2,27,00,000
Loan from related parties	21,92,15,853	21,92,14,661
Loan from others	66,10,514	-
	25,35,12,041	25,02,14,888
9 : Trade payables		
- total outstanding dues of micro enterprises and small enterprises	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	3,66,20,934	2,89,43,606
	3,66,20,934	2,89,43,606
10 : Other current liabilities		
Current maturities of long term borrowings		
- Term Loan	58,29,528	67,59,852
Advance from customers	25,23,09,890	52,06,94,535
Other liabilities	4,33,20,759	3,18,04,292
Other payables	33,69,383	20,29,692
	30,59,90,660	56,12,88,371
11 : Short-term provisions		
Provision for gratuity	8,75,883	16,72,468
Provision for leave encashment	2,72,442	2,72,442
Provision for tax (net of advance tax)	56,16,081	76,19,863
Provision for bonus	50,400	50,400
	68,14,806	96,15,173
13 : Deferred tax assets (net)		
Opening balance	1,08,07,447	1,99,44,370
Additions/(Reversals) during year	59,97,118	(91,36,923)
	1,68,04,565	1,08,07,447
14 : Long-term loans and advances		
<i>Unsecured, considered good</i>		
Security deposits	48,30,518	17,90,681
MAT credit entitlement	98,01,752	81,75,112
Advance tax (net of provision)	29,32,511	13,19,826
	6,45,20,521	1,12,85,619

Particulars	As at 31 March 2021	As at 31 March 2020
15 : Other non-current assets		
Preliminary & Pre Operative Expenses	60,45,892	60,40,195
	60,45,892	60,40,195
16 : Current Investments		
<i>Quoted</i>		
Investment in NCL Industries Limited 7,00,000 Equity shares (Previous year 10,00,000) of face value of Rs.10/- each	3,06,05,346	4,41,05,361
	3,06,05,346	4,41,05,361
17 : Inventories		
Land	77,50,58,455	68,85,40,616
Raw Materials	57,94,128	82,88,862
Work in Progress	2,32,74,999	1,37,25,589
Finished Goods	1,72,25,072	2,15,08,622
	82,13,52,654	73,20,63,689
18 : Trade receivables		
Unsecured, considered good	-	-
Outstanding for period exceeding six months from the date they became due for payment	1,68,51,213	1,75,35,098
Other debts	1,35,46,106	2,78,44,186
Less: Provision for Bad and doubtful debts	-	(25,00,000)
	3,03,97,319	4,28,79,284
19 : Cash and cash equivalents		
Cash on hand	7,28,590	12,24,928
Balances with Banks - on current accounts	22,27,530	60,48,634
	29,56,120	72,73,562
20 : Short-term loans and advances		
Advance for expenses	5,15,14,809	1,70,07,273
Advance for Land	18,09,30,065	16,23,69,500
Staff Advances	1,77,896	32,405
Capital advances	3,40,06,444	4,91,34,377
Security deposits	3,19,068	9,13,188
Balances with statutory authorities	2,61,233	2,76,254
Prepaid expenses	20,167	1,68,414
	26,72,29,682	22,99,01,411
21 : Other current assets		
Promotions Materials	82,525	1,24,333
Other receivables	12,67,962	1,61,477
Payments under protest	-	34,65,970
	13,50,487	37,51,780

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
22 : Revenue from operations		
Sale of Land	31,57,500	2,56,49,000
Sale of Services	-	-
-Job works	-	40,00,000
Sale of Chemicals	6,38,83,447	5,44,11,292
Interest Income	-	1,10,551
Sale of Crops (Gross)	16,03,53,437	20,89,26,762
Less: Sales Returns	(4,06,95,498)	(5,73,91,061)
Less: Trade Discount	(86,41,821)	(90,93,045)
Less: Goods and Service tax	(7,452)	(9,052)
	17,80,49,613	22,66,04,447
23 : Other income		
Interest income on fixed deposits with bank	50,893	2,05,357
Income from Land lease	10,02,850	4,52,900
Gain on sale of investments	2,83,13,756	5,19,94,764
Dividend Income	23,19,598	40,00,000
Profit on sale of property, plant and equipment	-	35,117
	3,16,87,097	5,66,88,138
24 : Cost of material consumed		
Opening Stock of Raw Materials	82,88,862	57,00,392
Add : Purchases	6,26,33,469	4,59,66,699
Add : Freight Charges	33,88,745	28,53,870
Less : Closing Stock of Raw Materials	57,94,128	82,88,862
	6,85,16,948	4,62,32,099
25 : Purchases of traded goods		
Land	8,65,17,839	19,34,16,563
	8,65,17,839	19,34,16,563
26 : Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Opening Stock		-
Land	68,85,40,616	51,79,49,538
Work in Progress	1,37,25,589	3,39,82,632
Finished Goods	2,15,08,622	3,91,40,164
Closing Stock		
Land	77,50,58,455	68,85,40,616
Work in Progress	2,32,74,999	1,37,25,589
Finished Goods	1,72,25,072	2,15,08,622
	(9,17,83,699)	(13,27,02,493)
27 : Employee benefits expense		
Salaries, allowances and benefits to employees	3,59,06,813	2,94,05,501
Contribution to provident and other funds	15,03,981	19,24,035
Staff welfare	5,41,397	5,14,430
	3,79,52,191	3,18,43,966

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
28 : Finance costs		
Interest Expenses	1,65,43,786	89,36,422
Bank Charges	93,028	1,18,450
Others	1,64,583	3,13,696
	1,68,01,397	93,68,568
29 : Other expenses		
Manufacturing Expenses	3,92,53,395	3,39,79,532
Labour Charges	28,41,750	21,49,158
Packing Materials	7,54,210	6,72,868
Consumables	4,06,071	3,19,668
Power and fuel	25,96,844	26,48,005
Rent	20,22,000	3,97,000
Repairs and manitenance - others	-	-
- Vehicles	16,32,939	15,15,173
- Others	19,23,190	16,81,353
Insurance	4,10,210	2,01,385
Rates and taxes	20,63,164	9,39,138
Legal and professional charges	23,18,752	39,35,280
Director Sitting fees & Incidental expenses	70,500	1,17,500
Auditors' remuneration		
- Statutory audit	2,28,200	1,32,400
- Tax audit	10,000	10,000
Travelling and boarding	25,72,677	28,11,856
Communication expenses	2,59,999	2,13,604
Printing and stationery	5,19,000	3,15,792
Office maintenance	11,33,693	8,89,870
Freight outward	46,08,500	46,38,899
Sales Promotion	73,68,285	1,25,47,271
AGM Expenses	1,31,660	43,114
Share Transaction Charges	41,961	40,274
Preliminary expenses	64,590	64,590
Research and Development Expenses	39,28,309	37,91,388
Provision for Bad debts	1,25,305	32,48,957
Security services	-	27,932
Miscellaneous expenses	2,18,194	63,542
	7,75,03,398	7,73,95,549
30 : Prior period adjustments (net)		
Prior Period Expenses	-	90,290
	-	90,290
31 : Basic & Diluted Earnings per share		
Profit for the year	1,61,26,091	4,43,73,231
Weighted average number of equity shares outstanding during the year	57,84,938	57,84,938
Basic /Diluted EPS	2.79	7.67

Other information and disclosures forming part of the financial statement	For the year ended 31 March 2021	For the year ended 31 March 2020
32 : Payments to the auditors comprises of (Net of GST):		
Audit under the Companies Act, 2013	2,20,800	1,32,400
Audit under the Income-tax Act, 1961	10,000	10,000
Out of pocket expenses	7,400	
	2,38,200	1,42,400
33 : Transactions in foreign currency*		
Expenditure incurred in Foreign currency	Nil	Nil
Earnings in Foreign currency	Nil	Nil
* This information has been relied upon the auditors.		
34 : Contingent Liabilities & Commitments:		
Contingent liabilities		
Corporate Guarantees issued in favour of related parties*	1,68,59,00,000	12,09,20,000
Income tax matters in dispute	-	1,77,00,000
<p>* The Company has issued corporate guarantee in favour of State Bank of India, Industrial finance Branch, Somajiguda, Hyderabad to an extent of Rs. 126.59 Crore in connection with facilities availed by NCL Buldtek Limited (a Group company). These guarantees are financial guarantees as they require the Company to reimburse the banks if the borrower fails to make principal or interest payments when due in accordance with the terms of sanction.</p> <p>*The Company has given corporate guarantee and also pledged 17,21,793 shares of M/s Kakatiya Industries Pvt Ltd towards the Term Loan availed by M/s Kakatiya Industries Pvt Ltd for implementation of 9MW Hydro Power Project on Hirakud Dam, Orissa.</p>		

NCL HOLDINGS (A & S) LIMITED
Notes to the consolidated financial statements (continued)
(All amounts in Indian rupees (₹))

12 : Property, plant and equipment

Particulars	Gross block			Accumulated depreciation			Net block		
	As at 1 April 2020	Additions	Deletions	As at 31 March 2021	As at 1 April 2020	For the year	Deletions	As at 31 March 2021	As at 31 March 2020
Land	2,09,22,424	-	-	2,09,22,424	-	-	-	2,09,22,424	-
Electrical Installations	11,75,827	-	-	11,75,827	11,31,815	4,181	-	39,831	44,012
Computer equipment	2,58,525	1,30,000	-	3,88,525	2,08,741	17,855	-	1,61,929	49,784
Office Equipment	-	1,00,371	-	1,00,371	-	2,414	-	97,957	-
Furniture and fittings	7,20,421	44,156	-	7,64,577	5,16,171	25,162	-	2,23,244	2,04,250
Fire Equipments	3,98,898	-	-	3,98,898	1,68,040	14,621	-	2,16,237	2,30,858
Vehicles	1,06,04,130	8,35,393	-	1,14,39,523	35,83,720	8,34,692	-	70,21,111	70,20,410
Buildings	2,44,20,662	-	-	2,44,20,662	79,47,533	5,21,649	-	1,59,51,480	1,64,73,129
Pipeline & Borewell	6,90,991	-	-	6,90,991	6,80,782	-	-	10,209	10,209
Plant and Machinery	4,71,48,944	32,24,766	-	5,03,73,710	2,59,65,582	16,12,097	-	2,27,96,031	2,11,83,362
Total tangible assets	10,63,40,822	43,34,686	-	11,06,75,508	4,02,02,384	30,32,671	-	6,74,40,453	6,61,38,438
Intangible assets									
Computer Software	46,800	-	-	46,800	39,946	4,515	-	2,339	6,854
Total intangible assets	46,800	-	-	46,800	39,946	4,515	-	2,339	6,854
Total	10,63,87,622	43,34,686	-	11,07,22,308	4,02,42,330	30,37,186	-	6,74,42,792	6,61,45,292
Previous year	10,18,78,626	72,83,386	27,74,390	10,63,87,622	4,02,18,186	26,65,245	26,41,100	6,16,60,440	6,61,45,291

Capital work in Progress

Particulars	As at 31 March 2021	As at 31 March 2020
Opening Balance	30,00,50,624	11,02,34,839
Additions to CWIP	33,99,35,014	18,98,15,785
Transfer to Property, Plant & Equipment	-	-
Closing Balance	63,99,85,638	30,00,50,624

NCL HOLDINGS (A & S) LIMITED
Notes to the consolidated financial statements (continued)
(All amounts in Indian rupees (‘))

35: Related party disclosure**I. Names of related parties and description of relationship****A) Subsidiary Companies**

Eastern Ghat Renewable Energy Limited
NCL Green Habitats Private Limited
Kakatiya Industries Private Limited
Suncrop Sciences Private Limited

B) Key Managerial Personnel

Ashven Datla - Director
Bimal V Goradia - Director
Ambujodar Reddy Kanala - Director
Madhu Kalidindi - Managing Director

C) Enterprises Controlled or significantly influenced by Key Management Personnel or their Close Family Members

NCL Industries Limited
Khandaleru Power Co. Limited
NCL Homes Limited
NCL Buildtek Limited
NCL Veka Limited
Nagarjuna Cerachem Private limited

D) Relative of Key Managerial Personnel

Salagrama devi
Srilekha V
Rajyalakshmi
G Nagalakshmi Devi

II. Disclosure of transactions with related parties

S. No.	Transactions	Key Management Personnel		Other Related Parties	
		As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
1	Sales	-	-	1,17,11,591	94,68,697
2	Purchases	-	-	1,29,146	-
3	Dividend income	-	-	23,19,600	40,00,000
4	Interest income	-	-	-	48,31,474
5	Interest expense	15,71,656	19,94,925	82,60,149	3,33,607
6	Rent	-	-	18,00,000	-
7	Remuneration to KMP	1,52,45,272	89,10,653	-	-
8	Outstanding remuneration to KMP	2,50,559	3,00,434	-	-
9	Loan availed	37,00,000	4,07,79,833	4,13,21,837	-
10	Loan repaid	(2,84,49,443)	(45,07,000)	(50,96,202)	(25,00,000)
11	Outstanding loan	99,61,590	3,28,11,033	20,80,69,863	17,62,77,853
12	Sitting fees	40,000	1,80,000	-	-

NCL HOLDINGS (A & S) LIMITED
Notes to the consolidated financial statements (continued)
(All amounts in Indian rupees (₹))

36 Balances standing to the debit/credit of Sundry Creditors, Sundry Debtors, Advances and various parties accounts are subject to confirmation and reconciliation.

37 There were no employees drawings remuneration in excess of the limits laid down in the Companies Act, 2013.

38 Previous year's figures have been regrouped/rearranged, wherever necessary in order to confirm with current year's presentation.

As per our report of even date attached

for **BHANU MURALI & CO**
Chartered Accountants
Firm registration no. : 014993S

for and on behalf of the Board of Directors of
NCL HOLDINGS (A&S) LIMITED

Bhanu Prakash Yelchuri
Partner
Membership No. 223184
Place: Hyderabad
Date: 29-11-2021

Madhu. K
Managing Director
DIN: 00040253

K A Reddy
Director
DIN: 01194127

Madhur Shrivastav
Company Secretary

D. Sarasuram
CFO