

Ref.No. NBCC/BS(98)/2015-16

May 22, 2015

The Vice-President Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot no. C/1,G Block Bandra –Kurla Complex Bandra (E),Mumbai-400051 Fax-022-26598237/38	The Secretary Listing Department, BSE Limited, Floor 25 ,Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Fax-022-22722037/39/41/61
NSE Symbol: NBCC/EQ	Scrip Code: 534309

Subject: Outcome of the Board Meeting held on May 22, 2015

Sir,

Reference to the Board meeting of National Buildings Construction Corporation Limited (NBCC) held on May 22, 2015, the Board of Directors *inter alia* considered the following:

- Took on record the Audited Financial Results for the FY 2014-15 (standalone and consolidated), copy enclosed.
- Recommended dividend of **Rs. 5.50/-per share (i.e. @ 55%)** for the Financial Year 2014-15 subject to the approval of shareholders.
- Approved the Further Public Offer (FPO) of 10% of the post issue equity share capital for augmenting Company's resources to fund business development plans, subject to the approval of Government of India.

This is for your information and record. Kindly acknowledge receipt.

For National Buildings Construction Corporation Limited


Deepti Gambhir
Company Secretary



Encl: Audited Financial Results and Auditors' Report (FY 2014-15)

निगम कार्यालय
CORPORATE OFFICE
एन.बी.सी.सी. भवन, लोधी रोड, नई दिल्ली-110003
NBCC Bhawan, Lodhi Road, New Delhi-110 003
दूरभाष ईपीएबीएक्स/Tel EPABX : 91-11-24367314-17, 43591555, 43591500, 43591599
फैक्स/Fax : 91-11-24366995
E-mail : info.nbcc@nic.in Website : www.nbccindia.gov.in
CIN-L74899DL1960GO1003335

NATIONAL BUILDINGS CONSTRUCTION CORPORATION LIMITED
STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015

											(₹ in Lacs)
S.No.	Particulars	Consolidated						Standalone			
		Quarter Ended			Year Ended			Quarter Ended		Year Ended	
		31.03.2015	31.12.2014	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.12.2014	31.03.2014	31.03.2015	31.03.2014
		Unaudited	Unaudited	Unaudited	Audited	Audited	Unaudited	Unaudited	Unaudited	Audited	Audited
I	Income from Operations:										
a.	Revenue from Operations	1,78,800.04	1,10,391.28	1,42,643.30	4,63,288.56	4,03,869.77	1,78,031.06	1,10,183.78	1,44,523.79	4,62,100.33	4,00,876.76
b.	Other Operating Income	2,601.32	464.19	1,021.29	4,125.85	3,140.37	2,599.51	459.67	895.68	4,113.73	3,097.42
	Total Income from Operations (Net) (a+b)	1,81,401.36	1,10,855.47	1,43,664.59	4,67,414.41	4,07,010.14	1,80,630.57	1,10,643.45	1,45,419.47	4,66,214.06	4,03,974.18
II	Expenses:										
a.	Cost of Materials Consumed	10,785.42	1,344.10	16,876.82	17,964.78	33,771.45	10,783.50	1,344.10	16,876.82	17,962.86	33,771.45
b.	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	7,007.71	1,632.93	755.71	11,916.38	8,804.76	6,256.17	1,393.93	1,331.34	10,925.84	8,804.76
c.	Work & Consultancy Expenses	1,40,842.53	96,969.00	1,12,319.58	3,83,480.76	3,16,888.76	1,40,846.05	96,969.00	1,12,968.93	3,83,484.28	3,15,322.16
d.	Employee Benefit Expense	4,712.01	4,956.49	3,490.69	19,525.01	18,210.27	4,701.14	4,956.49	3,490.69	19,514.14	18,210.27
e.	Depreciation and Amortization Expense	45.62	51.96	30.70	234.11	134.53	45.62	51.96	30.70	234.11	134.53
f.	Other Expenses	1,552.79	1,877.92	1,611.54	5,698.18	5,473.74	1,497.02	1,864.80	1,610.47	5,626.05	5,466.71
	Total Expenses	1,64,946.08	1,06,832.40	1,35,085.04	4,38,819.22	3,83,283.51	1,64,129.50	1,06,580.28	1,36,308.95	4,37,747.28	3,81,709.88
III	Profit from Operations before Other Income, Finance Cost, Exceptional Items and Extraordinary items (I-II)	16,455.28	4,023.07	8,579.55	28,595.19	23,726.63	16,501.07	4,063.17	9,110.52	28,466.78	22,264.30
IV	Other income	3,550.26	3,733.51	4,664.28	14,713.73	13,426.71	3,532.41	3,726.45	4,767.20	14,658.30	13,325.78
V	Profit from ordinary activities before Finance Costs, Exceptional Items and Extraordinary items (III+IV)	20,005.54	7,756.58	13,243.83	43,308.92	37,153.34	20,033.48	7,789.62	13,877.72	43,125.08	35,590.08
VI	Finance Costs (Interest on advance from client)	869.41	820.27	1,897.97	4,024.55	2,238.44	869.41	820.27	1,897.97	4,024.55	2,238.44
VII	Profit from ordinary activities after Finance Costs but before Exceptional Items and Extraordinary items (V-VI)	19,136.13	6,936.31	11,345.86	39,284.37	34,914.90	19,164.07	6,969.35	11,979.75	39,100.53	33,351.64
VIII	Exceptional Items	-	-	-	-	-	-	-	-	-	-
IX	Profit from ordinary Activities before tax and Extraordinary items (VII-VIII)	19,136.13	6,936.31	11,345.86	39,284.37	34,914.90	19,164.07	6,969.35	11,979.75	39,100.53	33,351.64
X	Tax Expense:										
	(1) Current tax	5,351.19	1,868.94	2,606.80	11,073.11	10,558.41	5,346.99	1,868.21	2,821.04	10,986.94	10,026.74
	(2) Deferred tax	420.87	22.70	(1,534.77)	383.24	(1,388.79)	420.87	22.70	(1,534.77)	383.24	(1,388.79)
	(3) Prior Period Tax Adjustment	0.34	-	-	0.34	-	-	-	-	-	-
XI	Net Profit from Ordinary Activities after Tax and before Extraordinary items (IX-X)	13,363.73	5,044.67	10,273.83	27,827.68	25,745.28	13,396.21	5,078.44	10,693.48	27,730.35	24,713.69
XII	Extraordinary items	-	-	-	-	-	-	-	-	-	-
XIII	Net Profit/(Loss) for the period/ Year (XI+XII)	13,363.73	5,044.67	10,273.83	27,827.68	25,745.28	13,396.21	5,078.44	10,693.48	27,730.35	24,713.69
XIV	Paid Up Equity Share Capital (Equity Share of ₹ 10 each)	12,000.00	12,000.00	12,000.00	12,000.00	12,000.00	12,000.00	12,000.00	12,000.00	12,000.00	12,000.00
XV	Reserves excluding Revaluation Reserve as per Balance Sheet				1,21,839.70	1,02,057.70				1,20,413.23	1,00,728.56
XVI	Earnings Per Share (before extra ordinary items) (Equity Share of ₹ 10/- each) (not annualised)										
	(1) Basic (in Rupees)	11.14	4.20	8.56	23.19	21.45	11.16	4.23	8.91	23.11	20.59
	(2) Diluted (in Rupees)	11.14	4.20	8.56	23.19	21.45	11.16	4.23	8.91	23.11	20.59
XVII	Earnings Per Share (after extra ordinary items) (Equity Share of ₹ 10/- each) (not annualised)										

CERTIFIED TRUE COPY

Handwritten signature and initials

NATIONAL BUILDINGS CONSTRUCTION CORPORATION LIMITED											
STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015											
(₹ in Lacs)											
S.No.	Particulars	Consolidated					Standalone				
		Quarter Ended		Year Ended		31.03.2015	Quarter Ended		Year Ended		31.03.2015
		31.03.2015	31.12.2014	31.03.2014	31.03.2015		31.12.2014	31.03.2014	31.03.2015	31.03.2014	
		Unaudited	Unaudited	Unaudited	Audited	Audited	Unaudited	Unaudited	Unaudited	Audited	Audited
	(1) Basic (in Rupees)	11.14	4.20	8.56	23.19	21.45	11.16	4.23	8.91	23.11	20.59
	(2) Diluted (in Rupees)	11.14	4.20	8.56	23.19	21.45	11.16	4.23	8.91	23.11	20.59
A	PARTICULARS OF SHAREHOLDING										
1	Public shareholding										
	- Number of shares	1,20,00,000	1,20,00,000	1,20,00,000	1,20,00,000	1,20,00,000	1,20,00,000	1,20,00,000	1,20,00,000	1,20,00,000	1,20,00,000
	- Percentage of shareholding	10	10	10	10	10	10	10	10	10	10
2	Promoter and Promoter Group Shareholding										
	a) Pledged/encumbered										
	- Number of shares	-	-	-	-	-	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-	-	-	-	-
	b) Non-encumbered										
	- Number of shares	10,80,00,000	10,80,00,000	10,80,00,000	10,80,00,000	10,80,00,000	10,80,00,000	10,80,00,000	10,80,00,000	10,80,00,000	10,80,00,000
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100	100	100	100	100	100	100	100	100	100
	- Percentage of shares (as a % of the total share capital of the company)	90	90	90	90	90	90	90	90	90	90
B	INVESTOR COMPLAINTS		Quarter ended 31.03.2015								
	Pending at the beginning of the quarter		Nil								
	Received during the quarter		2								
	Disposed of during the quarter		2								
	Remaining unresolved at the end of the quarter		Nil								

Notes

- The company has three segments i.e. Project Management Consultancy (PMC), Real Estate and Engineering, Procurement & Construction (EPC).
- The above results have been reviewed by the Audit Committee at their meeting held on 22nd May, 2015 and thereafter approved by the Board of Directors at their meeting held on 22nd May, 2015.
- During the year the company has incorporated a 100% subsidiary NBCC Services Limited.
- The Company has 5 Joint Ventures (JVs) out of which NBCC-R K.Millen could not take off due to land acquisition by Government of West Bengal and hence not consolidated. Another project Jamal NBCC International (PTY) Ltd has already been fully provided. The other three JV's namely NBCC- Agartala Municipal Corporation, NBCC- Mahabir Hanuman Group (NBCC-MHG), NBCC- Ahinsa Builders Private Limited (NBCC-AB) have been consolidated.
- The Board of Directors has recommended a Final Dividend of ₹ 5.50 per equity share amounting to ₹ 66 Crore for the financial year 2014-15 excluding Dividend Distribution Tax of ₹ 13.44 Crore.
- The company has revised Accounting Policy for Depreciation in alignment with Part C of Schedule II of the Companies Act 2013 which has become applicable from 01.04.2014. As a result of the same an amount of ₹ 102.08 lacs has adjusted against the retained earnings as on 01.04.2014. This has resulted in increase in depreciation by ₹ 16.62 Lacs (approx.) for quarter ended 31st March, 2015 and ₹ 109.66 Lacs for the year ended 31st March 2015.
- Figures of the last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the respective financial year.
- Previous periods/ years figures have been regrouped/recast/rearranged, wherever, deemed necessary to conform to current period/ year's classification and minus figures have been shown in brackets.

Place: New Delhi
Date: May 22, 2015

CERTIFIED TRUE COPY
Am
Ch

(ANOOP K. MITTAL)
Chairman-cum-Managing Director

NATIONAL BUILDINGS CONSTRUCTION CORPORATION LIMITED
SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015

₹ in Lacs

Particulars	Consolidated					Standalone				
	Quarter Ended			Year Ended		Quarter Ended			Year Ended	Year Ended
	31.03.2015	31.12.2014	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.12.2014	31.03.2014	31.03.2015	31.03.2014
	Unaudited	Unaudited	Unaudited	Audited	Audited	Unaudited	Unaudited	Unaudited	Audited	Audited
Segment Revenue										
(a) PMC	1,42,012.11	97,439.31	1,17,749.76	3,91,717.63	3,28,893.36	1,42,012.11	97,439.31	1,17,749.76	3,91,717.63	3,28,893.36
(b) Real Estate	27,836.71	6,993.90	20,623.60	50,868.40	65,497.46	27,067.73	6,786.40	22,504.09	49,680.17	62,504.45
(c) EPC	8,951.22	5,958.07	4,269.94	20,702.53	9,478.95	8,951.22	5,958.07	4,269.94	20,702.53	9,478.95
Total	1,78,800.04	1,10,391.28	1,42,643.30	4,63,288.56	4,03,869.77	1,78,031.06	1,10,183.78	1,44,523.79	4,62,100.33	4,00,876.76
Less: Inter Segment Revenue		-	-	-	-	-	-	-	-	-
Net Sales/Income from Operations	1,78,800.04	1,10,391.28	1,42,643.30	4,63,288.56	4,03,869.77	1,78,031.06	1,10,183.78	1,44,523.79	4,62,100.33	4,00,876.76
Segment Results										
Profit Before Tax and Interest:										
(a) PMC	13,195.04	5,710.77	12,241.24	28,763.75	25,128.90	13,211.29	5,710.77	12,241.24	28,780.00	25,128.90
(b) Real Estate	5,128.78	989.32	806.51	10,909.60	11,605.13	5,140.48	1,022.36	1,440.40	10,709.51	10,041.88
(c) EPC	1,681.71	1,056.49	196.08	3,635.57	419.31	1,681.71	1,056.49	196.08	3,635.57	419.30
Total	20,005.53	7,756.58	13,243.83	43,308.92	37,153.34	20,033.48	7,789.62	13,877.72	43,125.08	35,590.08
Less: Finance Cost	869.41	820.27	1,897.97	4,024.55	2,238.44	869.41	820.27	1,897.97	4,024.55	2,238.44
Profit from Ordinary Activities Before Tax and Extraordinary items	19,136.12	6,936.31	11,345.86	39,284.37	34,914.90	19,164.07	6,969.35	11,979.75	39,100.53	33,351.64
Capital Employed										
(Segment assets - Segment liabilities)										
(a) PMC	(41,916.98)	(37,147.41)	(35,559.42)	(41,916.98)	(35,559.42)	(41,900.72)	(37,147.41)	(35,559.42)	(41,900.72)	(35,559.42)
(b) Real Estate	1,07,174.85	97,212.19	86,247.82	1,07,174.85	86,247.82	1,05,732.12	95,753.23	84,918.68	1,05,732.12	84,918.68
(c) EPC	12,082.13	9,488.23	8,086.46	12,082.13	8,086.46	12,082.13	9,488.23	8,086.46	12,082.13	8,086.46
(d) Unallocated	56,499.70	58,866.57	55,282.84	56,499.70	55,282.84	56,499.70	58,866.57	55,282.84	56,499.70	55,282.84
Total	1,33,839.70	1,28,419.58	1,14,057.70	1,33,839.70	1,14,057.70	1,32,413.23	1,26,960.62	1,12,728.56	1,32,413.23	1,12,728.56

Place: New Delhi
Date: May, 22 2015

CERTIFIED TRUE COPY
[Signature]
C.S

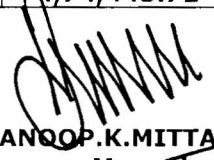
[Signature]
(Anoop K. Mittal)
Chairman-cum-Managing Director

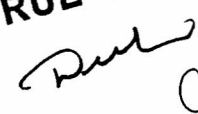
NATIONAL BUILDINGS CONSTRUCTION CORPORATION LIMITED
STATEMENT OF ASSETS AND LIABILITIES

(₹ In Lakhs)

Sl. No.	Particulars	As at 31.03.2015		As at 31.03.2014	
		(Audited) Consolidated	(Audited) Standalone	(Audited) Consolidated	(Audited) Standalone
I.	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a) Share Capital	12,000.00	12,000.00	12,000.00	12,000.00
	(b) Reserves and Surplus	1,21,839.70	1,20,413.23	1,02,057.70	1,00,728.56
	Sub Total (Share Holders Funds)	1,33,839.70	1,32,413.23	1,14,057.70	1,12,728.56
2	Non-Current Liabilities				
	(a) Other Long Term Liabilities	-	-	2.14	2.14
	(b) Long-Term Provisions	4,495.19	4,495.19	5,320.84	5,320.84
	Sub total (Non-Current Liabilities)	4,495.19	4,495.19	5,322.98	5,322.98
3	Current Liabilities				
	(a) Trade Payables	1,51,533.14	1,51,398.86	94,470.86	94,196.46
	(b) Other Current Liabilities	1,76,898.61	1,76,514.52	1,97,795.75	1,97,758.67
	(c) Short-Term Provisions	9,623.92	9,623.92	9,076.35	9,076.35
	Sub Total (Current Liabilities)	3,38,055.67	3,37,537.30	3,01,342.96	3,01,031.48
	Total (Equity and Liabilities)	4,76,390.56	4,74,445.72	4,20,723.64	4,19,083.02
II.	ASSETS				
1	Non-Current Assets				
	(a) Fixed Assets				
	Tangible Assets	2,622.13	2,622.13	2,254.46	2,254.46
	(b) Non-Current Investments	1,113.36	2,615.09	1,113.36	2,415.09
	(c) Deferred Tax Assets (Net)	1,951.40	1,951.40	2,334.64	2,334.64
	(d) Long-Term Loans and Advances	4,060.89	4,060.89	4,405.75	4,405.75
	Sub Total (Non-Current Assets)	9,747.78	11,249.51	10,108.21	11,409.94
2	Current Assets				
	(a) Current Investments	13,486.71	13,486.71	8,935.25	8,935.25
	(b) Inventories	1,17,333.20	1,14,567.27	1,01,957.54	99,671.69
	(c) Trade Receivables	1,70,431.29	1,70,411.68	1,31,453.75	1,31,642.37
	(d) Cash and Cash Equivalents	1,06,652.94	1,05,946.32	1,20,116.62	1,19,590.24
	(e) Short-Term Loans and Advances	57,106.81	57,167.11	47,081.48	46,817.77
	(f) Other Current Assets	1,631.83	1,617.12	1,070.79	1,015.76
	Sub Total (Current Assets)	4,66,642.78	4,63,196.21	4,10,615.43	4,07,673.08
	Total (Assets)	4,76,390.56	4,74,445.72	4,20,723.64	4,19,083.02

Place: New Delhi
Date: May 22, 2015

()
(ANOOP.K.MITTAL)
Chairman-cum-Managing Director

CERTIFIED TRUE COPY

CL

JAGDISH CHAND & CO.

CHARTERED ACCOUNTANTS

H-20, LGF, GREEN PARK (MAIN) NEW DELHI-110 016, INDIA
Phones : 26511953, 26533626, 41759467 Fax : 26533626 email : mail@jchandco.org

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NATIONAL BUILDINGS CONSTRUCTION CORPORATION LIMITED

Report on the Standalone Financial Statements

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

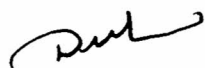
Management's Responsibility for the Standalone Financial Statements

2. 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 to 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 the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, 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 the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

CERTIFIED TRUE COPY



7. 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

8. 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 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

9. We draw attention to
- a) There are outstanding dues on account of Trade Receivables amounting to ₹ 6025.07 Lakhs (previous year ₹ 4791.25 Lakhs) in respect of closed inland projects, which are more than three years old including an amount of ₹ 3399.00 Lakhs (previous year ₹ 3598.52 Lakhs) under litigation/arbitration. The same have been shown as good for recovery (Refer Note No 14)
 - b) No provision has been made for penal levy amounting to ₹ 1654.93 Lakhs (previous year ₹ 1654.93 Lakhs) for guarantees given by the government for loans taken in earlier years by the Company in view of issue being under dispute though the same has been shown as contingent liability (Refer Note No. 29)

Our opinion is not qualified in respect of these matters.

Other Matter

10. The standalone financial statements of the Company as at 31st March, 2014 and for the year then ended were audited by another firm of chartered accountants under the Companies Act, 1956 who, vide their report dated 26th May, 2014, expressed an unmodified opinion on those financial statements.

Report on Other Legal and Regulatory Requirements

11. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
12. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

CERTIFIED TRUE COPY

[Signature]



- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representation received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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 knowledge and belief and according to the information and explanations given to us:
- i The Company has disclosed the impact of pending litigations as at 31st March, 2015 on its financial position in its standalone financial statements – Refer Note No. 29;
- ii. The Company did not have any long-term contracts including derivative contracts as at 31st March, 2015
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2015

Place of signature: New Delhi
Date: 22nd May, 2015

For JAGDISH CHAND & CO.
Firm Registration Number: 000129N
Chartered Accountants

(J.C. Gupta)
Partner

Membership Number :006107



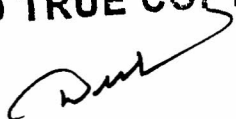
[Handwritten signature]

Annexure to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of National Building Construction Corporation Limited on the standalone financial statements as of and for the year ended 31st March, 2015

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets of the Company have been physically verified by the Management during the year. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account. In our opinion, the frequency of verification is reasonable.
- ii. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. 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 Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of Engineering, Procurement and Construction (EPC) division where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete. For Project Management and Consultancy (PMC) and Real Estate division we have been informed that these activities are carried on back to back basis by sub contractors appointed by the Company, hence, Company is not required to maintain cost records for these divisions.
- vii. (a) According to the information and explanation given to us and the records of the company examined by us, in our opinion, the company is generally regular in depositing undisputed statutory dues, including Provident Fund, Value Added Tax/Sales Tax, Service Tax, Cess, Income Tax, Wealth Tax and other material statutory dues, as applicable, with the appropriate authorities. We have been informed that the provisions of the Employees state Insurance Act are not applicable to the Company.
(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Income Tax, Service Tax, Value Added Tax /Sales Tax as at 31st March, 2015 which have not been deposited on account of a dispute are as follows:

CERTIFIED TRUE COPY



Name of the statute	Nature of dues	₹ (in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Sales Tax Act	Sales Tax	619.62	2008-09 to 2013-14	Joint Commissioner, Commercial Taxes
Income Tax Act, 1961	Income Tax	157.64	2011-12	Commissioner (Appeals)
		86.73	2010-11	Appellate Tribunal
		66.57	2008-09	Appellate Tribunal
		5.67	2007-08	Appellate Tribunal
		226.93	2007-08 (Re-Assessment)	Commissioner (Appeals)
		1582.18	2006-07 (Re-Assessment)	Appellate Tribunal
Finance Act, 1994	Service Tax	1076.66	2007-08 to 2013-14	CESTAT
		84.44	2010-11	CESTAT
		871.02	2009-10 to 2014-15	Appeal not filed yet

- (e) There are no amounts required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the provisions of the Act, and the rules made there under.
- vii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. In our opinion, and 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 during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.
- xi. The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

place of signature: New Delhi
Date: 22nd May, 2015

For JAGDISH CHAND & CO.
Firm Registration Number: 000129N
Chartered Accountants

(J.C.Gupta)
Partner
Membership Number: 686467



CERTIFIED TRUE COPY

[Handwritten signature]

JAGDISH CHAND & CO.

CHARTERED ACCOUNTANTS

H-20, LGF, GREEN PARK (MAIN) NEW DELHI-110 016, INDIA
Phones : 26511953, 26533626, 41759467 Fax : 26533626 email : mail@jcandco.org

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of National Buildings Construction Corporation Limited

1. We have audited the accompanying consolidated financial statements (the "Consolidated Financial Statements") of **National Buildings Construction Corporation Limited** ("the Company") and its subsidiary, its jointly controlled entities; hereinafter referred to as the "Group" (Refer Note No 40) to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at 31st March, 2015, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. We have taken into account the provisions of the Act and conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated 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 the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

CERTIFIED TRUE COPY



Opinion

- 7 We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements and Accounting Standard (AS) 27 – Financial Reporting of Interests in Joint Ventures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 8 In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and its consolidated profit and its consolidated cash flows for the year ended on that date.

Emphasis of Matter

- 9 We draw attention to
- (a) There are outstanding dues on account of Trade Receivables amounting to ₹ 6025.07 Lakhs (previous year ₹ 4791.25 Lakhs) in respect of closed inland projects, which are more than three years old including an amount of ₹3399.00 Lakhs (previous year ₹ 3598.52 Lakhs) under litigation/arbitration. The same have been shown as good for recovery (Refer Note No 14)
- (b) No provision has been made for penal levy amounting to ₹ 1654.93 Lakhs (previous year ₹ 1654.93 Lakhs) for guarantees given by the government for loans taken in earlier years by the Company in view of issue being under dispute though the same has been shown as contingent liability (Refer Note No 29)
- (c) NBCC-R.K. Millen, Company's Jointly Controlled entity has not been considered for consolidation since it is not operational and there is ongoing legal case between co-venturers. Also Jamal NBCC International (PTY) Limited has been fully provided for and Company is taking steps for its dissolution, hence, not consolidated. (Refer Note No 39A)

Our opinion is not qualified in respect of these matters.

Other Matter

10. The financial statements of subsidiary and 3 jointly controlled entities included in the consolidated financial statements, which constitute total assets of ₹ 4621.21 lakhs and net assets of ₹ 2928.21 lakhs as at 31st March, 2015, total revenue of ₹ 2548.15 lakhs and net profit of ₹ 97.34 lakhs for the year then ended have not been audited by us. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of subsidiary and jointly controlled entities, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and jointly controlled entities, is based solely on the reports of the others auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

CERTIFIED TRUE COPY

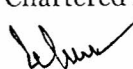


Report on Other Legal and Regulatory Requirements

11. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the company and subsidiary company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2015 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary company, none of the directors of the Group companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note No 29 to the Consolidated Financial Statements.
 - ii. The Group did not have any long-term contracts including derivative contracts as at 31st March, 2015
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group during the year ended 31st March, 2015.

Place of the Signature: New Delhi
Date: 22nd May, 2015

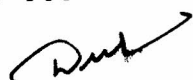
For Jagdish Chand & Co.
Firm Registration Number: 000129N
Chartered Accountants


(J.C. Gupta)
Partner

Membership Number: 000107



CERTIFIED TRUE COPY

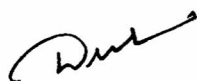


Annexure to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of National Building Construction Corporation Limited on the Consolidated Financial Statements as of and for the year ended 31st March, 2015 to the extent applicable to the Company and its Subsidiary Company (the Companies)

- i. (a) The Companies are maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets of the Companies have been physically verified by the Management during the year. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account. In our opinion, the frequency of verification is reasonable.
- ii. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Companies and the nature of its business.
(c) On the basis of our examination of the inventory records, in our opinion, the Companies are maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Companies have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Companies.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Companies and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Companies, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Companies have not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. We have broadly reviewed the books of account maintained by the Companies in respect of Engineering, Procurement and Construction (EPC) division where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete. For Project Management and Consultancy (PMC) and Real Estate division we have been informed that these activities are carried on back to back basis by sub contractors appointed by the Companies, hence, Companies are not required to maintain cost records for these divisions.
- vii. (a) According to the information and explanation given to us and the records of the Companies examined by us, in our opinion, the Companies are generally regular in depositing undisputed statutory dues, including Provident Fund, Value Added Tax/Sales Tax, Service Tax, Cess, Income Tax, Wealth Tax and other material statutory dues, as applicable, with the appropriate authorities. We have been informed that the provisions of the Employees state Insurance Act are not applicable to the Companies.

CERTIFIED TRUE COPY



- (b) According to the information and explanations given to us and the records of the Companies examined by us, the particulars of dues of Income Tax, Service Tax, Value Added Tax /Sales Tax as at 31st March, 2015 which have not been deposited on account of a dispute are as follows:

Name of the statute	Nature of dues	₹ (in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Sales Tax Act	Sales Tax	619.62	2008-09 to 2013-14	Joint Commissioner, Commercial Taxes
Income Tax Act, 1961	Income Tax	157.64	2011-12	Commissioner (Appeals)
		86.73	2010-11	Appellate Tribunal
		66.57	2008-09	Appellate Tribunal
		5.67	2007-08	Appellate Tribunal
		226.93	2007-08 (Re-Assessment)	Commissioner (Appeals)
		1582.18	2006-07 (Re-Assessment)	Appellate Tribunal
Finance Act, 1994	Service Tax	1076.66	2007-08 to 2013-14	CESTAT
		84.44	2010-11	CESTAT
		871.02	2009-10 to 2014-15	Appeal not filed yet

- (c) There are no amounts required to be transferred by the Companies to the Investor Education and Protection Fund in accordance with the provisions of the Act and the rules made there under.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year. As the Subsidiary Company is registered for a period less than five years, the provision of clause 3(viii) of the Order are not applicable to the Subsidiary Company.
- ix. As the Companies do not have any borrowings from any financial institution or bank nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(ix) of the Order are not applicable to the Companies.
- x. In our opinion, and according to the information and explanations given to us, the Companies have not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Companies.
- xi. The Companies have not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Companies.

CERTIFIED TRUE COPY

[Signature]



- xii. During the course of our examination of the books and records of the Companies, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Companies, noticed or reported during the year, nor have we been informed of any such case by the Management.

For JAGDISH CHAND & CO.
Firm Registration Number: 000129N
Chartered Accountants


(J.C. Gupta)
Partner
Membership Number: 000107



Place of signature: New Delhi
Date: 22nd May, 2015

CERTIFIED TRUE COPY
