

NCLIL/SEC/2021-2022

25.06.2021

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Floor.25, Dalal Street
MUMBAI – 400001.
Tel No.022-22721234

**National Stock Exchange
of India Limited**
Exchange Plaza,
Bandra Kurla Complex
Bandra (E), MUMBAI - 400051

Dear Sir,

Re: Outcome of Board Meeting dated 25th June, 2021

We report the outcome of the Board Meeting held today as follows:

- 1) The statement of Audited stand alone and consolidated Financial Results for the quarter and year ended 31st March, 2021 was approved. Pursuant to Regulation 33 of the SEBI (LODR), 2015 please find attached the following.
 1. Copy of the Audited Financial Results
 2. Auditors' Reports
 3. Statement of Assets and Liabilities for the period ended 31st March, 2021
 4. Declaration in terms of Regulation 33(3) (d) of SEBI (LODR) Regulations, 2015

The results are also being published in the prescribed format under Regulation 47 of SEBI (LODR) 2015.

- 2) The Board recommended a further dividend of 10% (Rs.1.00 per Share) in addition to the Interim dividend aggregating to 30% already paid. With this, if approved by the shareholders, the final dividend for the financial year 2020-21 will be 40%. (Previous year 25%)

The meeting commenced at 11.30 AM and ended at 4.10 PM

This is for your kind information and records.

Yours faithfully,
for **NCL INDUSTRIES LIMITED**


T.ARUN KUMAR
Company Secretary



NCL INDUSTRIES LTD

CIN:L3130TG1979PLC002521

NCL Pearl, Near Rail Nilayam, SD Road, Secunderabad - 500026

STATEMENT OF AUDITED STANDALONE & CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2021

Sl. No.	Particulars	Standalone				Consolidated			
		Quarter ended		Year ended		Quarter ended		Year ended	
		31-Mar-21 (Audited)	31-Dec-20 (Unaudited)	31-Mar-21 (Audited)	31-Mar-20 (Audited)	31-Mar-21 (Audited)	31-Dec-20 (Unaudited)	31-Mar-21 (Audited)	31-Mar-20 (Audited)
1	Revenue from operations a) Net sales / income from operations Less: Inter Segment Transfers Total Revenue from operations Other Income	45,018.81 4,499.15 40,519.66 319.87	42,102.87 5,153.44 36,949.43 143.04	156,847.13 18,479.04 138,368.09 658.67	107,582.20 13,795.70 93,786.50 256.86	45,018.81 4,499.15 40,519.66 452.14	42,102.87 5,153.44 36,949.43 143.04	156,847.13 18,479.04 138,368.09 790.94	107,582.20 13,795.70 93,786.50 256.86
	Total income (1+2)	40,839.52	37,092.47	139,026.76	94,043.36	40,971.80	37,092.47	139,159.03	94,043.36
3	Expenses a) Cost of materials consumed b) Purchase of Stock in Trade c) Power d) Fuel e) Changes in inventories of finished goods, work-in-progress and stock-in-trade f) Excise duty paid g) Employee benefits expense h) Depreciation and amortisation i) Finance costs j) Transport & Handling k) Inter Segment Transfers l) Other expenditure Total expenses	12,195.53 3,546.96 5,524.33 (80.26)	10,951.19 3,324.74 4,844.29 (52.88)	38,953.77 12,303.79 18,333.34 1,656.48	28,580.93 10,860.36 16,631.20 (2,544.67)	12,195.53 3,546.96 5,524.33 (80.26)	10,951.19 3,324.74 4,844.29 (52.88)	38,953.77 12,303.79 18,333.34 1,656.48	28,580.93 10,860.36 16,631.20 (2,544.67)
4	Profit before tax (1 + 2 - 3)	5,477.62	5,847.34	22,777.93	6,918.43	5,154.29	5,847.34	22,454.16	6,917.93
5	Tax expense a) Current tax b) Mat Credit Entitlement c) Deferred tax	1,353.93 899.84	1,743.47 (55.59)	6,983.78 925.57	2,179.56 (345.85)	1,353.93 899.84	1,743.47 (55.59)	6,983.78 925.57	2,179.56 (345.85)
6	Net profit for the period / year (4 - 5)	3,223.85	4,159.46	14,868.58	5,084.72	2,900.52	4,159.46	14,544.81	5,084.22
7	Other comprehensive income (i) Remeasurement (Loss)/Gain on defined benefit plans (ii) Income tax relating to items that will not be reclassified to profit or loss	(149.90) 52.38 (97.52)	- - -	(149.90) 52.38 (97.52)	17.66 (6.17) 11.49	(149.90) 52.38 (97.52)	- - -	(149.90) 52.38 (97.52)	17.66 (6.17) 11.49
	Total other comprehensive income	3,126.33	4,159.46	14,771.06	5,096.21	2,803.01	4,159.46	14,447.29	5,095.71
8	Total Comprehensive income (6 + 7)	4,523.28	4,523.28	14,942.12	5,232.93	4,523.28	4,523.28	14,447.29	5,095.71
9	Paid-up equity share capital (face value Rs. 10/- each)	-	-	61,950.43	48,309.69	-	-	61,946.67	48,309.19
10	Other Equity	6.91	9.20	32.65	11.26	6.91	9.20	32.65	11.26
11	Earnings per equity share (face value Rs. 10/- each) (Not Annualised) - Basic - Diluted	6.91 6.91	9.20 9.20	32.65 32.65	11.26 11.26	6.91 6.91	9.20 9.20	32.65 32.65	11.26 11.26



NCL Industries Limited
Balance Sheet as at March 31, 2021

Particulars	Standalone		Consolidated	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
	Audited	Audited	Unaudited	Audited
ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	78,944.46	69,528.74	81,969.14	69,528.74
(b) Capital work-in-progress	6,053.76	8,991.12	6,053.76	8,996.71
(c) Investment Property				
(d) Other intangible assets				
(e) Financial Assets				
(i) Investments	3,001.00	1.00	-	-
(ii) Trade Receivables	5,671.85	117.48	5,671.85	117.48
(iii) Loans				
(iv) Other Financial Assets	1,734.00	1,971.71	1,738.11	1,971.71
(f) Deferred tax Assets (net)				
(g) Other non-current Assets	364.62	245.23	364.62	245.23
Current Assets				
(a) Inventories	10,512.46	10,968.10	10,512.46	10,968.10
(b) Financial Assets				
(i) Investments				
(ii) Trade Receivables	10,402.68	14,337.79	10,402.68	14,337.79
(iii) Cash & Cash Equivalents	6,701.69	79.85	6,713.40	81.25
(iv) Bank Balances other than (iii) above	380.12	1,792.91	380.12	1,792.91
(v) Loans				
(vi) Other Financial Assets	424.90	597.29	424.90	597.29
(c) Current Tax Assets				
(d) Other Current Assets	5,666.05	6,685.58	5,665.84	6,679.39
Total	129,857.59	115,316.80	129,896.89	115,316.60
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	4,523.28	4,523.28	4,523.28	4,523.28
(b) Other Equity	61,950.43	48,320.91	61,946.67	48,320.41
Liabilities				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	23,657.61	16,536.43	23,657.61	16,536.43
(ii) Trade Payables				
(iii) Other Financial Liabilities				
(b) Provisions	327.33	676.35	328.33	676.35
(c) Deferred Tax Liabilities (Net)	8,192.66	7,267.09	8,192.66	7,267.09
(d) Other non-current liabilities	565.22	1,396.67	565.22	1,396.67
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	2,966.43	12,151.87	2,966.43	12,151.87
(ii) Trade payables				
a) Total outstanding dues of micro and small enterprises	25.61	23.97	25.61	23.97
b) Total outstanding dues of Creditors other than micro and small enterprises	7,282.85	6,586.53	7,318.89	6,586.53
(iii) Other Financial Liabilities	11,849.93	11,217.15	11,853.34	11,217.45
(b) Provisions	202.97	198.82	204.57	198.82
(c) Current Tax Liabilities (Net)	2,358.23	2,112.78	2,358.23	2,112.78
(d) Other current liabilities	5,955.02	4,304.95	5,956.03	4,304.95
Total Equity and Liabilities	129,857.59	115,316.80	129,896.89	115,316.60



Segment-wise Revenue, Results and Assest and Liabilities

	Quarter Ended			Year Ended	
	31-Mar-21	31-Dec-20	31-Mar-20	31-Mar-21	31-Mar-20
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1 Segment Revenue					
a) Cement Division	46,060.78	43,971.04	29,351.00	168,139.14	110,291.42
b) Boards Division	4,724.53	3,847.43	3,147.03	13,181.29	12,592.45
c) Prefab Division	-	-	-	-	-
d) Energy Division	134.72	392.51	90.65	769.44	804.50
e) Ready Mix Concrete Division	3,793.06	3,142.36	1,970.99	10,138.75	8,384.27
f) Doors	396.47	405.13	143.47	1,172.23	151.26
g) Unallocable Income (net of expenses)	-	-	-	-	-
TOTAL	55,109.57	51,758.47	34,703.13	193,400.86	132,223.90
Less : Inter Segment Revenue	4,499.15	5,153.44	3,687.11	18,479.04	13,795.70
Less : Taxes & Duties	10,090.76	9,655.61	6,329.31	36,553.73	24,641.70
Net Sales from Operations	40,519.66	36,949.43	24,686.71	138,368.09	93,786.50
2 Segment Results:					
Profit before Interest & Tax					
a) Cement Division	5,186.29	5,794.81	1,268.08	24,097.28	7,882.41
b) Boards Division	650.15	338.74	436.00	973.34	1,487.41
c) Prefab Division	-	-	-	-	-
d) Energy Division	39.50	286.72	15.64	405.16	475.59
e) Ready Mix Concrete Division	264.88	211.24	98.16	551.49	501.48
f) Doors	(257.77)	(338.11)	(334.04)	(1,201.88)	(361.67)
g) Unallocated	(290.59)	-	(0.50)	(291.00)	(0.50)
TOTAL	5,592.45	6,293.40	1,483.34	24,534.40	9,984.72
Less: Interest	438.16	446.05	746.56	2,080.23	3,066.79
TOTAL PROFIT BEFORE TAX	5,154.29	5,847.34	736.78	22,454.16	6,917.93
3 Segment Assets					
a) Cement Division	79,423.81	81,912.21	75,232.58	79,423.81	75,232.58
b) Boards Division	12,603.79	12,597.68	12,880.53	12,603.79	12,880.53
c) Prefab Division	80.81	80.81	80.81	80.81	80.81
d) Energy Division	2,983.91	3,057.26	3,012.61	2,983.91	3,012.61
e) Ready Mix Concrete Division	4,089.24	3,508.04	2,667.33	4,089.24	2,667.33
f) Doors	7,417.58	7,204.77	6,844.14	7,417.58	6,844.14
g) Unallocated	23,240.61	16,524.44	14,598.59	23,240.61	14,598.59
TOTAL	129,839.74	124,885.22	115,316.60	129,839.74	115,316.60
4 Segment Liabilities					
a) Cement Division	34,027.23	31,398.97	27,242.79	34,027.23	27,242.79
b) Boards Division	2,120.71	1,769.51	2,033.47	2,120.71	2,033.47
c) Prefab Division	24.69	24.69	24.69	24.69	24.69
d) Energy Division	53.52	46.10	44.57	53.52	44.57
e) Ready Mix Concrete Division	1,549.27	1,434.85	1,195.38	1,549.27	1,195.38
f) Doors	568.83	483.68	480.89	568.83	480.89
g) Unallocated	91,495.48	89,727.41	84,294.81	91,495.48	84,294.81
TOTAL	129,839.74	124,885.22	115,316.60	129,839.74	115,316.60



NCL Industries Limited
Cash Flow Statement For The Year Ended March 31, 2021

(In Rupees Lakhs)

Particulars	Standalone		Consolidated	
	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2021	For the year ended March 31, 2020
Cash flow from operating activities				
Profit before income tax from:				
Continuing operations	22,628.03	6,936.09	22,304.26	6,935.59
Discontinued operations	-	-	-	-
Profit before income tax including discontinued operations	22,628.03	6,936.09	22,304.26	6,935.59
Adjustments for:				
Depreciation and amortisation expense	4,088.16	4,211.98	4,423.97	4,211.98
Finance costs	2,047.49	3,066.79	2,080.23	3,066.79
Adjustments for Trade and other Payables	(10.72)	-	(10.72)	-
	28,752.96	14,214.86	28,797.74	14,214.36
Change in operating assets and liabilities, net of effects from				
(Increase) / Decrease in trade receivables	(1,619.26)	656.64	(1,619.26)	656.64
(Increase) / Decrease in inventories	455.64	(2,505.63)	455.64	(2,505.63)
Increase / (Decrease) in trade payables	697.96	(633.32)	734.00	(633.32)
(Increase) / Decrease in other financial assets	410.10	(474.65)	405.99	(474.65)
(Increase) / Decrease in other non-current assets	(119.39)	7.40	(119.39)	7.40
(Increase) / Decrease in other current assets	1,019.53	(243.78)	1,013.54	(237.58)
Increase / (Decrease) in provisions	4.15	7.20	5.75	7.20
Increase / (Decrease) in employee benefit obligations	(349.02)	41.35	(348.02)	41.35
Increase / (Decrease) in other current liabilities	1,650.08	(217.73)	1,651.09	(217.73)
Increase / (Decrease) in financial liabilities	593.51	1,103.79	596.62	1,104.08
Increase / (Decrease) in other non current liabilities	(831.45)	500.48	(831.45)	500.48
Cash generated from operations	30,664.81	12,456.61	30,742.25	12,462.61
Income taxes paid	6,685.95	1,880.32	6,685.95	1,880.32
Net cash inflow from operating activities	23,978.86	10,576.29	24,056.30	10,582.29
Cash flows from investing activities				
Payments for property, plant and equipment	(14,510.90)	(7,900.46)	(14,545.29)	(7,905.05)
Proceeds from sale of property, plant and equipment	944.38	55.11	944.38	55.11
Net cash outflow from investing activities	(13,566.52)	(7,845.35)	(13,600.91)	(7,849.94)
Cash flows from financing activities				
Repayment of non current borrowings	7,121.18	(2,134.54)	7,121.18	(2,134.54)
Proceeds/repayments from current borrowings	(9,185.44)	4,211.70	(9,185.44)	4,211.70
Interest paid	(2,008.21)	(2,992.50)	(2,040.95)	(2,992.50)
Dividends paid to Company's share holders	(1,130.82)	(2,181.22)	(1,130.82)	(2,181.22)
Net cash inflow (outflow) from financing activities	(5,203.29)	(3,096.56)	(5,236.03)	(3,096.56)
Net increase / (decrease) in cash and cash equivalents	5,209.05	(365.62)	5,219.36	(364.22)
Cash and cash equivalents at the beginning of the financial year	1,872.76	2,238.38	1,874.16	2,238.38
Cash and cash equivalents at end of the period	7,081.81	1,872.76	7,093.52	1,874.16
	(5,209.05)	365.62	(5,219.36)	364.22



Notes:

- 1 The above Standalone and Consolidated financial results were reviewed and recommended by the Audit committee, later approved by the Board of Directors of the company in their respective meetings held on 25th June, 2021. The Statutory auditors have conducted the Audit and have expressed unmodified opinion on the financial statements.
- 2 The Standalone and Consolidated Financial Results have been prepared in accordance with Indian Accounting Standards prescribed under section 133 of the Companies Act 2013 ("the Act") read with the relevant rules issued thereunder ("INDAS") and other accounting principles generally accepted in India and the guidelines issued by SEBI.
- 3 Consolidated Financial Results include the results of:
 - a) NCL Industries Limited
 - b) NCL Guangzheng Structures Limited.
 - c) Tern Distilleries Pvt Ltd
- 4 Reconciliation between financial results as previously reported Ind AS for the year ended 31st March 2020 and now due to prior year expenses is as follows:

Particulars	Rs. in lakhs	
	As at	31.03.2020
Other Equity previously reported	48,320.41	
Prior period expenses adjustment as per Ind AS	10.72	
Other Equity as reported under Ind AS	48,309.69	

- 5 Covid -19 Pandemic impact was across the global economy and business segments. Economic activity picked up in the country on opening of various business segments and demand for the Company's products improved in comparison to the earlier quarters including the locked down period. There is improvement in all the business segments of the Company. Company has considered the present and likely future situation in preparation of these financial statements.
- 6 The agreement with the joint venture partner in NCL Guangzheng structures Ltd, was terminated during the 2nd quarter, considering the current status of relations with China and the Company is exploring alternate opportunities.
- 7 Company has acquired 100% equity stake in Tern Distilleries Pvt Ltd (TDPL) from United Spirits Limited. Upon such acquisition, TDPL has become a 100% subsidiary of the company. The land owned by TDPL will be utilised for setting up a 2000 TPD Cement grinding unit. At present the Company has no intention of entering the Distillery or related business.
- 8 The Code on Social Security 2020, which received the Presidential Assent on 28 September 2020, subsumes nine laws relating to social security, retirement and employee benefits, including the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the Payment of Gratuity Act, 1972. The financial impact, if any, of the code will be assessed once the effective date of the Code and its rules are notified.
- 9 Figures of the last quarters for the financial years 2020-21 and 2019-20 are the balancing figures between the audited figures for the full financial year and the published figures for the nine months periods ended on 31.12.2020 and 31.12.2019.
- 10 Figures for the previous period have been regrouped/ reclassified where ever necessary to conform to the current period's presentation for the standalone and Consolidated financial results.
- 11 The Board has recommended a final Dividend of Re. 4.00 per share including interim dividend of Re. 3.00 per share paid earlier. If approved by the Shareholders, the dividend payout will be Rs. 452 Lakhs.

On behalf of the Board of Directors
For NCL INDUSTRIES LTD


K RAVI
MANAGING DIRECTOR



Place : HYDERABAD
Date : 25.06.2021

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of NCL INDUSTRIES LIMITED

Report on the audit of the Standalone Annual Financial Results

Opinion

We have audited the accompanying standalone annual financial results of NCL INDUSTRIES LIMITED (hereinafter referred to as the "Company") for the quarter and year ended 31 March, 2021 ("Standalone annual financial results"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the year ended 31 March 2021

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 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results 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 financial statements under the provisions of the Act, 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 on the Standalone annual financial results.

Emphasis of matter

We draw attention to Note No. 6 of the Standalone Financial results regarding impact of COVID-19 pandemic. The situation continues to be uncertain and the Company is evaluating the situation on an ongoing basis with respect to the challenges faced.

Our opinion is not modified in respect of this matter.

Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Management and the Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the Board of Directors are 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 is responsible for overseeing the Company's financial reporting process

Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results 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 annual financial results.

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 annual financial results, 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 Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements 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 in the standalone financial results made by the Management and Board of Directors.



- Conclude on the appropriateness of the Management and Board of Directors 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 appropriateness of this assumption. 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 annual financial results 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 annual financial results, including the disclosures, and whether the standalone annual financial results 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.

Other Matters

- As stated in Note No. 7 of the Statement, the figures for the corresponding quarter ended March 31, 2020 are the balancing figures between the annual audited figures for the year then ended and the year to date figures for the 9 months period ended December 31, 2019. We have not issued a separate limited review report on the results and figures for the quarter ended March 31, 2020.



- The standalone annual financial results include the results for the quarter ended 31 March, 2021 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For VENUGOPAL & CHENYOY,
CHARTERED ACCOUNTANTS,
FRN: 004671S



P.V. Sri Hari

(P.V.SRI HARI)

Partner

Membership No.021961
UDIN: 21021961AAAAFR3055

Place: Hyderabad
Date: 25.06.2021

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of NCL INDUSTRIES LIMITED

Report on the audit of the Consolidated Annual Financial Results

Opinion

We have audited the accompanying Consolidated annual financial results of NCL INDUSTRIES LIMITED (the "Company") and its subsidiaries together referred to as "the Group" for the year ended 31 March, 2021 ("Consolidated annual financial results"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of other auditor on separate audited financial statement of the subsidiary, the aforesaid consolidated annual financial results:

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the year ended 31 March 2021.

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 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results* section of our report. We are independent of the Group, 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 financial statements under the provisions of the Act, 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 by us and that obtained by the other auditors in terms of their reports referred to Other Matter section below, is sufficient and appropriate to provide a basis for our opinion on the Consolidated annual financial results.

Emphasis of matter

We draw attention to Note No. 6 of the Consolidated Financial Statements regarding impact of COVID-19 pandemic. The situation continues to be uncertain and the Company is evaluating the situation on an ongoing basis with respect to the challenges faced.

Our opinion is not modified in respect of this matter.

Management's and Board of Directors' Responsibilities for the Consolidated Annual Financial Results

These Consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Statement, which is the responsibility of the Holding Company's management and has been approved by the Holding Company's Board of Directors, has been prepared on the basis of the consolidated annual audited financial statements. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated annual financial results that gives a true and fair view of the consolidated net profit or loss after tax and other comprehensive income, and other financial information of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS prescribed under section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations, including SEBI Circular. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of the Statement. Further, in terms of the provisions of the Act, the respective Board of Directors / management of the companies included in the Group, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Group, and for preventing



and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results, that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial results have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group, are responsible for assessing the ability of the Group, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Board of Directors/ management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors/ management of the companies included in the Group, are responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole is 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 Standards on Auditing, specified under section 143(10) of the Act, 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 results.

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 annual financial results, 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 Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements 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 in the consolidated financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 appropriateness of this assumption. 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 annual financial results 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 annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial results of a branch of the company to express an opinion on the consolidated annual financial



results. We are responsible for the direction, supervision and performance of the audit of financial information of such entity included in the consolidated annual financial results of which we are the independent auditors. For the other entities included in the consolidated financial results, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section title "Other Matter" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the Statement, of which we are the independent auditors, 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.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMDI/44/2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matters

We did not audit the annual financial statements of two subsidiaries included in the Statement, whose financial information reflects total assets of Rs.3,049.19lakhs as at 31 March 2021, total revenues is Nil, total net loss after tax of Rs.324 lakhs and cash flows (net) of Rs.0.7lakhs for the year ended on that date, as considered in the consolidated annual financial results. These consolidated annual financial results have been audited by other auditors and whose audit reports have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the audit reports of such other auditors, and the procedures performed by us as stated above.

Our opinion is not modified in respect of this matter.



VENUGOPAL & CHENYOY
Chartered Accountants

4-1-889/16/2, Tilak Road,
Hyderabad - 500 001.
TeleFax: 24753454, 24753852
24752853, 24756885
Email: info@venugopalandchenoy.com

The Consolidated annual financial results include the results for the quarter ended 31 March, 2021 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For VENUGOPAL & CHENYOY,
CHARTERED ACCOUNTANTS,
FRN: 004671S



Place: Hyderabad
Date: 25.06.2021

P.V. Sri Hari

(P.V.SRI HARI)

Partner

Membership No.021961

UDIN: 21021961AAAAFP1871