



## NCC BLUEWATER PRODUCTS LIMITED

CIN : L05005TG1992PLCO14678

Ref. No.: NCCBPL/ Regulation 34/2020

Date : 04-09-2020

To,  
Corporate Relationship Department  
THE BOMBAY STOCK EXCHANGE LTD  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
M U M B A I – 400 001.  
Tel : 2658121

Dear Sir,

Scrip Code No : 519506

**Sub: Submission of Annual Report for the Financial Year 2019-20 along with the Notice of AGM and Intimation regarding cut-off date for remote-e-voting**

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith Annual Report for the Financial year 2019-20 along with notice of the Annual General Meeting being held on 28<sup>th</sup> September, 2020 which have been mailed to the shareholders of the Company .

We further wish to inform you that 27<sup>th</sup> Annual General Meeting will be held on 28<sup>th</sup> September, 2020 at 11.00 A.M IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The e-voting will commence at **9.00 A.M on 25<sup>th</sup> September, 2020 & ends at 5.00 P.M on 27<sup>th</sup> September, 2020.** The Company has fixed **21<sup>st</sup> September, 2020** as the cut-off date to reckon the eligibility to vote on the e-voting platform.

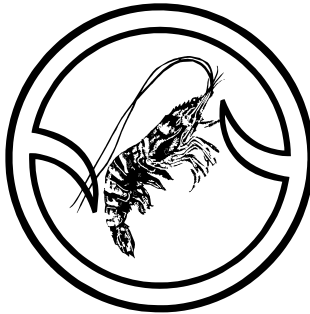
**We request you to take the same on record and acknowledge the receipt of this letter.**

Thanking you,

Yours faithfully  
For NCC BLUE WATER PRODUCTS LIMITED

+   
Rajkumari Chhablani  
Company Secretary & Compliance Officer

**27<sup>th</sup>**  
Annual Report 2019 - 2020



**NCC BLUEWATER PRODUCTS LIMITED**

# NCC BLUEWATER PRODUCTS LIMITED

CIN:L05005TG1992PLC014678

## BOARD OF DIRECTORS

**Dr. G Subba Rao**  
Independent Director

**Sri U Jayachandra**  
Independent Director

**Sri Y D Murthy**  
Independent Director

**Sri J S N Raju**  
Wholetime Director

**Smt Sri Raja Kalidindi Deepthi**  
Director

**Rajkumari Chhablani**  
Company Secretary & Compliance Officer

## Registrars and Share Transfer Agents

M/s. KFin Technologies Private Limited  
Selenium Tower B, Plot No.31 & 32  
Gachibowli, Financial District,  
Nanakramguda, Serilingampally,  
Hyderabad -500 032  
Phone: 040-67162222 Fax: 040-23001153  
Email: einward.ris@kfintech.com  
www.kfintech.com

## REGISTERED OFFICE

NCC House  
Madhapur  
Hyderabad-500 081 Telangana  
Ph No. 040-23268888, Fax No. 040-23125555  
Email: investors@nccbpl.com  
www.nccbpl.com

## PROJECT OFFICE

Chandanada  
Nakkapalli Mandal  
Visakhapatnam Dist  
Andhra Pradesh-531 081

## BANKERS

State Bank of India  
Syndicate Bank

## Auditors

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

**27<sup>th</sup> Annual General Meeting on Monday the 28<sup>th</sup> September, 2020 at 11.00 a.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM)**

**Attention Shareholders holding shares in physical form in terms of notification dated June 8, 2018 issued by the Securities and Exchange Board of India, requests for transfer of shares in physical form shall not be processed by the Company or the Registrars with effect from April 1, 2019. Therefore, all those shareholders holding shares of the Company in Physical form are requested to get their holding of shares dematerialized immediately.**

**Company's Equity Shares have been admitted in National Securities Depository Ltd and Central Depository Services (India) Ltd for Dematerialization vide ISIN No. INE630N01019. Shareholders are requested to send Demat requests through your Depository Participant to our Registrars M/s. KFin Technologies Private Limited.**

## NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of NCC Bluewater Products Limited will be held on Monday, the 28th September, 2020, at 11.00 a.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following items of business:

### A. ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board and the Auditors thereon.

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board and Auditors thereon be and are hereby received, considered and adopted.”

#### 2. Re-appointment of Sri J S N Raju (DIN-02143715) as Director liable to retire by rotation

**“RESOLVED THAT** Sri J S N Raju (DIN-02143715), who retires by rotation and being eligible offers himself for reappointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation.”

**By Order of the Board  
For NCC Bluewater Products Limited**

**Rajkumari Chhablani**  
Company Secretary  
(M.No. A37880)

Place: Hyderabad  
Date : 13-08-2020

#### Registered Office

NCC House, Madhapur,  
Hyderabad – 500 081, Telangana  
E.Mail: investors@nccbpl.com

#### NOTES:

- In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively “**MCA Circulars**”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 27<sup>th</sup> AGM of the Company is being convened and conducted through VC. The deemed venue for the 27<sup>th</sup> Annual General Meeting of the Company shall be the Registered Office of the Company.
- The Company has enabled the Members to participate at the 27<sup>th</sup> AGM through the VC facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agents. The instructions for participation by the Members are given in the subsequent paragraphs. Members may note that the VC facility provided by KFin, allows participation of at least 1000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
- In addition to the above, the proceedings of the 27<sup>th</sup> AGM will be cast live for all the shareholders as on the cut-off date i.e. 21<sup>st</sup> September, 2020. The shareholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to watch the live proceedings of the 27<sup>th</sup> AGM on Monday, 28<sup>th</sup> September, 2020 from 11.00 a.m. IST onwards.
- As per the provisions under the MCA Circulars, Members attending the 27<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 27<sup>th</sup> AGM being held through VC.
- Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- The Company has appointed Smt. D.Soumya, Practicing Company Secretary (Membership No.ACS 29312) (PCS No.13199), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a

# NCC BLUEWATER PRODUCTS LIMITED

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- proxy to attend and vote on his/her behalf. Since the 27<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 27<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [gsoumya.cs@gmail.com](mailto:gsoumya.cs@gmail.com) (scrutinizer email) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).
  10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  11. In line with the MCA Circulars, the notice of the 27<sup>th</sup> AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at <http://nccbpl.com/annualreports.html> websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of KFin Technologies Private Limited at <https://evoting.karvy.com>.
  12. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, (Unit: NCC Bluewater Products Limited) Selenium Tower B, Plot 31&32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.
  13. Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may update their email address by sending the requisition to [investors@nccbpl.com](mailto:investors@nccbpl.com).
  14. Brief profile of Sri J S N Raju, Director proposed to be re-appointed is given towards the end of this Notice pursuant to Regulations 26(4) & 36(3) of the Listing Regulations and Secretarial Standard issued by Institute of Company Secretaries of India. The Company has received the requisite consents / declarations for the appointment / re-appointment of the said Director mentioned in the Notice of the AGM as stipulated under the Companies Act, 2013 and the rules made thereunder.
  15. In terms of the provisions of Section 152 of the Act, Sri J S N Raju (DIN 02143715) Whole Time Director of the Company, retires by rotation at the Meeting. The Board of Directors of the Company commend re-appointment for the approval of the Members.
  16. None of the other Directors and Key Managerial Personnel are related to Sri J S N Raju.
  17. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management, Members can contact the Company or M/s. KFin Technologies Pvt. Ltd., for assistance in this regard.
  18. Members holding shares in physical mode are also requested to register / update their e-mail address with the Company / KFin for receiving all communications from the Company electronically.
  19. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
  20. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository.
  21. **The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2020 to 26th September, 2020 (both days inclusive).**
  22. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.
  23. The following documents will be available for inspection by the Members electronically during the 27<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [investors@nccbpl.com](mailto:investors@nccbpl.com)

24. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
25. As the 27<sup>th</sup> AGM is being held through VC, the route map is not annexed to this Notice.

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KFin) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).
- (A) In case a Member receives an email from KFin [for Members whose email IDs are registered with the Company/Depository Participants(s)], please follow the below instructions:
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) [.] followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT" and click on 'NCC Bluewater Products Limited'.

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date 21<sup>st</sup> September, 2020 under "FOR/AGAINST" or alternatively, you may partially enter any number "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of business mentioned in the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
- (B) In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in para 12 of the "Notes" and para (e) under the "Other Instructions" section below.
- II. Voting at the Annual General Meeting: Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
- III. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

## OTHER INSTRUCTIONS

- a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (KFin

Website) (Unit: NCC Bluewater Products Limited) of KFin Technologies Private Limited, Selenium Tower B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at einward.ris@kfintech.com and [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040-6716 2222 or call KFin's toll free No. 1800 345 4001 for any further clarifications.

- b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c) **The remote e-voting period commences on Friday the 25<sup>th</sup> September, 2020 (9.00 a.m. IST) and ends on Sunday the 27<sup>th</sup> September, 2020 (5.00 p.m. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date i.e. 21<sup>st</sup> September, 2020** may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- d) **The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 21<sup>st</sup> September, 2020.**
- e) Members of the Company who have purchased their shares after the dispatch of the notice but before the cutoff date (i.e. 21<sup>st</sup> September, 2020) may contact KFin at Tel No. 1800 345 4001 (toll free) to obtain login id and password or send a request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- f) During the AGM, the Chairman shall, after response to the questions raised by the Members in advance formally propose to the Members participating through VC to vote on the Resolutions as set out in the Notice of the 27<sup>th</sup> AGM and announce the start of the casting of vote through e-voting system. After the Members participating through VC who are eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the Meeting.
- g) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on or before 30<sup>th</sup> September, 2020 and will also be displayed on the website of the Company ([www.nccbpl.com](http://www.nccbpl.com)), besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.

## INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC:

1. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/Members login where the "Event" and the "Name of the company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
2. **The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.**
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
4. Members will be required to grant access to the webcam to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate in the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. **Members, who would like to ask questions or seek clarifications during the AGM with regard to the financial statements or relating to the operations of the Company need to register themselves as a speaker by sending their request and also briefly indicating their query / question or other information they require from their registered email address mentioning their name, DP ID and Client ID No./Folio No. and Mobile No. to reach the Company's email address [investors@nccbpl.com](mailto:investors@nccbpl.com) at least 48 hours in advance before the start of the meeting i.e. 28<sup>th</sup> September, 2020 by 11.00 a.m. IST. Members shall be provided a 'queue number' before the AGM. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM, depending upon the availability of time. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**
7. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon (🗳️) on the left side of the screen to cast their votes.
8. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1800 345 4001 or write to them at [evoting@karvy.com](mailto:evoting@karvy.com).

# NCC BLUEWATER PRODUCTS LIMITED

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

| <b>Particulars</b>   |  |
|--|--|
| <b>Name of the Director</b>  | <b>Sri J S N Raju (DIN-02143715)</b>   |
| Qualification  | Under Graduate   |
| Age  | 76 years   |
| Experience   | 31 years   |
| Date of first Appointment  | 10-12-1993   |
| (a) Terms & Conditions of Re-Appointment along with Remuneration sought to be paid               | Being reappointed as a Director liable to retire by rotation                           |
| (b) Remuneration Last drawn  | - NIL -  |
| (c) Relationship with other Directors, manager and other key managerial personnel of the Company | None of the other Directors and Key Managerial Personnel are related to Sri J S N Raju |
| Brief Resume and expertise in specific functional area   | 31 years experience in Aqua Industry and other activities.                             |
| Number of meetings of the Board attended during the year   | Four (4)   |
| Names of other companies in which directorship(s) is held  | NIL  |
| Names of other companies in which holds the membership of Committees of the Board                | NIL  |
| No. of Equity Shares of Rs.10/- each held in the Company as on 31st March, 2020                  | 61,100   |

**By Order of the Board  
For NCC Bluewater Products Limited**

**Rajkumari Chhablani**  
Company Secretary  
(M.No. A37880)

Place: Hyderabad  
Date : 13-08-2020



# NCC BLUEWATER PRODUCTS LIMITED

## DIRECTORS' REPORT

To  
The Members,  
**NCC BLUE WATER PRODUCTS LIMITED**

Your Directors take pleasure in presenting the 27th Annual Report along with the Audited Financial Statements of the Company for financial year ended March, 31 2020. The financial summary and highlights are stated as under:

### Financial Results

(Rs. in Lakhs)

| Particulars                             | Year ended<br>31.03.2020 | Year ended<br>31.03.2019 |
|---|--------------------------|--------------------------|
| Gross Income                            | 130.05                   | 383.47                   |
| Profit before Depreciation and taxation | 106.34                   | 364.86                   |
| Depreciation                            | -                        | -                        |
| Provision for Tax                       | (25.41)                  | (12.61)                  |
| Profit after tax                        | 80.93                    | 377.47                   |
| Paid-up equity share capital            | 775.00                   | 775.00                   |
| Reserves excluding Revaluation Reserves | (99.34)                  | (180.27)                 |

### Dividend

In view of negative Networth of the Company due to losses suffered in earlier years which are carried forward and insufficiency of profits the Board has not recommended any dividend for the year ended 31-3-2020.

### The State of the Company's Affairs

During the year, your Company has earned Gross Income of ₹130.05 lakhs and net profit of ₹ 80.93 lakhs. After adjusting the profit earned in current Financial Year the unabsorbed losses stood at ₹1.24 crores as on 31st March, 2020. The Company is exploring various alternatives available for restructuring its business.

### Amounts Transferred to Reserve

During the year under review, the Company has transferred entire profits to the Reserves.

### Management Discussion and Analysis

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

### Change in nature of business

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

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

There are no Material Changes and Commitments affecting the financial position of the Company which occurred

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

### Directors' responsibility statement

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

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

## **The names of Companies which have become or cease to be its Subsidiaries, Joint Ventures or Associates Companies during the year**

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

## **Deposits from Public**

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

## **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo**

The Company did not have any activities either relating to Conservation of Energy or Technology Absorption and therefore the provisions relating to Conservation of Energy or Technology Absorption are not applicable. The Company did not have any foreign exchange earnings and foreign exchange outgo during the year under review.

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

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company has not made any loans, guarantees, investments during the financial year ended 31st March, 2020.

## **Particulars of contract or arrangement with Related Parties**

The Company has not entered any related party transactions during the financial year 2019-20.

## **Directors and KMPs**

Sri J S N Raju, Wholetime Director (DIN-02143715) retires by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

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

Sri J S N Raju, Wholetime Director, Sri K Vidya Sagar, Chief Financial Officer and Smt. Rajkumari Chhablani, Company Secretary are the Key Managerial Personnel of the company in accordance with the provisions of the Section 2(51) and 203 of the Companies Act, 2013.

## **Meetings of Board of Directors**

During the Financial year the Board has met 20<sup>th</sup> May, 2019, 29<sup>th</sup> May, 2019, 13<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019 and 11<sup>th</sup> February, 2020.

## **Familiarization Programme**

The Company conducts Familiarization Programme for the Board Members and particularly for Independent Directors

to enable them to be familiarized with the company, its management and its operations to gain a clear understanding of their roles, rights and responsibilities for enabling their contribution to the Company. Details of the familiarization programmes are hosted on <http://www.nccbpl.com>.

## **Meeting of Independent Directors**

Pursuant to provisions of the Companies Act, 2013 read with rules made there under and Secretarial Standard-I issued by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company for the Financial Year 2019-20 was held on February 11, 2020.

## **Composition of Audit Committee**

The Company has constituted the Audit Committee comprises of Dr. G Subba Rao, Chairman of the Committee, Sri U Jayachandra and Sri Y D Murthy, Members of the Committee.

The Committee met four times during the Financial Year i.e. 29<sup>th</sup> May, 2019, 13<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019 and 11<sup>th</sup> February, 2020.

## **Composition of Nomination and Remuneration Committee**

The Company has constituted the Nomination and Remuneration Committee comprises of Sri U Jayachandra, Chairman of the Committee, Dr.G Subba Rao, and Sri Y D Murthy, Members of the Committee.

The Committee met two times during the Financial Year i.e. 20<sup>th</sup> May, 2019 and 29<sup>th</sup> May, 2019.

## **Composition of Stakeholders Relationship Committee**

The Company has constituted the Stakeholder Relationship Committee comprises of Sri Y D Murthy, (Chairman of the Committee), Dr. G Subba Rao and Sri U Jayachandra, as the members of the Committee.

The Committee met one time during the Financial Year i.e. 29<sup>th</sup> May, 2019.

## **Whistle Blower Policy / Vigil Mechanism**

Pursuant to Section 177 of the Companies Act, 2013 and the Rules framed there under and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has established a mechanism through which all the stakeholders can report the suspected frauds to the appropriate authority. The Whistle Blower Policy which has been approved by the Board of Directors of the Company has been posted on the website of the Company (<http://nccbpl.com>).

## **Extract of Annual Return**

The Extract of Annual Return of the Company in Form MGT-9 for the Financial Year ended 31<sup>st</sup> March, 2020 is enclosed - **Annexure -1** and forms part of the Directors Report.

# NCC BLUEWATER PRODUCTS LIMITED

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

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

### **Corporate Governance**

Pursuant to the Regulation 15 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is exempted from furnishing Corporate Governance Report.

### **Evaluation of performance of the Board, Members of the Board and the Committees of the Board of Directors.**

The Nomination and Remuneration Committee has laid down criteria for performance evaluation of Directors, Board level Committees and the Board as a whole and also the evaluation process for the same.

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

### **Compliance with Secretarial Standards**

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

### **Reporting of Frauds by the Auditors**

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

### **Corporate Social Responsibility Policy**

The Company has a CSR Policy. Provisions of Section 135 of the Act relating to CSR spending are not applicable to the Company as the company has not earned the requisite amount of profits during the financial year 2019-20.

### **Remuneration Policy**

The Company has not paid any remuneration to its Directors.

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

### **Details of Adequacy of Internal Financial Controls**

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

### **Details of Significant and Material orders passed by Regulators or Court or Tribunal impacting the going concern status and company's operations in future.**

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

### **Auditors'**

#### **Statutory Audit**

M/s. K P Rao & Co., (Firm Registration No. 003135S), Chartered Accountants who were appointed as Statutory Auditors of the Company for a term of Five years from the conclusion of the 24<sup>th</sup> Annual General Meeting till conclusion of 29<sup>th</sup> Annual General Meeting conducted the Statutory Audit for the F.Y – 2019-20.

The Independent Auditors' Report to the Members of the Company in respect of the Financial Statements for the Financial Year ended March 31, 2020 for part of this Annual Report and do not contain any qualifications(s) or adverse observations.

#### **Secretarial Audit**

As per the provisions of the Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board appointed M/s. BS & Company, Company Secretaries LLP to conduct Secretarial Audit of the records and documents of the Company for the financial year 2019-2020.

The Secretarial Audit Report for the Financial Year ended March 31, 2020 in Form No MR-3 is annexed to the Boards' Report as **Annexure - 2** and forms part of this Report. The Secretarial Auditors Report to the Members of the Company for the Financial Year ended March 31, 2020 does not contain any qualifications or adverse observations

#### **Particulars of Employees**

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

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, currently not applicable as no Director or KMP is drawing remuneration from the Company except

# NCC BLUEWATER PRODUCTS LIMITED

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Smt.Rajkumari Chhablani, Company Secretary whose details are reported in MGT-9 annexed to this report. Further, there are no other employees on rolls of the Company.

## Acknowledgements

The Directors thank the Company's Bankers and officials of concerned Government Departments for their co-operation and continued support to the Company.

**By Order of the Board  
For NCC Bluewater Products Limited**

Place: Hyderabad  
Date : 13-08-2020

|  |   |
|--|---|
| <b>J S N Raju</b><br>Wholetime Director<br>(DIN No.02143715) | <b>U Jayachandra</b><br>Director<br>(DIN No.02428646) |
|--|---|

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## Management Discussion & Analysis

The Government of Andhra Pradesh has compulsorily acquired almost the entire Project land and facilities of the Company under the Right to Fair Compensation and transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013. In view of the above, the Management of the Company is considering to restructure its activities.

**A) Industry Structure and developments:**

Not Applicable for reasons stated above.

**B) Opportunities and Threats**

Not Applicable for reasons stated above.

**C Segment –Wise or Product –wise performance**

Not Applicable for reasons stated above.

**D) Outlook and Risks and Concerns**

Please see the above note

**E) Internal Control Systems and their adequacy:**

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

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

During the year your Company has net profit of Rs. 80.93 lakhs on the gross turnover of Rs.130.05 lakhs. The Company is exploring various alternatives available for restructuring its business.

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

There was no material developments in Human Resources / Industrial Relations front.

# NCC BLUEWATER PRODUCTS LIMITED

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## ANNEXURE – 1

### Form No. MGT – 9

#### EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020

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

#### I. REGISTRATION AND OTHER DETAILS :

- I) CIN : L05005TG1992PLC014678
- II) Registration Date : 18th August, 1992
- III) Name of the Company : NCC Bluewater Products Limited
- IV) Category/Sub-Category of the Company : Company Limited by Shares / Public Company
- V) Address of Registered Office : NCC House, Madhapur,  
Hyderabad – 500 081, Telangana;  
Ph. No.040-23268888, Fax: 040-23125555  
Email: [investors@nccbpl.com](mailto:investors@nccbpl.com)  
[www.nccbpl.com](http://www.nccbpl.com)
- vi) Whether listed Company : YES  
BSE Limited
- Vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : KFin Technologies Private Limited,  
Selenium Tower B, Plot No 31 & 32  
Gachibowli, Financial District,  
Nanakramguda, Serilingampally  
Hyderabad – 500 032, Telangana  
Phone: +91 040 67162222  
Fax : +91 040 23001153  
Email Id : [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Website : [www.kfintech.com](http://www.kfintech.com)

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

The Company had very limited operations during the Financial Year 2019-20.

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

The Company has no Subsidiary & Associate Companies

# NCC BLUEWATER PRODUCTS LIMITED

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

### i) Category-wise Shareholding

| Sl. No.   | Category of Shareholders                                   | No. of Shares held at the beginning of the year |              |                |                   | No. of Shares held at the end of the year |              |                |                   | % change during the year |
|-----------|--|---|--------------|----------------|-------------------|---|--------------|----------------|-------------------|--------------------------|
|           |  | Demat   | Physical     | Total          | % of Total Shares | Demat                                     | Physical     | Total          | % of Total Shares |                          |
| <b>A.</b> | <b>Promoters</b>   |   |              |                |                   |   |              |                |                   |                          |
| (1)       | Indian   |   |              |                |                   |   |              |                |                   |                          |
| (a)       | Individuals / HUF  | 511600  | 13600        | 525200         | 6.77              | 562300                                    | 11100        | 573400         | 7.40              | 0.63                     |
| (b)       | Central Government   | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (c)       | State Government(s)  | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (d)       | Bodies Corporate   | 2210036   | -            | 2210036        | 28.52             | 2210036                                   | -            | 2210036        | 28.52             | 0.00                     |
| (e)       | Banks/FI   | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (f)       | Any Other  |   |              |                |                   |   |              |                |                   |                          |
|           | Sub - Total (A) (1):-                                      | 2721636   | 13600        | 2735236        | 35.29             | 2772336                                   | 11100        | 2783436        | 35.92             | 0.63                     |
| (2)       | Foreign  | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (a)       | NRIs-Individuals   | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (b)       | Other - Individuals  | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (c)       | Bodies Corporates  | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (d)       | Banks/FI   | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (e)       | Any other  | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
|           | Sub - Total (A) (2):-                                      | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
|           | <b>Total Shareholding of Promoter (A) = (A) (1)+(A)(2)</b> | <b>2721636</b>                                  | <b>13600</b> | <b>2735236</b> | <b>35.29</b>      | <b>2772336</b>                            | <b>11100</b> | <b>2783436</b> | <b>35.92</b>      | <b>0.63</b>              |
| <b>B.</b> | <b>Public Shareholding</b>                                 | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| 1         | <b>Institutions</b>  | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (a)       | Mutual Funds   | -   | 76300        | 76300          | 0.98              | -   | 76300        | 76300          | 0.98              | 0.00                     |
| (b)       | Banks / Financial Instructions                             | -   | 600          | 600            | 0.01              | -   | 600          | 600            | 0.01              | 0.00                     |
| (c)       | Central Government   | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (d)       | State Government(s)  | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (e)       | Venture Capital Funds                                      | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (f)       | Insurance Companies  | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (g)       | FIs  | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (h)       | Foreign Venture Capital Funds                              | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
| (i)       | Others (Specify)   | -   | -            | -              | -                 | -   | -            | -              | -                 | -                        |
|           | <b>Sub - Total (B) (1):-</b>                               | <b>-</b>  | <b>76900</b> | <b>76900</b>   | <b>0.99</b>       | <b>-</b>                                  | <b>76900</b> | <b>76900</b>   | <b>0.99</b>       | <b>0.00</b>              |

# NCC BLUEWATER PRODUCTS LIMITED

## i) Category-wise Shareholding (Contd.)

| Sl. No. | Category of Shareholders  | No. of Shares held at the beginning of the year |                |                |                   | No. of Shares held at the end of the year |                |                |                   | % change during the year |
|---------|---|---|----------------|----------------|-------------------|---|----------------|----------------|-------------------|--------------------------|
|         |   | Demat   | Physical       | Total          | % of Total Shares | Demat                                     | Physical       | Total          | % of Total Shares |                          |
| 2       | Central Government / State Government / President of India                    | -   | -              | -              | -                 | -   | -              | -              | -                 | -                        |
| 3       | <b>Non-Institutions</b>   |   |                |                |                   |   |                |                |                   |                          |
| a)      | Bodies Corp.  | -   | -              | -              | -                 |   |                |                |                   |                          |
| i)      | Indian  | 29513   | 120000         | 149513         | 1.93              | 9913                                      | 115000         | 124913         | 1.61              | (0.32)                   |
| ii)     | Overseas (OCB)  | -   | -              | -              | -                 | -   | -              | -              | -                 |                          |
| b)      | Individuals   |   |                |                |                   |   |                |                |                   |                          |
| i)      | Individual Shareholders holding nominal share capital up to Rs.2 lakh.        | 225287  | 4283164        | 4508451        | 58.18             | 332796                                    | 4082755        | 4415551        | 56.98             | (1.20)                   |
| ii)     | Individual Shareholders holding nominal share Capital in excess of Rs.2 lakh. | 161500  | 108100         | 269600         | 3.48              | 322900                                    | 25900          | 348800         | 4.50              | 1.02                     |
| c)      | NBFCs Registered with RBI   | 10000   | -              | 10000          | 0.13              | -   | -              | -              | -                 | (0.13)                   |
| d)      | Others (Specify)  |   |                |                |                   |   |                |                |                   |                          |
| i.      | Foreign bodies – DR   | -   | -              | -              | -                 | -   | -              | -              | -                 | -                        |
| ii.     | Non Resident Individuals  | 300   | -              | 300            | -                 | -   | 300            | 300            | -                 | 0.00                     |
| iii.    | Trusts  | -   | -              | -              | -                 | -   | -              | -              | -                 |                          |
| iv.     | Clearing Members  | -   | -              | -              | -                 | 100                                       | -              | 100            | -                 | 0.00                     |
|         | Sub - Total (B) (2+3):-   | 426600  | 4511264        | 4937864        | 63.72             | 665709                                    | 4223955        | 4889664        | 63.08             | (0.63)                   |
|         | Total B=B(1)+B(2)+B(3)  | 426600  | 4588164        | 5014764        | 64.71             | 665709                                    | 4300855        | 4966564        | 64.08             | (0.63)                   |
|         | <b>Total (A+B)</b>  | <b>3148236</b>                                  | <b>4601764</b> | <b>7750000</b> | <b>100</b>        | <b>3438045</b>                            | <b>4311955</b> | <b>7750000</b> | <b>100</b>        | <b>0.00</b>              |
| C.      | <b>Shares held by Custodian for GDR &amp; ADRs</b>                            | -   | -              | -              | -                 | -   | -              | -              | -                 |                          |
|         | <b>Grand Total (A+B+C)</b>  | <b>3148236</b>                                  | <b>4601764</b> | <b>7750000</b> | <b>100</b>        | <b>3438045</b>                            | <b>4311955</b> | <b>7750000</b> | <b>100</b>        | <b>0.00</b>              |

# NCC BLUEWATER PRODUCTS LIMITED

## ii) Shareholding of Promoters/Promoters Group

| Sl. No. | Shareholder's Name                    | Shareholding at the beginning of the year |                                  |   | Shareholding at the end of the year |                                  |   | % change in share holding during the year |
|---------|---------------------------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|---|
|         |                                       | No. of Shares                             | % of total Shares of the Company | % of Shares Pledged/ encumbered to total Shares | No. of Shares                       | % of total Shares of the Company | % of Shares Pledged/ encumbered to total Shares |   |
| 1       | M/s. A V S R Holdings Private Limited | 2210036                                   | 28.52                            | 0   | 2210036                             | 28.52                            | 0   | 0.00                                      |
| 2       | V Uma Lakshmi                         | 199400                                    | 2.57                             | 0   | 199400                              | 2.57                             | 0   | 0.00                                      |
| 3       | Alluri Gopala Satyanarayana Raju      | 205100                                    | 2.64                             | 0   | 205100                              | 2.64                             | 0   | 0.00                                      |
| 4       | Jampana Satyanarayana Raju            | 61100                                     | 0.79                             | 0   | 61100                               | 0.79                             | 0   | 0.00                                      |
| 5       | J Sridevi                             | 20000                                     | 0.26                             | 0   | 20000                               | 0.26                             | 0   | 0.00                                      |
| 6       | Jampana Venkata Ranga Raju            | 16200                                     | 0.21                             | 0   | 16200                               | 0.21                             | 0   | 0.00                                      |
| 7       | Satyanarayanamma A V                  | 15900                                     | 0.21                             | 0   | 34400                               | 0.45                             | 0   | 0.24                                      |
| 8       | Bharathi Alluri                       | 5000                                      | 0.06                             | 0   | 37200                               | 0.48                             | 0   | 0.42                                      |
| 9       | J Rama Sita                           | 2500                                      | 0.03                             | 0   | 0                                   | 0.00                             | 0   | (0.03)                                    |
|         | <b>Total</b>                          | <b>2735236</b>                            | <b>35.29</b>                     |   | <b>2783436</b>                      | <b>35.92</b>                     |   | <b>0.63</b>                               |

## (iii) Change in Promoters'/Promoters' Group Shareholding (please specify, if there is change)

| Sl. No | Name of the Shareholder               | Shareholding at the beginning of the year |                                  | Change in Shareholding |             | Shareholding at the end of the year |                                  |
|--------|---------------------------------------|---|----------------------------------|------------------------|-------------|-------------------------------------|----------------------------------|
|        |                                       | No of Shares                              | % of total shares of the Company | Increase               | Decrease    | No of shares                        | % of total shares of the Company |
| 1      | M/s. A V S R Holdings Private Limited | 2210036                                   | 28.52                            | -                      | -           | 2210036                             | 28.52                            |
| 2      | V Uma Lakshmi                         | 199400                                    | 2.57                             | -                      | -           | 199400                              | 2.57                             |
| 3      | Alluri Gopala Satyanarayana Raju      | 205100                                    | 2.64                             | -                      | -           | 205100                              | 2.64                             |
| 4      | Jampana Satyanarayana Raju            | 61100                                     | 0.79                             | -                      | -           | 61100                               | 0.79                             |
| 5      | J Sridevi                             | 20000                                     | 0.26                             | -                      | -           | 20000                               | 0.26                             |
| 6      | Jampana Venkata Ranga Raju            | 16200                                     | 0.21                             | -                      | -           | 16200                               | 0.21                             |
| 7      | Satyanarayanamma A V                  | 15900                                     | 0.21                             | 18500                  | -           | 34400                               | 0.45                             |
| 8      | Bharathi Alluri                       | 5000                                      | 0.06                             | 32200                  | -           | 37200                               | 0.48                             |
| 9      | J Rama Sita                           | 2500                                      | 0.03                             | -                      | 2500        | 0                                   | 0.00                             |
|        | <b>Total</b>                          | <b>2752736</b>                            | <b>35.29</b>                     | <b>50700</b>           | <b>2500</b> | <b>2783436</b>                      | <b>35.92</b>                     |



# NCC BLUEWATER PRODUCTS LIMITED

## iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs)

| Sl. No | Name of the Shareholder                            | Shareholding at the beginning of the year |                                  | Change in Shareholding |          | Shareholding at the end of the year |                                  |
|--------|--|---|----------------------------------|------------------------|----------|-------------------------------------|----------------------------------|
|        |  | No of Shares                              | % of total shares of the Company | Increase               | Decrease | No of shares                        | % of total shares of the Company |
| 1      | Meena Alluri                                       | 195800                                    | 2.53                             | 42000                  |          | 237800                              | 3.07                             |
| 2      | Southern India Depository Services Private Limited | 33800                                     | 0.44                             | -                      | -        | 33800                               | 0.44                             |
| 3      | Indian Bank Mutual Fund                            | 28800                                     | 0.37                             | -                      | -        | 28800                               | 0.37                             |
| 4      | B Indira   | 25900                                     | 0.33                             | -                      | -        | 25900                               | 0.33                             |
| 5      | Nagarjuna Finance Limited                          | 24900                                     | 0.32                             | -                      | -        | 24900                               | 0.32                             |
| 6      | V VIswanathan                                      | 24000                                     | 0.31                             | 2500                   | -        | 26500                               | 0.34                             |
| 7      | R Rajendra Varma                                   | 23900                                     | 0.31                             | -                      | -        | 23900                               | 0.31                             |
| 8      | Achyutarama Raju Pothuri                           | 20000                                     | 0.26                             | -                      | -        | 20000                               | 0.26                             |
| 9      | A S Chinnaswamy Raju                               | 18500                                     | 0.24                             | -                      | -        | 18500                               | 0.24                             |
| 10     | NCC Finance Limited                                | 18500                                     | 0.24                             | -                      | 18500    | 0                                   | 0.00                             |

## (v) Shareholding of Directors and Key managerial Personnel :

| Sl. No           | Name of the Director and KMP    | Shareholding at the beginning of the year |                                  | Change in Shareholding (No. of Shares) |          | Shareholding at the end of the year |                                  |
|------------------|---------------------------------|---|----------------------------------|--|----------|-------------------------------------|----------------------------------|
|                  |                                 | No of Shares                              | % of total shares of the Company | Increase                               | Decrease | No of shares                        | % of total shares of the Company |
| <b>Directors</b> |                                 |   |                                  |  |          |                                     |                                  |
| 1                | Mr. J S N Raju                  | 61100                                     | 0.79                             | -                                      | -        | 61100                               | 0.79                             |
| 2                | Mr.G.Subba Rao                  | 5000                                      | 0.06                             | -                                      | -        | 5000                                | 0.06                             |
| 3                | Mr. U.Jayachandra               | -   | -                                | -                                      | -        | -                                   | -                                |
| 4                | Mr. Y.D.Murthy                  | -   | -                                | -                                      | -        | -                                   | -                                |
| 5                | Mrs. Sri Raja Kalidindi Deepthi | -   | -                                | -                                      | -        | -                                   | -                                |
| <b>KMPs</b>      |                                 |   |                                  |  |          |                                     |                                  |
| 1                | Mr. K Vidya Sagar               | 1400                                      | 0.02                             | -                                      | -        | 1400                                | 0.02                             |
| 2                | Mrs.Rajkumari Chhablani         |   |                                  |  |          | -                                   |                                  |

## V. Indebtedness

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

The Company does not have any debts or loans as of 31st March, 2020.

## VI. Remuneration of Directors and Key Managerial Personnel

An amount of Rs.2,40,000/- paid to Mrs. Rajkumari Chaablani, Company Secretary for the period from 1st April, 2019 to 31st March, 2020.

## VII. Penalties / Punishments / Compounding of offences

There were no Penalties, Punishments or Compounding of offences during the F.Y. ended 31st March, 2020.

**By Order of the Board  
For NCC Bluewater Products Limited**

**J S N Raju**  
Wholetime Director  
(DIN No.02143715)

**U Jayachandra**  
Director  
(DIN No.02428646)

Place: Hyderabad  
Date : 13-08-2020

## Annexure - 2

### Form No. MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of of Managerial Personnel) Rules, 2014]

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

To,  
The Members  
**NCC Bluewater Products Limited**  
Hyderabad

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

Based on our verification of the **NCC Bluewater Products Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **NCC Bluewater Products Limited** ("The Company") for the financial year ended on **31<sup>st</sup> March, 2020** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI);
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018;

(d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015 (LODR);

We have also examined compliance with the applicable clauses of Secretarial Standards 1 & 2 issued by The Institute of Company Secretaries of India (ICSI) which the company is in the process of adopting.

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

#### We further report that:

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

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

During the period under review, resolutions were carried through majority. As confirmed by the Management, there were no dissenting views expressed by any of the members on any business transacted at the meetings held during the period under review.

Based on the information, documents provided and the representations made by the Company, its officers during our audit process and also on review of the compliance reports of the Company Secretary taken on record by the Board of Directors of the Company periodically, in our opinion, there are adequate systems and processes in the Company to commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The compliance by the Company of the applicable financial laws like direct and indirect tax laws and labour laws -general and specific laws as mentioned in the report above filing

# NCC BLUEWATER PRODUCTS LIMITED

of periodical returns, maintenance of financial records and books of accounts have not been reviewed by us since the same have been subject to review by Statutory Auditors, Internal Auditors and other professionals.

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

1. The Company in its Board Meeting held on 20.05.2019 appointed Sri Kolli Vidya Sagar as the Chief Financial Officer.
2. The Company, in its AGM held on 27.09.2019, reappointed of Mr. Y.D. Murthy, Dr. G.Subba Rao and Mr. U. Jayachandra as the Independent Directors of the Company for a period of second term.
3. The Company, in its Annual General Meeting held on 27.09.2019, approved the continuation of Mr. J.S.N Raju as the Whole-time Director after attaining 70 years of age.

### **For BS & Company, Company Secretaries LLP**

**Dafthardar Soumya  
Designated Partner**

Date : 08.08.2020  
Place: Hyderabad

ACS No.: 29312  
C P No.: 13199  
UDIN: A029312B000562284

Note: This report is to be read with our letter of even date which is annexed as 'Annexure' and forms an integral part of this report.

## **Annexure**

To,  
The Members,  
**NCC Bluewater Products Limited**  
**Hyderabad**

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

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of applicable laws, rules and regulations etc.
5. The compliance of the provisions of Companies Act, 2013 and other applicable laws, Rules, Regulations, secretarial standards issued by ICSI is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. We further report that, based on the information provided by the Company, its officers, authorized representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/ Wholetime Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws and Data protection policy.
8. We further report that the compliance by the Company of applicable fiscal laws like Direct & Indirect tax laws have not been reviewed in this audit since the same has been subject to review by the Statutory Auditors and other designated professionals.
9. Under the situation of COVID-19 pandemic prevailing during the period when the audit was conducted for the year 2019-20, all the documents, records and other information were verified and checked electronically as provided by the management but not verified Original records and documents physically.

### **For BS & Company, Company Secretaries LLP**

**Dafthardar Soumya  
Designated Partner**

Date : 08.08.2020  
Place: Hyderabad

ACS No.: 29312  
C P No.: 13199  
UDIN: A029312B000562284

## Independent Auditor's Report

To  
The Members of  
**NCC Bluewater Products Limited**

### **Report on the Indian Accounting Standard (Ind AS) Financial Statements**

#### **Opinion**

We have audited the accompanying Ind AS Financial Statements of **NCC BLUEWATER PRODUCTS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

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

#### **Material Uncertainty Relating to Going Concern**

We draw your attention to Note 22 to the financial statements regarding preparation of financial statements on a going concern basis considering the circumstances stated in the said note and pending crystallization of company's plans for revamping its operations.

Our opinion is not qualified in respect of the above matter.

#### **Key Audit Matters:**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

#### **Auditor's Responsibility for the audit of financial statements**

Our objectives are to obtain reasonable assurance about whether the 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

# NCC BLUEWATER PRODUCTS LIMITED

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

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

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

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

## Report on Other Legal and Regulatory Requirements

- A. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure 1**, a statement on the matters specified in the paragraph 3 and 4 of the order.
- B. As required by section 143(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of accounts;
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and cash flow statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) on the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013;

- f) In our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid or provided by the Company to its directors during the year. Hence reporting under the requirement of section 197 sub-section(16) of the Act, not applicable.
- g) with respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in “**Annexure 2**”. Our Report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s financial controls over financial reporting.
- 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 and
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

for **K.P.Rao & Co.,**  
Chartered Accountants  
(Regn.No.003135S)

**Mohan R Lavi**  
Partner  
Membership No. 029340  
UDIN: 20029340AAAACY6697

Place: Bangalore  
Date: June 26, 2020

## **Annexure - 1 to the Auditor’s Report of even date on the Ind AS Financial statements of NCC Bluewater Products Limited**

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

We report that:

- 1) The Company does not have any fixed assets during the year. Accordingly,

Paragraph 3 (i) (a) and (b) of the order is not applicable.

The title deeds of the immovable properties held by the company are in the name of the company and are in the nature of investment property.

- 2) In our opinion and according to the explanation given to us, the company does not carry any inventory. Accordingly, paragraph 3(ii) of the order is not applicable to the company.

- 3) According to the information and explanations given to us, the company has not granted any loans secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act and accordingly paragraph 3(iii) of the Order are not applicable.

- 4) In our opinion and according to the information and explanations given to us, the Company has not advanced any loan to any director, given any guarantee, provided any security in connection with any loan taken by any director or made investment in more than two layers of investment companies as per the provisions of section 185 and 186 of the Act. Accordingly reporting under clause (iv) of paragraph 3 of the order is not applicable.

- 5) In our opinion and according to the information and explanation given to us, the Company has not accepted deposits to which directions issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 were applicable. Accordingly, reporting under clause (v) of paragraph 3 of the Order is not applicable.

- 6) According to the information and explanations given to us, the provisions of Section 148(1) of the companies act, 2013 and rules made there under relating to maintenance of cost records are not applicable. Accordingly, reporting under clause (vi) of paragraph 3 of the Order is not applicable.

- 7) According to the information and explanations given to us and according to the books and records as produced and examined by us in accordance with the generally accepted auditing practices in India, in respect of statutory dues:

# NCC BLUEWATER PRODUCTS LIMITED

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- a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, sales tax, service tax / Goods and service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities during the year.
  - b) There were no undisputed amounts payable in respect of provident fund, employee state insurance, income tax, wealth tax, sales-tax, service tax, value added tax, cess and any other statutory dues which were in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
  - c) There are no dues of income tax, sales tax, service tax, duty of customs, duty of excise or value added tax that have not been deposited on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company does not have any loans or borrowings from any financial institutions, banks, Government or debenture holders during the year; accordingly, paragraph 3(viii) of the Order is not applicable.
  - 9) The Company has not raised any monies, during the reporting period, by way of initial public offer (including debt instruments) or further public offer. The Company has not raised any monies, by way of term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
  - 10) According to the information and explanations given to us, no fraud by, or by its officers or employees on the company has been noticed or reported during the year.
  - 11) According to the information and explanations give to us and based on our examination of the records of the Company, no managerial remuneration has been paid or provided during the year. Accordingly, paragraph 3(xi) of the Order is not applicable.
  - 12) According to the information given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause (xii) of paragraph 3 of the Order is not applicable.
  - 13) According to the information and explanations given to us and based on our examination of the records, all transactions with the related parties are in compliance with Section 177 and Section 188 of the Act where applicable, and the details have been disclosed in the Ind AS Financial Statements, as required by the applicable accounting standards.
  - 14) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or convertible debentures during the reporting period. Accordingly, reporting under clause (xiv) of paragraph 3 of the Order is not applicable.
  - 15) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into any non-cash transactions with any directors or persons connected with him. Accordingly, reporting under clause (xv) of paragraph 3 of the Order is not applicable.
  - 16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

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

**Mohan R Lavi**  
Partner  
Membership No. 029340  
UDIN: 20029340AAAACY6697

Place: Bangalore  
Date: June 26, 2020

## **“Annexure 2” to the Independent Auditor’s Report of even date on the Ind AS Financial statements of NCC Bluewater Products Limited**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **NCC Bluewater Products Limited (“the company”)** as of March 31<sup>st</sup>, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 Institute of Chartered Accountants of India (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 ICAI. 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 judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 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, 2020, 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 Accountant of India”.

for **K.P.Rao & Co.,**  
Chartered Accountants  
(Regn.No.003135S)  
**Mohan R Lavi**  
Partner  
Membership No. 029340  
UDIN: 20029340AAAACY6697

Place: Bangalore  
Date: June 26, 2020



# NCC BLUEWATER PRODUCTS LIMITED

## BALANCE SHEET AS AT 31 MARCH 2020

(Amount in Lakhs)

| Particulars  | Note no. | As at 31 March, 2020 | As at 31 March, 2019 |
|--|----------|----------------------|----------------------|
| <b>ASSETS</b>  |          |                      |                      |
| <b>Non-current assets</b>  |          |                      |                      |
| (a) Property, Plant and Equipment  | 3        | -                    | 0.00                 |
| (b) Investment Property  | 4        | 38.99                | 38.99                |
| (c) Deferred tax assets (Net)  |          | 62.40                | 75.60                |
| (d) Other assets   | 5        | 10.03                | 10.03                |
| <b>Total Non-Current Assets</b>  |          | <b>111.42</b>        | <b>124.62</b>        |
| <b>Current assets</b>  |          |                      |                      |
| (a) Financial Assets   |          |                      |                      |
| (i) Cash and cash equivalents  | 6        | 568.20               | 487.52               |
| (ii) Other financial assets  | 7        | 35.87                | 10.46                |
| (b) Current Tax assets(Net)  | 8        | 49.94                | 49.41                |
| <b>Total Current Assets</b>  |          | <b>654.01</b>        | <b>547.39</b>        |
| <b>Total Assets</b>  |          | <b>765.43</b>        | <b>672.01</b>        |
| <b>EQUITY AND LIABILITIES</b>  |          |                      |                      |
| <b>Equity</b>  |          |                      |                      |
| (a) Equity Share capital   | 9        | 775.00               | 775.00               |
| (b) Other Equity   | 10       | (99.34)              | (180.27)             |
| <b>Total Equity</b>  |          | <b>675.66</b>        | <b>594.73</b>        |
| <b>LIABILITIES</b>   |          |                      |                      |
| <b>Non-Current Liabilities</b>   |          |                      |                      |
| (a) Deferred tax liabilities (net)   | 23       | -                    | -                    |
| (b) Financial Liabilities  |          |                      |                      |
| (i) Other financial liabilities  | 12       | -                    | -                    |
| (c) Long-term provisions   | 13       | 1.97                 | 1.89                 |
| (d) Other Non-Current Liabilities  | 14       | -                    | -                    |
| <b>Total Non-Current Liabilities</b>                                       |          | <b>1.97</b>          | <b>1.89</b>          |
| <b>Current liabilities</b>   |          |                      |                      |
| (a) Financial liabilities  | 15       | 32.61                | 32.42                |
| (b) Other current liabilities  | 16       | 0.06                 | 0.05                 |
| (c) Current tax liabilities (Net)  | 17       | 55.13                | 42.92                |
| <b>Total Current Liabilities</b>   |          | <b>87.80</b>         | <b>75.39</b>         |
| <b>Total Equity and Liabilities</b>  |          | <b>765.43</b>        | <b>672.01</b>        |
| <b>Corporate information and significant accounting policies 1 &amp; 2</b> |          |                      |                      |

As per our report of even date attached

**For K.P.Rao & Co.**

Chartered Accountants

FRN:0031355

**Mohan R Lavi**

Partner

M.No.029340

Place : Hyderabad

Date : 26.06.2020

**For and on behalf of the Board of Directors**

**NCC Bluewater Products Limited**

CIN:L05005TG1992PLC014678

**U. Jayachandra**

Director

DIN No.02428646

**J S N Raju**

Whole Time Director

DIN No.02143715

**K.Vidya Sagar**

C.F.O

**Rajkumari Chhablani**

Company Secretary

# NCC BLUEWATER PRODUCTS LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2020

(Amount in Lakhs)

| Particulars  | Note No. | For the year ended<br>31 March, 2020 | For the year ended<br>31 March, 2019 |
|--|----------|--------------------------------------|--------------------------------------|
| <b>DISCONTINUED OPERATION</b>  |          |                                      |                                      |
| <b>Income</b>  |          |                                      |                                      |
| Other income   | 18       | 98.32                                | 88.31                                |
| Prior Period Taxes   |          | 31.73                                |                                      |
| Profit on Sale of Fixed Assets   |          | -                                    | 295.16                               |
| <b>Total Income</b>  |          | <b>130.05</b>                        | <b>383.47</b>                        |
| <b>Expenses</b>  |          |                                      |                                      |
| (a) Employee benefits expenses   | 19       | 4.55                                 | 4.56                                 |
| (b) Finance costs  | 20       | 0.01                                 | 0.61                                 |
| (c) Depreciation and amortisation expenses                                 | 3 & 4    | 0.00                                 | 0.00                                 |
| (d) Other expenses   | 21       | 19.15                                | 13.44                                |
| <b>Total expenses</b>  |          | <b>23.71</b>                         | <b>18.61</b>                         |
| <b>Profit / (Loss) before tax</b>  |          | <b>106.34</b>                        | <b>364.86</b>                        |
| <b>Tax expense:</b>  |          |                                      |                                      |
| (a) Current tax expense  |          | 12.21                                | 75.11                                |
| (c) Deferred tax   | 23       | 13.20                                | (87.72)                              |
| <b>Profit / (Loss) after tax</b>   |          | <b>80.93</b>                         | <b>377.47</b>                        |
| <b>Other comprehensive income / (loss)</b>                                 |          |                                      |                                      |
| <b>A. Items that will not be reclassified to profit or loss</b>            |          |                                      |                                      |
| Remeasurements of the defined benefit plans                                |          | -                                    | -                                    |
| Income tax on above items  |          | -                                    | -                                    |
| <b>B. Items that may be reclassified to profit or loss</b>                 |          |                                      |                                      |
| Income tax on above items  |          | -                                    | -                                    |
| <b>Other comprehensive income / (loss) for the period</b>                  |          | <b>-</b>                             | <b>-</b>                             |
| <b>Total comprehensive income for the period</b>                           |          | <b>80.93</b>                         | <b>377.47</b>                        |
| <b>Total comprehensive income for the year attributable to:</b>            |          |                                      |                                      |
| Owners of the Company  |          | <b>80.93</b>                         | <b>377.47</b>                        |
| <b>Earnings per share of face value of ₹10 each.</b>                       |          |                                      |                                      |
| Basic and Diluted  |          | 1.04                                 | 4.87                                 |
| <b>Corporate information and significant accounting policies 1 &amp; 2</b> |          |                                      |                                      |

As per our report of even date attached

**For K.P.Rao & Co.**  
Chartered Accountants  
FRN:0031355

**Mohan R Lavi**  
Partner  
M.No.029340

Place : Hyderabad  
Date : 26.06.2020

**For and on behalf of the Board of Directors**  
**NCC Bluewater Products Limited**  
CIN:L05005TG1992PLC014678

**U. Jayachandra**      **J S N Raju**  
Director                      Whole Time Director  
DIN No.02428646      DIN No.02143715

**K.Vidya Sagar**      **Rajkumari Chhablani**  
C.F.O                      Company Secretary

# NCC BLUEWATER PRODUCTS LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in Lakhs)

| Particulars  | For the year ended<br>31 March 2020 |               | For the year ended<br>31 March 2019 |                |
|--|-------------------------------------|---------------|-------------------------------------|----------------|
| <b>A. Cash flow from operating activities</b>                              |                                     |               |                                     |                |
| Net Profit / (Loss) before extraordinary items and tax                     | 40.29                               |               | 364.86                              |                |
| <i>Adjustments for:</i>  |                                     |               |                                     |                |
| Depreciation and amortisation  | -                                   |               | 0.00                                |                |
| (Profit)/Loss on sale / write off assets                                   | -                                   |               | (295.16)                            |                |
| Finance Cost   | 0.01                                |               | 0.61                                |                |
| Interest Income  | 34.32                               |               | -                                   |                |
| <b>Operating profit before working capital changes</b>                     |                                     | 74.62         |                                     | 70.31          |
| <i>Changes in working capital:</i>   |                                     |               |                                     |                |
| <i>Adjustments for (increase) / decrease in operating assets:</i>          |                                     |               |                                     |                |
| Financial assets   | (25.41)                             |               | 5.66                                |                |
| Other non current assets   |                                     |               | (43.96)                             |                |
| Other current assets   | (0.53)                              |               | -                                   |                |
|  |                                     | (25.94)       |                                     | (38.30)        |
| <i>Adjustments for increase / (decrease) in operating liabilities:</i>     |                                     |               |                                     |                |
| Other current liabilities  | 0.01                                |               | (0.89)                              |                |
| Current Financial liabilities  | 0.20                                |               | 14.64                               |                |
| Current tax liabilities (Net)  | -                                   |               | -                                   |                |
| Non current Financial liabilities  | -                                   |               | (14.40)                             |                |
| Longterm provisions  | 0.08                                |               | 0.08                                |                |
| Other non current financial liabilities                                    | -                                   | 0.29          | (0.53)                              | (1.10)         |
| Cash generated from operations   |                                     | <b>48.97</b>  |                                     | <b>30.91</b>   |
| <b>Net income tax (paid)</b>   |                                     | <b>31.73</b>  |                                     | <b>(32.19)</b> |
| <b>Net cash flow from / (used in) operating activities (A)</b>             |                                     | <b>80.69</b>  |                                     | <b>(1.28)</b>  |
| <b>B. Cash flow from Investing activities</b>                              |                                     |               |                                     |                |
| Proceeds from sale of Buildings and PPE                                    |                                     | -             |                                     | 365.39         |
| <b>Net cash flow from / (used in) investing activities (B)</b>             |                                     | -             |                                     | <b>365.39</b>  |
| Finance cost paid  |                                     | (0.01)        |                                     | (0.01)         |
| <b>Net cash flow from / (used in) financing activities (C)</b>             |                                     | <b>(0.01)</b> |                                     | <b>(0.01)</b>  |
| <b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>      |                                     | <b>80.68</b>  |                                     | <b>364.10</b>  |
| Cash and cash equivalents at the beginning of the year                     |                                     | 487.52        |                                     | 123.42         |
| <b>Cash and cash equivalents at the end of the year</b>                    |                                     | <b>568.20</b> |                                     | <b>487.52</b>  |
| * Comprises:   |                                     |               |                                     |                |
| (a) Cash on hand   |                                     | 0.01          |                                     | 0.01           |
| (c) Balances with banks  |                                     |               |                                     |                |
| (i) In current accounts  |                                     | 568.19        |                                     | 487.51         |
|  |                                     | 568.20        |                                     | 487.52         |
| <b>Corporate information and significant accounting policies 1 &amp; 2</b> |                                     |               |                                     |                |

As per our report of even date attached

**For K.P.Rao & Co.**

Chartered Accountants  
FRN:0031355

**Mohan R Lavi**

Partner  
M.No.029340

Place : Hyderabad  
Date : 26.06.2020

**For and on behalf of the Board of Directors**

**NCC Bluewater Products Limited**  
CIN:L05005TG1992PLC014678

**U. Jayachandra**

Director  
DIN No.02428646

**K.Vidya Sagar**  
C.F.O

**J S N Raju**

Whole Time Director  
DIN No.02143715

**Rajkumari Chhablani**  
Company Secretary

# NCC BLUEWATER PRODUCTS LIMITED

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

### A. Equity Share Capital

(Amounts in Lakhs)

| A. | Equity Share Capital                            | No. of Shares    | Amount        |
|----|---|------------------|---------------|
|    | <b>Issued and paid up equity share capital</b>  | 7,750,000        | <b>775.00</b> |
|    | <b>Balance as at 31 March 2019</b>              | <b>7,750,000</b> | <b>775.00</b> |
|    | Changes in equity share capital during the year | -                | -             |
|    | <b>Balance as at 31 March 2020</b>              | <b>7,750,000</b> | <b>775.00</b> |

### B. Other Equity

(Amounts in Lakhs)

| Particulars                                    | Reserves & Surplus |                 |   | Fair Value through OCI (FVTOCI) | Total           |
|--|--------------------|-----------------|---|---------------------------------|-----------------|
|  | Capital Reserve    | General Reserve | Surplus in Statement of Profit and Loss |                                 |                 |
| <b>Balance as at 01 April 2019</b>             | <b>25.00</b>       | -               | <b>(582.74)</b>                         | -                               | <b>(557.74)</b> |
| Profit for the year                            | -                  | -               | 377.47                                  | -                               | 377.47          |
| Other Comprehensive Income (net of income tax) | -                  | -               | -                                       | -                               | -               |
| <b>Total comprehensive income for the year</b> | -                  | -               | <b>377.47</b>                           | -                               | <b>377.47</b>   |
| <b>Balance as at 31 March 2019</b>             | <b>25.00</b>       | -               | <b>(205.27)</b>                         | -                               | <b>(180.27)</b> |
| Profit for the year                            | -                  | -               | 80.93                                   | -                               | 80.93           |
| Other Comprehensive Income (net of tax)        | -                  | -               | -                                       | -                               | -               |
| <b>Total comprehensive income for the year</b> | -                  | -               | <b>80.93</b>                            | -                               | <b>80.93</b>    |
| <b>Balance as at 31 March 2020</b>             | <b>25.00</b>       | -               | <b>(124.35)</b>                         | -                               | <b>(99.35)</b>  |

As per our report of even date attached

**For K.P.Rao & Co.**  
Chartered Accountants  
FRN:0031355

**Mohan R Lavi**  
Partner  
M.No.029340

Place : Hyderabad  
Date : 26.06.2020

**For and on behalf of the Board of Directors**  
**NCC Bluewater Products Limited**  
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**U. Jayachandra**  
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**J S N Raju**  
Whole Time Director  
DIN No.02143715

**K.Vidya Sagar**  
C.F.O

**Rajkumari Chhablani**  
Company Secretary

## Notes forming part of the financial statements

### 1 Corporate information

The company main business is implementation of an Integrated Aqua Culture Project. The Indian Aqua Industry continued to pass through a difficult period, in view of Virus and other related issues. Due to persistent viral attacks most of the corporate aquaculture companies had discontinued their operations and shut their processing plants incurring heavy losses. The company is considering various possibilities to restructure its business operations.

### 2 Significant accounting and preparation of financial statements

#### 2.1 Statement of compliance

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

#### 2.2 Basis of accounting and preparation of financial statements

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

"Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing

transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as a net realisable value in Ind AS 2 or value in use in Ind AS 36. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability."

#### 2.2.1 Revenue Recognition

Sale of goods is recognised at the point of dispatch of goods to the customers.

##### Other income:

- a) Interest income : Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- b) Rental income : Rental income from operating leases is generally recognised over the term of the relevant lease.

#### 2.2.2 Employee Benefits:

##### Retirement benefit costs and termination benefits

Payment to defined contribution retirement benefit plans are recognised as an expenses when employees have rendered service entitling them to the contributions.

## **Provident Fund**

Contribution to provident fund is charged to revenue

## **Gratuity**

Every Employee who has completed 5 years or more of service eligible for gratuity on departure @ 15 days salary ( last drawn salary) for each completed year of service as per the provisions of Payment of Gratuity Act, 1972.

### **2.2.3 Taxation**

Income tax expense represents sum of the tax currently payable and deferred tax

#### **Current Tax**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws that have been enacted or substantively enacted by the end of the reporting period.

#### **Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset

to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

#### **Current and deferred tax for the year**

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### **2.2.4 Property, plant and equipment:**

"Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, plant and equipment comprises of purchase price, applicable duties and taxes, any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets, upto the date the asset is ready for its intended use."The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located is required to be included in the cost of the respective item of property plant and equipment" "Cost of major inspections is recognised in the carrying amount of property, plant and equipment as a replacement, if recognition criteria are satisfied and any remaining carrying amount of the cost of previous inspection is derecognised" Property, Plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately."

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

For transition into Ind AS, the company has elected to continue with the carrying value of all its property, plant & equipment recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

## 2.2.5 Depreciation and Amortisation:

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

Depreciation on Property, Plant and equipment has been provided on the straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 in whose case the life of the assets has been assessed based on technical assessment, taking into account the nature of asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, maintenance, etc.

## 2.2.6 Provisions, Contingent Liabilities and Contingent Assets :

The Company recognises provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. A disclosure for Contingent liabilities is made in the notes on accounts when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent assets are disclosed in the financial statements when flow of economic benefit is probable.

## 2.2.7 Financial instruments:

"Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of

financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss."

### Financial assets

"Financial asset is

1. Cash / Equity Instrument of another Entity,
2. Contractual right to –
  - a) receive Cash / another Financial Asset from another Entity, or
  - b) exchange Financial Assets or Financial Liabilities with another Entity under conditions that are potentially favourable to the Entity.

### Subsequent measurement of the financial assets

- (i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- (ii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

- (iii) The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as

an impairment gain or loss in statement of profit or loss.

## **Financial liabilities**

"Financial liability is:  
Contractual Obligation to

- a) deliver Cash or another Financial Asset to another Entity, or
- b) exchange Financial Assets or Financial Liabilities with another Entity under conditions that are potentially unfavourable to the Entity. Subsequent measurement of the financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

## **Derecognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

## **Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

### **2.2.8 Impairment of Assets:**

"Intangible assets and property, plant and equipment: Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For

the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years."

## **Fair value measurement**

"The Company measures certain financial instruments at fair value at each reporting date. Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs."



## 2.2.9 Leases :

The Company's leasing arrangements are mainly in respect of operating leases for premises and construction equipment. The leasing arrangements range from 11 months to 10 years generally and are usually cancellable / renewable by mutual consent on agreed terms. Lease payments under operating leases are recognised as an expense on a straight line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

## 2.2.10 Earnings Per Share :

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

### Cash Flow Statement:

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

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

### Key sources of estimation uncertainty:

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year

| Items requiring significant estimate          | Assumption and estimation uncertainty  |
|---|--|
| Useful lives of property, plant and equipment | The company reviews the estimated useful lives of property plant and equipment at the end of each reporting period. During the current year, there has been no change in life considered for the assets. |
| Provision for doubtful receivables            | The company makes provision for doubtful receivables based on a provision matrix which takes into account historical credit loss experience and adjusted for current estimates.                          |

### Exceptional Items:

Exceptional Items represents the nature of transactions which are not in recurring nature during the ordinary course of business but lead to increase / decrease in profit / loss for the year.

### Operating cycle:

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

### Applicable from 1 April 2019 New Accounting Standards

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

## **Amendments to Accounting Standards:**

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

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

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

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

### **Prepayment Features with Negative Compensation**

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

## **Employee Benefits Plan Amendment, Curtailment or Settlement**

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

### **Borrowing Costs**

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

### **Long-term Interests in Associates and Joint Ventures**

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

### **Business Combinations**

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

### **Joint Arrangements**

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

# NCC BLUEWATER PRODUCTS LIMITED

## Notes forming part of the financial statements for the year ended 31 March 2020

### 3. Property Plant & Equipment

(Amounts in Lakhs)

| Carrying amount:             | As at<br>31 March, 2020 | As at<br>31 March, 2019 |
|------------------------------|-------------------------|-------------------------|
| Freehold Land*               |                         | -                       |
| Buildings                    | -                       | -0.00                   |
| <b>Plant &amp; Machinery</b> |                         |                         |
| Canal, ponds & reservoirs    | -                       | -0.00                   |
| Electrical and Mechanical    | -                       | -0.00                   |
| Furniture and Fixtures       | 0.00                    | -                       |
| Vehicles                     | -                       | -                       |
| Lab Equipments               | -                       | 0.00                    |
| <b>Total</b>                 | -                       | <b>0.00</b>             |

#### Cost or deemed Cost:

|                                     | Plant & Machinery |           |                           |                           |                        |          |                | Total |
|-------------------------------------|-------------------|-----------|---------------------------|---------------------------|------------------------|----------|----------------|-------|
|                                     | Freehold Land     | Buildings | Canal, ponds & reservoirs | Electrical and Mechanical | Furniture and Fixtures | Vehicles | Lab Equipments |       |
| <b>Balance as at March 31, 2019</b> | -                 | -         | -                         | 0.00                      | *                      | 0.00     | -              | -     |
| Additions                           | -                 | -         | -                         | -                         | -                      | -        | -              | -     |
| Disposals/ Adjustments              | -                 | -         | -                         | -                         | -                      | -        | -              | -     |
| <b>Balance as at March 31, 2020</b> | -                 | -         | -                         | 0.00                      | -                      | 0.00     | -              | -     |

#### Accumulated Depreciation:

|                                     | Plant & Machinery |           |                           |                           |                        |          |                | Total |
|-------------------------------------|-------------------|-----------|---------------------------|---------------------------|------------------------|----------|----------------|-------|
|                                     | Freehold Land     | Buildings | Canal, ponds & reservoirs | Electrical and Mechanical | Furniture and Fixtures | Vehicles | Lab Equipments |       |
| <b>Balance as at March 31, 2019</b> | -                 | -         | -                         | -                         | -                      | -        | -              | -     |
| Additions                           | -                 | -         | -                         | -                         | -                      | -        | -              | -     |
| Disposals/ Adjustments              | -                 | -         | -                         | -                         | -                      | -        | -              | -     |
| Depreciation                        | -                 | -         | -                         | -                         | -                      | -        | -              | -     |
| <b>Writtenoff</b>                   | -                 | -         | -                         | -                         | -                      | -        | -              | -     |
| Balance as at March 31, 2020        | -                 | 0.00      | 0.00                      | 0.00                      | 0.00                   | 0.00     | 0.00           | 0.00  |

#### Depreciation and amortisation relating to continuing operations:

| Particulars  | For the year ended<br>31 March, 2020 | For the year ended<br>31 March, 2019 |
|--|--------------------------------------|--------------------------------------|
| Depreciation and amortisation for the year on Property Plant & Equipment | -                                    | -                                    |

## Notes forming part of the financial statements for the year ended 31 March 2020

### 4. Investment Property

Carrying amount:

(Amounts in Lakhs)

|                | As at<br>31 March, 2020 | As at<br>31 March, 2019 |
|----------------|-------------------------|-------------------------|
| Freehold Land* | 38.99                   | 38.99                   |
| Buildings      | -                       | -                       |
| <b>Total</b>   | <b>38.99</b>            | <b>38.99</b>            |

\*Includes Rs.14,09,745/- pending registration

Cost or deemed Cost:

|                                     | Freehold Land | Buildings |
|-------------------------------------|---------------|-----------|
| <b>Balance as at March 31, 2019</b> | <b>38.99</b>  | -         |
| Additions                           | -             | -         |
| Disposals/Adjustments               | -             | -         |
| <b>Balance as at March 31, 2020</b> | <b>38.99</b>  | -         |

Accumulated Depreciation:

|                                     | Freehold Land | Buildings |
|-------------------------------------|---------------|-----------|
| <b>Balance as at March 31, 2019</b> | -             | -         |
| Additions                           | -             | -         |
| Disposals/Adjustments               | -             | -         |
| Depreciation                        | -             | -         |
| Writtenoff                          | -             | -         |
| <b>Balance as at March 31, 2020</b> | -             | -         |

Depreciation and amortisation relating to continuing operations:

| Particulars   | For the Year<br>ended<br>31 March, 2020 | For the Year<br>ended<br>31 March, 2019 |
|---|---|---|
| Depreciation and amortisation for the year on Investment Property | -                                       | -                                       |

# NCC BLUEWATER PRODUCTS LIMITED

## Notes forming part of the financial statements for the year ended 31 March 2020

### A. Non Current

#### 5. Other assets

(Amounts in Lakhs)

| Particulars                              | As at 31 March, 2020 | As at 31 March, 2019 |
|--|----------------------|----------------------|
| (a) Balances With Government authorities |                      |                      |
| Unsecured, considered good               | 10.03                | 10.03                |
| Doubtful                                 |                      |                      |
| <b>Total</b>                             | <b>10.03</b>         | <b>10.03</b>         |

### B. Current:

#### 6. Cash and cash equivalents

(Amounts in Lakhs)

| Particulars                                | As at 31 March, 2020 | As at 31 March, 2019 |
|--|----------------------|----------------------|
| (a) Cash on hand                           | 0.01                 | 0.01                 |
| (b) Balance with banks in current accounts | 116.59               | 35.26                |
| (c) Deposit with banks                     | 451.60               | 452.25               |
| <b>Total</b>                               | <b>568.20</b>        | <b>487.52</b>        |

#### 7. Other Financial assets

(Amounts in Lakhs)

| Particulars                      | As at 31 March, 2020 | As at 31 March, 2019 |
|----------------------------------|----------------------|----------------------|
| (a) Balances with                |                      |                      |
| NCC Limited                      | 4.87                 | 4.87                 |
| NCC Finance Limited              | -                    | 5.00                 |
| (b) Interest accrued on deposits | 0.51                 | 0.59                 |
| (c) Others                       | -                    | -                    |
| (i) Lease receipts               | 30.50                | -                    |
| <b>Total</b>                     | <b>35.87</b>         | <b>10.46</b>         |

#### 8. Current Tax assets (Net)

(Amounts in Lakhs)

| Particulars            | As at 31 March, 2020 | As at 31 March, 2019 |
|------------------------|----------------------|----------------------|
| Balances with          |                      |                      |
| Tax deducted at Source | 49.94                | 49.41                |
| <b>Total</b>           | <b>49.94</b>         | <b>49.41</b>         |

# NCC BLUEWATER PRODUCTS LIMITED

## Notes forming part of the financial statements for the year ended 31 March 2020

### 9. Share capital

(Amounts in Lakhs)

| Particulars                  | As at 31 March, 2020 |               | As at 31 March, 2019 |               |
|------------------------------|----------------------|---------------|----------------------|---------------|
|                              | Number of shares     | Amount        | Number of shares     | Amount        |
| <b>Authorised:</b>           |                      |               |                      |               |
| Equity shares of ₹ 10 each   | 8,000,000            | 800.00        | 8,000,000            | 800.00        |
| <b>Issued :</b>              |                      |               |                      |               |
| Equity shares of ₹ 10 each   | 7,750,000            | 775.00        | 7,750,000            | 775.00        |
| Subscribed and fully paid up |                      |               |                      |               |
| Equity shares of ₹ 10 each   | 7,750,000            | 775.00        | 7,750,000            | 775.00        |
| <b>Total</b>                 | <b>7,750,000</b>     | <b>775.00</b> | <b>7,750,000</b>     | <b>775.00</b> |

**a) Reconciliation of the number of Equity shares and amount outstanding at the beginning and at the end of the reporting period.**

| Particulars                          | As at 31 March, 2020 |               | As at 31 March, 2019 |               |
|--------------------------------------|----------------------|---------------|----------------------|---------------|
|                                      | Number of shares     | Amount        | Number of shares     | Amount        |
| Equity shares of ₹ 10 each           |                      |               |                      |               |
| Balance at the beginning of the year | 7,750,000            | 775.00        | 7,750,000            | 775.00        |
| Add : Alloted during the year        | -                    | -             | -                    | -             |
| Balance at the end of the year       | <b>7,750,000</b>     | <b>775.00</b> | <b>7,750,000</b>     | <b>775.00</b> |

**b) Rights, Preferences and restrictions attached to equity shares**

**c) Details of shares held by each shareholder holding more than 5% shares:**

| Class of shares / Name of shareholder | As at 31 March, 2020  |                                   | As at 31 March, 2019  |                                   |
|---------------------------------------|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
|                                       | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Equity shares with voting rights      |                       |                                   |                       |                                   |
| A V S R Holdings Pvt. Ltd.            | 2,210,036             | 28.52                             | 2,210,036             | 28.52                             |

# NCC BLUEWATER PRODUCTS LIMITED

## Notes forming part of the financial statements for the year ended 31 March 2020

### 10. Other Equity

#### (a) Capital reserve

(Amounts in Lakhs)

| Particulars                    | As at 31 March, 2020 | As at 31 March, 2019 |
|--------------------------------|----------------------|----------------------|
| Opening balance                | 25.00                | 25.00                |
| Add: Additions during the year | -                    | -                    |
| Closing balance                | 25.00                | 25.00                |

#### (b) General reserve

| Particulars                    | As at 31 March, 2020 | As at 31 March, 2019 |
|--------------------------------|----------------------|----------------------|
| Opening balance                | -                    | -                    |
| Add: Additions during the year | -                    | -                    |
| Closing balance                | -                    | -                    |

#### (c) Surplus/(Deficit) in Profit and Loss account

| Particulars   | As at 31 March, 2020 | As at 31 March, 2019 |
|---|----------------------|----------------------|
| Opening Balance   | (205.27)             | (582.74)             |
| Less : Depreciation on transtion to Schedule II of the Companies Act,2013 | -                    | -                    |
| Add / Less : Loss due to transition to Ind AS                             | -                    | -                    |
| Add: Profit / (Loss) for the year   | 80.93                | 377.47               |
| Closing balance   | <b>(124.34)</b>      | <b>(205.27)</b>      |
| <b>Total</b>  | <b>(99.34)</b>       | <b>(180.27)</b>      |

### A. Non Current Liabilities

#### 11. Long-term borrowings

| Particulars             | As at 31 March, 2020 | As at 31 March, 2019 |
|-------------------------|----------------------|----------------------|
| NCC Limited - Unsecured | -                    | -                    |
| <b>Total</b>            | -                    | -                    |

#### Financial Liabilities:

#### 12. Other Financial liabilities

(Amounts in Lakhs)

| Particulars                         | As at 31 March, 2020 | As at 31 March, 2019 |
|-------------------------------------|----------------------|----------------------|
| (a) Trade Payables:                 |                      |                      |
| (i) Acceptances                     | -                    | -                    |
| (ii) Other than Acceptances         | -                    | -                    |
| (iii) Deposit With Security Deposit | -                    | -                    |
| <b>Total</b>                        | -                    | -                    |

# NCC BLUEWATER PRODUCTS LIMITED

## Notes forming part of the financial statements for the year ended 31 March 2020

### 13. Other Non Current liabilities

(Amounts in Lakhs)

| Particulars              | As at 31 March,<br>2020 | As at 31 March,<br>2019 |
|--------------------------|-------------------------|-------------------------|
| Rent Received in Advance | -                       | -                       |
| <b>Total</b>             | <b>-</b>                | <b>-</b>                |

13.1 The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the MSMED Act, 2006) claiming their status as micro or small enterprises. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by management.

### 14. Long-term provisions

| Particulars                          | As at 31 March,<br>2020 | As at 31 March,<br>2019 |
|--------------------------------------|-------------------------|-------------------------|
| (a) Provision for employee benefits: |                         |                         |
| (i) Provision for gratuity           | 1.97                    | 1.89                    |
| <b>Total</b>                         | <b>1.97</b>             | <b>1.89</b>             |

## B. Current Liabilities:

### 15. Financial liabilities

(Amounts in Lakhs)

| Particulars               | As at 31 March,<br>2020 | As at 31 March,<br>2019 |
|---------------------------|-------------------------|-------------------------|
| (a) Other payables        |                         |                         |
| (i) Others - payable      | 0.41                    | 0.22                    |
| (ii) Audit fee payable    | 0.25                    | 0.25                    |
| (iii) Advance - Customers | 1.95                    | 1.95                    |
| (iv) Security Deposit     | 30.00                   | 30.00                   |
| <b>Total</b>              | <b>32.61</b>            | <b>32.42</b>            |

### 16. Other Current Liabilities

| Particulars               | As at 31 March,<br>2020 | As at 31 March,<br>2019 |
|---------------------------|-------------------------|-------------------------|
| (a) Other payables        |                         |                         |
| (i) Statutory remittances | 0.06                    | 0.05                    |
| (ii) Local taxes payable  | -                       | -                       |
| <b>Total</b>              | <b>0.06</b>             | <b>0.05</b>             |

### 17. Current tax Liabilities (Net)

(Amounts in Lakhs)

| Particulars           | As at 31 March,<br>2020 | As at 31 March,<br>2019 |
|-----------------------|-------------------------|-------------------------|
| (i) Provision for Tax | 55.13                   | 42.92                   |
| <b>Total</b>          | <b>55.13</b>            | <b>42.92</b>            |



# NCC BLUEWATER PRODUCTS LIMITED

## Notes forming part of the financial statements for the year ended 31 March 2020

### 18. Other Income

(Amounts in Lakhs)

| Particulars                                | For the year ended 31 March, 2020 | For the year ended 31 March, 2019 |
|--|-----------------------------------|-----------------------------------|
| (i) Interest income:                       |                                   |                                   |
| Interest on ICD                            | 0.56                              | 0.65                              |
| Interest on Income Tax                     | 4.50                              |                                   |
| Interest on Fixed Deposit                  | 29.26                             | 27.13                             |
| Misc.Income                                | -                                 | 0.53                              |
|  | <b>34.32</b>                      | <b>28.31</b>                      |
| (ii) Other non-operating income comprises: |                                   |                                   |
| Rental income from investment properties   | 64.00                             | 60.00                             |
| Profit on Sale of Fixed Assets             |                                   |                                   |
|  |                                   |                                   |
| <b>Total</b>                               | <b>98.32</b>                      | <b>88.31</b>                      |

### 19. Employee benefits expense

| Particulars                                | For the year ended 31 March, 2020 | For the year ended 31 March, 2019 |
|--|-----------------------------------|-----------------------------------|
| Salaries and wages                         | 4.20                              | 4.20                              |
| Contributions to provident and other funds | 0.35                              | 0.36                              |
| <b>Total</b>                               | <b>4.55</b>                       | <b>4.56</b>                       |

### 20. Finance costs

| Particulars                                | For the year ended 31 March, 2020 | For the year ended 31 March, 2019 |
|--|-----------------------------------|-----------------------------------|
| (i) Bank Charges                           | 0.01                              | 0.01                              |
| (ii) Interest Expense on Ind AS Adjustment | 0.00                              | 0.60                              |
|  |                                   |                                   |
| <b>Total</b>                               | <b>0.01</b>                       | <b>0.61</b>                       |

## Notes forming part of the financial statements for the year ended 31 March 2020

### 21. Other expenses

(Amounts in Lakhs)

| Particulars                             | For the year<br>ended 31 March,<br>2020 | For the year<br>ended 31 March,<br>2019 |
|---|---|---|
| Power and fuel                          | -                                       | -                                       |
| Repairs and maintenance - Buildings     | -                                       | -                                       |
| Repairs and maintenance - Others        | 0.29                                    | 0.29                                    |
| Rates and taxes                         | 0.18                                    | 0.75                                    |
| Communication                           | 1.67                                    | 1.55                                    |
| Travelling and conveyance .             | 0.04                                    | 0.05                                    |
| Printing and stationery                 | 1.58                                    | 1.53                                    |
| Watch & Ward                            | 1.96                                    | 2.58                                    |
| Legal and professional                  | 7.49                                    | 5.95                                    |
| Auditors Remuneration (Refer note 21.1) | 0.25                                    | 0.25                                    |
| Miscellaneous expenses                  | 0.70                                    | 0.49                                    |
| Impairment of financial asset.          | 5.00                                    |   |
| <b>Total</b>                            | <b>19.15</b>                            | <b>13.44</b>                            |

#### Note 21.1

|                           |             |             |
|---------------------------|-------------|-------------|
| (i) Auditors Remuneration |             |             |
| Statutory Audit Fee       | 0.25        | 0.25        |
| <b>Total</b>              | <b>0.25</b> | <b>0.25</b> |

- 22** During the financial year 2018-19 the Government of Andhra Pradesh (GOAP) vide its notification for compulsory acquisition has acquired Buildings, Trees and other structures belonging to the company under Section 4(1) of the Land Acquisition Act, 1894 for establishing Petroleum, Chemical and Petrochemical Investment Region (PCPIR) Corridor and paid the compensation for the same in the month of April 2018. However the possession of the land, buildings acquired is not yet taken by the (GOAP). It has informed the company that it will give a prior intimation before thaking the possession of the same. Thus these areas have been given on lease after informing the lessees that they have to evacuate the place when GOAP takes the possession of the same.

Considering the above circumstances and pending crystallisation of Company's plans for revamping its operations, the financial statements for the year have been drawn up on a going concern basis.

# NCC BLUEWATER PRODUCTS LIMITED

## Notes forming part of the financial statements for the year ended 31 March 2020

### 23 Quantitative particulars

#### I. Details of Licensed and Installed capacity

|                                  | CURRENT YEAR                     |                      | PREVIOUS YEAR                    |                      |
|----------------------------------|----------------------------------|----------------------|----------------------------------|----------------------|
|                                  | QTY                              | VALUE (Rs. In Lakhs) | QTY                              | VALUE (Rs. In Lakhs) |
| i) Hatchery Shrimp Seed          | NOT APPLICABLE                   |                      |                                  |                      |
| ii) Farm Head on Shrimp          | NOT APPLICABLE                   |                      |                                  |                      |
| <b>b. Installed Capacity</b>     |                                  |                      |                                  |                      |
| (As certified by the Management) |                                  |                      |                                  |                      |
| i) Hatchery Shrimp Seed          | 160 MPA                          |                      | 160 MPA                          |                      |
| ii) Farm Head on Shrimp          | 504 TPA in 50 ponds of 1 Ha each |                      | 504 TPA in 50 ponds of 1 Ha each |                      |
| <b>c. Actual Production</b>      |                                  |                      |                                  |                      |
| i) Hatchery Shrimp Seed          | ---                              | ---                  | ---                              | ---                  |
| ii) Farm Head on Shrimp          | ---                              | ---                  | ---                              | ---                  |
| <b>d. Sales :</b>                |                                  |                      |                                  |                      |
| - Head on Shrimp                 | ---                              | ---                  | ---                              | ---                  |
| -Shrimp Seed                     | ---                              | ---                  | ---                              | ---                  |
| <b>e. Opening stock</b>          |                                  |                      |                                  |                      |
| - Head Less Shrimp               | ---                              | ---                  | ---                              | ---                  |
| -Shrim Seed                      | ---                              | ---                  | ---                              | ---                  |
| <b>f. Closing Stock</b>          |                                  |                      |                                  |                      |
| - Head Less Shrimp               | ---                              | ---                  | ---                              | ---                  |
| -Shrimp Seed                     | ---                              | ---                  | ---                              | ---                  |

#### II. Value of Raw materials Components are spares parts Consumed

|            | CURRENT YEAR  |     |                          |     | PREVIOUS YEAR |     |                          |     |
|------------|---------------|-----|--------------------------|-----|---------------|-----|--------------------------|-----|
|            | Raw Materials | %   | Components & spare parts | %   | Raw Materials | %   | Components & spare parts | %   |
| Imported   | Nil           | Nil | Nil                      | Nil | Nil           | Nil | Nil                      | Nil |
| Indigenous | Nil           | Nil | Nil                      | Nil | Nil           | Nil | Nil                      | Nil |
| Total      | Nil           | Nil | Nil                      | Nil | Nil           | Nil | Nil                      | Nil |

#### III. Earnings in Foreign currency

- Export of Goods on FOB basis Nil. (Previous Year Nil)

## Notes forming part of the financial statements for the year ended 31 March 2020

### 24 TAX EXPENSE

(Amounts in Lakhs)

| Particulars   | As at 31 March,<br>2020 | As at 31 March,<br>2019 |
|---|-------------------------|-------------------------|
| <b>24.1 Current Tax Expense</b>                                     | 12.21                   | 75.11                   |
| <b>24.2 Deferred tax (liability) / asset</b>                        |                         |                         |
| Tax effect of items constituting deferred tax liability             | -                       | -                       |
| On difference between book balance and tax balance of fixed assets. | -                       | -                       |
| <b>Tax effect of items constituting deferred tax liability</b>      | -                       | -                       |
| Tax effect of items constituting deferred tax assets                |                         |                         |
| Mat Credit FY 2018-19   |                         | 75.11                   |
| Mat Credit FY 2019-20   | 61.91                   |                         |
| On difference between book balance and tax balance of Gratuity      | 0.49                    | 0.49                    |
| Tax effect of items constituting deferred tax assets                | 62.40                   | 75.60                   |
| <b>Net deferred tax (liability) / asset</b>                         | <b>62.40</b>            | <b>75.60</b>            |

The Deferred Tax Liability of 12.59 Lakhs pertaining to difference between book balance and tax balance of fixed assets has been reversed during Financial Year 2018-19 because all the Fixed Assets have been disposed off pursuant to compulsory acquisition by (GOAP).

### 25 Financial instruments- accounting classification and fair value measurement.

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

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

| Particulars                                | 31st March 2020 |                | 31st March 2019 |                |
|--|-----------------|----------------|-----------------|----------------|
|  | Carrying Value  | Amortised cost | Carrying Value  | Amortised cost |
| <b>Financial assets at amortized cost:</b> |                 |                |                 |                |
| Other Financial Assets                     | 35.87           | 35.87          | 10.46           | 10.46          |
| <b>Total</b>                               | <b>35.87</b>    | <b>35.87</b>   | <b>10.46</b>    | <b>10.46</b>   |

#### Financial liabilities carried at amortized cost:

| Particulars           | 31st March 2020 |                | 31st March 2019 |                |
|-----------------------|-----------------|----------------|-----------------|----------------|
|                       | Carrying Value  | Amortised cost | Carrying Value  | Amortised cost |
| Financial liabilities | 32.61           | 32.61          | 32.42           | 32.42          |
| Other payables        | -               | -              | -               | -              |
| <b>Total</b>          | <b>32.61</b>    | <b>32.61</b>   | <b>32.42</b>    | <b>32.42</b>   |

## Notes forming part of the financial statements for the year ended 31 March 2020

### 26 Financial risk management objectives and policies

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

#### i. Liquidity risk

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

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments: (Amounts in Lakhs)

| Particulars                | On demand | Less than 1 year | 1 to 2 years | 2 - 3 years | > 3 years | Total |
|----------------------------|-----------|------------------|--------------|-------------|-----------|-------|
| <b>As at 31 March 2020</b> |           |                  |              |             |           |       |
| Borrowings                 | -         | -                | -            | -           | -         | -     |
| Financial liabilities      | -         | 32.61            | -            | -           | -         | 32.61 |
| <b>As at 31 March 2019</b> |           |                  |              |             |           |       |
| Borrowings                 | -         | -                | -            | -           | -         | -     |
| Financial liabilities      | -         | 32.42            | -            | -           | -         | 32.42 |

### 27 Capital management

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

| Particulars                     | 31st March 2020 | 31st March 2019 |
|---------------------------------|-----------------|-----------------|
| Other payables                  | 32.67           | 32.47           |
| Less: Cash and cash equivalents | 568.20          | 487.52          |
| <b>Net debt</b>                 | -535.53         | -455.05         |
| Equity                          | 675.66          | 594.73          |
| <b>Total capital</b>            | 675.66          | 594.73          |
| <b>Capital and net debt</b>     | <b>140.13</b>   | <b>139.68</b>   |

## Notes forming part of the financial statements for the year ended 31 March 2020

### 28 Related party transactions

#### 28.1 Details of related parties:

| Description of relationship          | Names of related parties         |
|--------------------------------------|----------------------------------|
| Company having significant influence | A V S R Holdings Private Limited |

#### 28.2 Details of related party transactions:

| Particulars | " Year ended<br>March 31,2020 " | " Year ended<br>March 31,2019 " |
|-------------|---------------------------------|---------------------------------|
| Nil         | -                               | -                               |

#### 28.3 Related party balances:

| Particulars                                      | " Year ended<br>March 31,2020 " | " Year ended<br>March 31,2019 " |
|--|---------------------------------|---------------------------------|
| A V S R Holdings Private Limited (Share Capital) | 221.00                          | 221.00                          |

### 29 Earnings per share

(Amounts in Lakhs)

|   | Year ended<br>March 31,2020 | Year ended<br>March 31,2019 |
|---|-----------------------------|-----------------------------|
| Net Profit after tax available for equity shareholders ( in Lakhs)  | 80.93                       | 377.47                      |
| Weighted Average number of equity shares for Basic EPS (Nos)  | 7,750,000                   | 7,750,000                   |
| Add: Adjustment for outstanding share options (Nos)   | -                           | -                           |
| Weighted Average number of equity shares for Diluted EPS (Nos)  | 7,750,000                   | 7,750,000                   |
| Face value per share (₹)  | 10                          | 10                          |
| Basic & Diluted EPS * (₹)   | 1.04                        | 4.87                        |
| *The Company has no dilutive instruments during the Year ended March 31, 2020 and March 31, 2019. As such Diluted Earnings per share equals to Basic Earnings per share |                             |                             |

### 30 Contingent Liability : 31st March, 2020 - Nil (31st March, 2019 - Nil)



## **NCC BLUEWATER PRODUCTS LIMITED**

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