

Independent Auditor's Report

To
The Members of
NCC Oil and Gas Limited,

We have audited the accompanying financial statements of **NCC Oil and Gas Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and other operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and



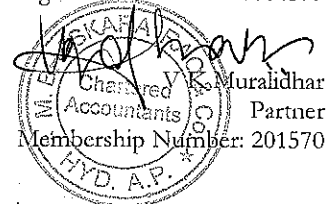
fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India, in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 of the Order..
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books
 - c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d) in our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) According to the information and explanations given to us and in our opinion, there are no financial transactions or matters which have any adverse effect on the functioning of the Company.
 - f) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, to the best of our information and according to the explanations given to us, and in our opinion:
 - a. the Company does not have any known pending litigations.
 - b. the Company has not entered into any long term contracts including derivative contracts. Hence, reporting on making provisions as required under any law or accounting standards, for material foreseeable losses does not arise, at present.
 - c. the provisions of Investor Education Protection Fund are not applicable to the Company.

Hyderabad, April 29, 2015

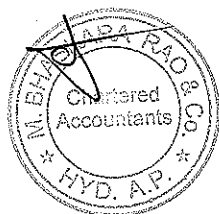
M Bhaskara Rao & Co
Chartered Accountants
Firm Registration Number: 000459S



NCC OIL & GAS LTD

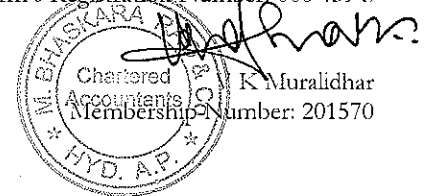
STATEMENT REFERRED TO IN PARAGRAPH (1) OF OUR REPORT OF EVEN DATE

- i. In respect of its fixed assets:
According to information and explanations given to us, the company does not hold any fixed assets. Accordingly, the provisions of the clause 3(i) (a) and (b) of the Order are not applicable to the Company.
- ii. In respect of its inventories:
The company does not hold any inventories. Accordingly the provisions of clause 3 (ii) (a), (b) and (c) of the Order are not applicable to the company.
- iii. According to the information and explanations given to us, the Company has not granted any loans secured or unsecured to Companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence, clause 3(iii) of the Order is not applicable
- iv. According to the information and explanations given to us and in our opinion, the company has neither purchase of inventory/fixed asset nor sale of goods and services. Hence para 3(iv) of the Order is not applicable.
- v. According to the information and explanations given to us, the Company has not accepted deposits from the Public under the provisions of Section 73 and Section 74 of the Companies Act, 2013 and the rules framed there under. Therefore, the provisions of clause 3(v) of the Order are not applicable.
- vi. According to the information and explanations given to us and in our opinion, maintenance of cost records under section 148(1) of the order are not applicable to the company at present.
- vii. a. The Company has been regular in depositing undisputed applicable statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues were in arrears, as at 31st March 2015 for a period of more than six months from the date they became payable.
b. According to the information and explanation given to us, there are no dues of Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues which have not been deposited on account of any dispute.
- viii. Accumulated losses of the Company as at 31st March 2015 does not exceed fifty percent of its net worth. The Company has incurred cash losses during the year covered by the report and in the financial year immediately preceding the financial year.
- ix. According to the information and explanations given to us and in our opinion, as at March 31, 2015, the Company has no dues to financial institutions / banks. The Company has not issued any debentures.
- x. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.



- xi. According to the information and explanations given to us and in our opinion, during the year under report, no term loans were availed.
- xii. During the course of our examinations of the books and records of the Company carried out in accordance with the generally accepted practices in India and accordance to the information and explanations given to us, no instance of fraud on or by the Company was noticed or reported during the year, nor have we been informed of such case by the management.

For M Bhaskara Rao & Co.
Chartered Accountants
Firm's Registration Number: 000 459 S




Hyderabad, April 29, 2015

NCC OIL & GAS LIMITED
BALANCE SHEET AS AT MAR 31, 2015

Description	Note	As At March 31,2015		As At March 31,2014	
		Rupees	Rupees	Rupees	Rupees
I. EQUITY AND LIABILITIES					
1. Share Holders' Funds					
(a) Share Capital	3	500,000		500,000	
(b) Reserves and surplus	4	(157,878)		(142,525)	
			342,122		357,475
2. Current liabilities					
(a) Other current liabilities	5		25,281		16,854
Total			367,403		374,329
II ASSETS					
1. Current assets					
(a) Cash and cash equivalents	6		367,403		374,329
TOTAL			367,403		374,329
See accompanying notes to the financial statements					

As per our Audit Report of even date attached
for M.Bhaskara Rao & Co.
Chartered Accountants


V.K. Muralidhar
Partner



for and on behalf of the Board


Director


Director

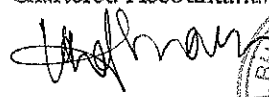
Hyderabad

Date: 29/04/2015

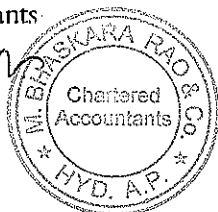
NCC OIL & GAS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Description	Note	Year Ended March 31,2015		Year Ended March 31,2014	
		Rupees	Rupees	Rupees	Rupees
Revenue from operations					
Total Revenue			-		-
EXPENDITURE					
Other Expenses	7		15,353		14,645
Total Expenses			15,353		14,645
Profit / (Loss) Before Tax			(15,353)		(14,645)
Less: Provision for Taxation			-		-
Profit / (Loss) After Tax			(15,353)		(14,645)
Earnings per Share of face value of Rs.10/- each					
Basic			(0.31)		(0.29)
Diluted			(0.31)		(0.29)

As per our Audit Report of even date attached
for M.Bhaskara Rao & Co.
Chartered Accountants


V.K. Muralidhar

Partner



for and on behalf of the Board


Director

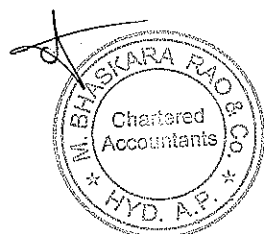

Director

Hyderabad

Date: 29/04/2015

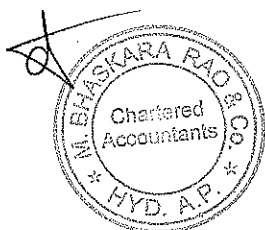
NCC OIL & GAS LIMITED
Notes forming part of the Financial Statements

Notes No	Description	As at March 31,2015		As At March 31,2014	
		Rupees	Rupees	Rupees	Rupees
3	Share Capital Authorised 50,000 Equity Shares of Rs.10/-each		500,000		500,000
			500,000		500,000
	Issued, Subscribed And Paid Up 50,000 Equity Shares of Rs.10/-each fully paid		500,000		500,000
			500,000		500,000
	Total				
3.a	Reconciliation of the number of Shares Outstanding:	As at March 31,2015		As At March 31,2014	
		Nos	Nos	Nos	Nos
	At the beginning of the year		500,000		500,000
	At the end of the year		500,000		500,000
3.b	The company has only one class of shares - Equity shares having a par value of Rs. 10/- per each share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board is subject to approval by the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each share holder.				
3.c	Shares held by the Holding Company:				
	Description	As at March 31,2015		As At March 31,2014	
		Number	Amount (Rs.)	Number	Amount (Rs.)
	NCC LIMITED - Holding Company	40,000	400,000	40,000	400,000
3.d	Details of shareholders holding more than 5% of shares in the Company:				
	Description	As at March 31,2015		As At March 31,2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
	NCC LIMITED - Holding Company	40,000	80%	40,000	80%
	SLM Consultants Pvt. Ltd.	9,800	19.6%	9,800	19.6%
4	Reserves and Surplus -Statement of Profit and Loss Opening Balance Profit / (Loss) for the year	As at March 31,2015		As At March 31,2014	
		Rupees	Rupees	Rupees	Rupees
			(142,525)		(127,880)
			(15,353)		(14,645)
			(157,878)		(142,525)
5	Other Current Liabilities Other Liabilities		25,281		16,854
			25,281		16,854
6	Cash and Bank Balances: Cash on Hand Balances with Scheduled Banks: - in Current Account		49		49
			367,354		374,280
	Total		367,403		374,329



NCC OIL & GAS LIMITED
Notes forming part of the Financial Statements

Notes No	Description	Year Ended March 31, 2015	Year Ended March 31, 2014
		Rupees	Rupees
7	Other Expenses		
	Bank Charges	-	4,218
	Auditors' Remuneration	8,427	8,427
	Filing charges	6,926	2,000
	Total	15,353	14,645



NCC OIL & GAS LIMITED
Cash Flow Statement for the Year Ended Mar 31, 2015

Description	As At March 31,2015	As At March 31,2014
A. Cash Flow from operating activities:		
Net Loss before taxation and extra ordinary Items	(15,353)	(14,645)
<u>Adjustment for</u>		
Depreciation/ Amortisation	-	-
Prior Period Items	-	-
Provision for Gratuity and Leave Encashment	-	-
Interest and finance Charges	-	-
Operating Loss before Working Capital Changes	(15,353)	(14,645)
<u>Adjustment for Changes in</u>		
Trade and Other Receivables	-	-
Inventories	-	-
Trade payables and Other Liabilities	-	-
Cash used in operations	(15,353)	(14,645)
Taxes Paid	-	-
Net cash used in operating activities	(15,353)	(14,645)
B. Cash Flow from Investing Activities:		
Purchase of fixed assets and other capital expenditure	-	-
Investments in subsidiaries	-	-
Investment in Associates	-	-
Loans to Subsidiaries	-	-
Net cash Generated/ (Used) in Investing Activities	-	-
C. Cash flow from Financing activities:		
Proceeds from issue of Shares	-	-
Long Term Funds (Repaid)/ borrowed	-	-
Repayment of short term Borrowings	-	-
Proceeds received from parent company	-	-
Interest Paid	-	-
Net cash generated/ (used) in Financing Activities	-	-
Net change in Cash and Cash Equivalents (A+B+C)	(15,353)	(14,645)
Cash and Cash Equivalents as at 1st April 2014 (Opening Balance)	374,329	388,974
Cash and Cash Equivalents as at 31st Mar 2015 (Closing Balance)	367,403	374,329

As per our Audit Report of even date attached
for M.Bhaskara Rao & Co.
Chartered Accountants

V.K. Muralidhar
Partner



for and on behalf of the Board

Director

Director

Hyderabad
Date: 29/04/2015

NCC Oil & Gas Limited
Notes forming part of the financial statements

NOTE 1: CORPORATE INFORMATION

M/s. NCC Oil & Gas Limited is a subsidiary of NCC Limited. The Main objects to be pursued by the company on its incorporation are: -

- a) To establish, provide, maintain, develop and perform engineering and related technical and consulting services including exploration and development of business for oil, gas & petroleum projects.
- b) To plan, design and construct pipelines for gas, oil and oil products and other related facilities and systems for collecting, gathering, treatment, fractionation, processing, blending, purification, distribution, marketing and sale of natural gas.
- c) To liaise, co-ordinate, formulate schemes, proposal with other gas producing, transporting, supplying, agencies, organisations, government, industrial and other users for proper utilisation of natural gas and products, by products and co-products obtained out of treated natural gas.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

- a) The financial statements are prepared under the historical cost convention on accrual basis in accordance with the Generally Accepted Accounting Principles (GAAP) that are followed in India. GAAP comprises the mandatory accounting standards as prescribed by Companies (Accounting Standards) Rules 2006 [which continue to apply under Companies Act, 2013 ("the Act")] and other applicable provisions of the Act. All incomes and expenditures, having a material bearing on the financial statements, are recognized on an accrual basis.
- b) **Taxes:**
 - i) **Current Tax:** Provision for Current Tax is made based on taxable income computed for the quarter under the Income Tax Act, 1961.
 - ii) **Deferred Taxes:** Deferred Tax is accounted for by computing the tax effect of timing differences, which arise during the year and reverse in subsequent periods. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.



NCC Oil & Gas Limited
Notes forming part of the financial statements

NOTE 8: Additional Information to the Financial Statements

8.1 Contingent Liabilities – Nil (Previous Year: Nil)

8.2 The Company has not received any information from "Suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the yearend together with interest paid / payable as required under the said Act have not been given.

8.3 Earnings Per Share

S.No.	Particulars	Year Ended 31.03.2015 Rupees	Year Ended 31.03.2014 Rupees
1	Net Profit / (Loss) available for Equity shareholders	(15,353)	(14,645)
		Nos	Nos
2	Weighted Average number of equity shares for Basic EPS	50,000	50,000
3	Weighted Average number of equity shares for Diluted EPS	50,000	50,000
4	Face value per share	Rs.10/-	Rs.10/-
5	Basic EPS	(0.31)	(0.29)
6	Diluted EPS	(0.31)	(0.29)



8.4 Related Party Transactions:

(a) Following is the list of related parties and relationships:

	Name of the Related party	Relationship
1.	NCC Limited	Holding Company

(b) During the year, there were no transactions with related parties.

for and on behalf of the Board



Place: Hyderabad
Date: 29/04/2015


Director


Director