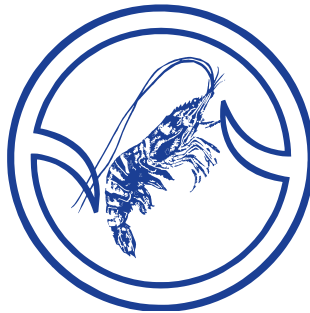


**21<sup>st</sup>**  
Annual Report 2013 - 2014



**NCC BLUEWATER PRODUCTS LIMITED**

NCC BLUEWATER PRODUCTS LIMITED  
CIN:L05005TG1992PLC014678

**BOARD OF DIRECTORS**

Dr. G SUBBA RAO

Sri U JAYACHANDRA

Sri Y D MURTHY

Sri J S N RAJU  
(Wholetime Director)

**REGISTERED OFFICE**

NCC House  
Madhapur  
Hyderabad-500 081

**PROJECT OFFICE**

Chandanada  
Nakkapalli Mandal  
Visakhapatnam Dist  
Andhra Pradesh-531081

**BANKERS**

State Bank of India  
Syndicate Bank

**Registrars and Share Transfer Agents**

M/s. Karvy Computershare Private Ltd,  
Plot No.17-24, Vittal Rao Nagar,  
Madhapur, Hyderabad-500 081  
Ph : 040 – 23420815 - 818  
Fax : 040 - 23420814  
Email : einward.ris@karvy.com

**AUDITORS**

M/s. M. Bhaskara Rao &Co  
Chartered Accountants  
6-3-652, 5-D, Fifth Floor  
'Kautilya', Amrutha Estates  
Somajiguda  
Hyderabad-500 082

**21st ANNUAL GENERAL MEETING ON MONDAY, THE 29TH SEPTEMBER, 2014 AT 11.30 A.M AT  
SRI SAGI RAMAKRISHNAM RAJU COMMUNITY HALL, MADHURANAGAR, HYDERABAD-500 038**

**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  
to through your Depository Participant to our Registrars M/s. Karvy Computershare Private Ltd.**

**NOTE:NO GIFTS WILL BE DISTRIBUTED AT THE AGM**

# NCC BLUEWATER PRODUCTS LIMITED

## NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Company will be held on Monday, the 29th September 2014 at 11.30 A.M at Sri Sagi Ramakrishnam Raju Community Hall, Madhuram Nagar, Hyderabad - 500 038 to transact the following items of business:

### I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2014 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Sri J S N Raju, Wholetime Director who retires by rotation and being eligible offers himself for reappointment.
3. To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** M/s.M.Bhaskara Rao & Co., Chartered Accountants (Registration No.0004595) be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of the 21st Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company”.

### II.SPECIAL BUSINESS

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

**“RESOLVED** that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time and pursuant to the recommendation of the Board in its meeting dated 29th May, 2014, Sri Y D Murthy (holding DIN 00031837), who is eligible for appointment as such, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from 29th September, 2014.

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

**“RESOLVED** that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time and pursuant to the recommendation of the Board in its meeting dated 29th May, 2014,

Sri G Subba Rao (holding DIN 01340994), who is eligible for appointment as such, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from 29th September, 2014.

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

**“RESOLVED** that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time and pursuant to the recommendation of the Board in its meeting dated 29th May, 2014 Sri U Jayachandra (holding DIN 02428646), who is eligible for appointment as such, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from 29th September, 2014.

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Company at the Annual General Meeting held on 5th December, 1992 and pursuant to section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the company, provided that the total borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Companies Bankers in the ordinary course of business, shall not be in excess of Rs.15 crores (Rupees Fifteen crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.

8. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Company at the Annual General Meeting held on 5th December, 1992 and pursuant to section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to mortgaging and/or charging by the Board of Directors of the company all or any of the movable or immovable properties present and future or whole or substantially the whole of the undertaking or the undertakings of the Company for

## NCC BLUEWATER PRODUCTS LIMITED

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securing any loan obtained or as may be obtained from any financial institution, banks, persons together with interest, costs, charges, expenses and any other money payable by the company for its business purpose.

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

Place : HYDERABAD  
Date : 29-05-2014

Sri U Jayachandra  
DIRECTOR

### NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the Company. Instruments of proxies in order to be effective must be deposited at the Company's Registered Office at "NCC House, Madhapur, Hyderabad – 500 081 not less than forty-eight hours before the meeting.**
- The register of Members and the Share Transfer books will remain closed from **15th September, 2014 to 20th September, 2014 (both days inclusive).**
- Members / proxies are requested to bring annual reports along with them to the meeting.
- Members are requested to inform immediately the change, if any, of address registered with the Company.
- All communication relating to shares are to be addressed to the Company's Regd. Off. at M/s. Karvy Computershare Private Ltd, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500081 .
- A Member desirous of seeking any information/clarification on the accounts or operations of the Company is requested to forward his/her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- 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. Karvy Computershare Private Ltd for assistance in this regard
- In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the

business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Karvy Computershare Pvt. Ltd., (Karvy) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

- 9. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evoting.karvy.com> during the following voting period:**

**Commencement of e-voting: From 9.00 a.m. on 23rd September, 2014**

**End of e-voting: Up to 6.00 p.m. on 25th September, 2014**

**e- Voting shall not be allowed beyond 6.00 p.m. on 25th September, 2014.**

- E Voting shall not be allowed beyond 6.00 p.m. on 25th September, 2014. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the recorded date may cast their vote electronically.
- The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
- The Company has appointed Mr. A Ravishankar, Practicing Company Secretary, as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process and the polling at the Annual General Meeting in a fair and transparent manner.
- 13. Appointment / Re-appointment of Director**
  - At the ensuing Annual General Meeting, Sri J S N Raju, Wholetime Director retires by rotation and being eligible offers himself for re-appointment. The relevant information as required under clause 49 of the Listing Agreement concerning Corporate Governance Code in respect of re-appointment of Director is given below for the information of the shareholders:

Sri J S N Raju has been associated with the company as a Wholetime Director for more than nineteen years. He is an undergraduate and has vast experience spanning over 26 years in the feild of aquaculture, Farming and related areas.

## NCC BLUEWATER PRODUCTS LIMITED

- b. Sri Y D Murthy, has been associated with company for more than 18 years. He holds a Bachelor's Degree in Engineering and Post Graduate Degree in Management and has over 35 years of rich experience in middle and senior management level in Public and Private Sectors. He is a Director on the Board of M/s. A V S R Holdings Pvt. Ltd, Dhatri Developers & Projects Pvt. Ltd, Sushrutha Real Estate Pvt. Ltd, NCC Infrastructure Holdings Mauritius PTE Ltd, NAC Infrastructure Equipment Ltd, Patnitop Ropeway & Resorts Ltd, Tellapur Technicity Pvt. Ltd, Jubilee Hills Landmark Projects Private Ltd, NCC Finance Limited and Liquidity Limited, Mauritius and accordingly his appointment as an Independent Director of the Company is recommended.
- c. Dr. G Subba Rao holds a Ph.d in Fisheries Management and has experience of around 28 years in the areas of fisheries management . Dr G Subba Rao was associated with TAS PARK, Govt.of Andhra Pradesh and had promoted a number of hatcheries in the Visakhapatnam region. Currently, he is engaged in Consultancy services in the aquaculture management and allied areas and accordingly his appointment as an Independent Director of the Company is recommended.
- d. Sri U.Jayachandra holds a Bachelor's degree in Mechanical Engineering and has experience of around 15 years in the areas of prawn and fishery products. He was earlier associated with M/s. DCL Maritech Ltd., as in-charge of the processing plant accordingly his appointment as an Independent Director of the Company is recommended.

### ANNEXURE TO NOTICE:

#### **Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under item No(s) 7 & 8 set out above is annexed hereto**

The members of the Company at the Annual General Meeting held on 5th December, 1992 had approved respective resolutions under section 293(1)(a) and 293(1)(d) of the erstwhile Companies Act, 1956 for mortgaging / charging the properties of the Company in favour of the lenders and also for exercising the borrowing limits up to an aggregate amount of Rs.10 Crores for the purpose of business of the Company.

The Ministry of Corporate Affairs vide the Circular No.4 dated 25.03.2014 had clarified that all the Ordinary Resolutions passed earlier under section 293(1)(a) and 293(1)(d) of the erstwhile Companies Act, 1956 are valid and effective only for a period of one year i.e. up to 11.09.2014. Any such mortgages and borrowings after this date would require a fresh prior approval of the shareholders under Section 180 of the Companies Act, 2013 and the Rules made thereunder through a Special Resolution(s). In view of the above stipulation it is proposed to obtain approval of the members by way of Special Resolution.

The Directors commend the resolution(s) set out at item No.7 & 8 for your approval as Special Resolution(s).

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

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

**Place : HYDERABAD  
Date : 29-05-2014.**

**Sri U Jayachandra  
DIRECTOR**

# NCC BLUEWATER PRODUCTS LIMITED

## DIRECTORS' REPORT

To  
The Members,  
**NCC BLUEWATER PRODUCTS LIMITED**

Your Directors present the 21st Annual Report of your Company along with the Audited Statement of Accounts for the year ended March 31,2014.

### FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	Year ended 31.03.2014	Year ended 31.03.2013
Gross Income	15.76	11.41
Loss before Depreciation and taxation	(6.73)	(15.82)
Depreciation	(35.06)	(38.85)
Provision for Tax	9.66	16.51
Profit / Loss after tax	(32.12)	(38.15)
Add balance of loss brought forward from previous year	(1228.17)	(1190.02)
Balance of Loss carried forward	(1260.30)	(1228.17)
Paid-up equity share capital	775.00	775.00
Reserves excluding Revaluation Reserves	25.00	25.00

### DIVIDEND:

In view of the loss suffered by the company, your Board regrets for its inability to recommend dividend for the year ended 31-03-2014

### REVIEW OF OPERATIONS:

During the year your Company has earned a gross income of Rs.15.76 lakhs towards lease of land. The Company is exploring various alternatives available for restructuring its business.

### COMMENTS OF AUDITORS:

The observations / comments made by the auditors in their report attached, have been suitably clarified / explained under the Notes to the Accounts.

### CORPORATE GOVERNANCE:

In pursuance of clause 49 of the Listing Agreement entered into with the Stock Exchange, a separate section on Corporate Governance has been incorporated in the annual report for the information of the shareholders. A certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under said clause also forms part of the Annual Report.

### DIRECTORS:

Sri J S N Raju, Wholetime Director retires by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible offers himself for reappointment.

### AUDITORS:

M/s. M. Bhaskara Rao & Co., Chartered Accountants the retiring Auditors of the Company being eligible have offered themselves for reappointment as Auditors to hold office upto the conclusion of the next Annual General Meeting.

### EMPLOYEE RELATIONS:

Relations with the employees continued to be cordial. Your Directors place on record their sincere appreciation of the services rendered by all the employees of the Company.

## NCC BLUEWATER PRODUCTS LIMITED

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**PARTICULARS OF EMPLOYEES:** The Company had no employee whose remuneration exceeds the limit fixed under Section 217 (2A). Therefore, there are no particulars furnished under Section 217(2A) of the Companies Act, 1956.

**DISCLOSURES:**

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS**

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. During the year under review there were no transactions involving foreign exchange inflow / outflow.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors hereby state that

- a) in the preparation of the annual accounts for the year ended March 31, 2014, applicable accounting standards have been followed along with proper explanations relating to material departures;
- b) 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 as at March 31, 2014 and of the loss for the year ended on that date:
- c) we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and
- d) the accounts for the year ended March 31, 2014 have been prepared on a going concern basis.

**ACKNOWLEDGEMENTS:**

Your Directors place on record their gratitude for the cooperation and valuable support received from the Banks, the State Government, shareholders of the company and look forward for the same in greater measure.

**For and on behalf of the Board**

Place : Hyderabad  
Date : 29-05-2014

**J S N Raju**  
Wholetime Director

**U Jaya Chandra**  
Director

# NCC BLUEWATER PRODUCTS LIMITED

## REPORT ON CORPORATE GOVERNANCE

In compliance with Clause 49 of the Listing Agreement entered into with the Stock Exchange, the Company hereby submits the report on the matters as mentioned in the said clause.

### 1. PHILOSOPHY OF THE COMPANY ON THE CODE OF GOVERNANCE:

The Company aims at achieving transparency, accountability and equity in its operations, and in interactions with the stakeholders, including the shareholders, employees, government, lenders and other constituents while fulfilling the role of a responsible corporate representative committed to good corporate practices. The Company is committed to achieve the good standards of Corporate Governance.

### 2. BOARD OF DIRECTORS:

As on 31st March, 2014 the Board of the Company consists of Four Directors. The details of the Composition and Category of Directors, number of Board Meetings held during the year, attendance of the Directors at the Board Meetings and other Directorships held by the Directors are as follows:

Name	Category	Designation	No. of Board Meetings held during the last financial Year	No. of Board Meetings Attended	No. of Memberships in Boards of other Public Companies		Attendance of each Director at last AGM
					Board	#Committee	
Sri J S N Raju	Promoter	Wholetime Director	5	5	NIL	NIL	No
Sri U Jay-achandra,	Independent Director	Director	5	5	NIL	NIL	Yes
Dr. G Subba Rao	Independent Director	Director	5	5	NIL	NIL	Yes
Sri Y D Murthy	Independent Director	Director	5	5	4	3	Yes

# Membership in Audit and Investor/Shareholder Grievance Committee of Public Limited Companies.

The Meetings of the Board of Directors of the Company were held on the following dates:

30th May, 2013, 8th August, 2013, 14th November, 2013, and 13th February, 2014

### Information Supplied to the Board

As a policy measure, all the major decisions, which involve new investments and capital expenditure, in addition to the matters which statutorily require Board approval, are put up for consideration of the Board. The relevant information is regularly provided to the Board as part of the agenda papers well in advance of the Board meetings or is tabled at the Board Meeting. The information provided to the Board include

- Annual operating plans & budgets and any updates.
- Capital budgets and any updates.
- Quarterly, half yearly and annual results of the Company.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the company, or substantial non-payment by clients.



## NCC BLUEWATER PRODUCTS LIMITED

- Non-compliance of any regulatory, statutory or listing requirement and shareholders service such as non-payment of dividend, delay in share transfer etc.,

The Board also periodically reviews compliance reports of all laws applicable to the company, prepared by the Company as well as steps taken by the company to rectify instances of non-compliances.

### 3. AUDIT COMMITTEE OF THE BOARD:

In terms of clause 49 of the Listing Agreement, an Audit Committee comprises of three Directors viz., Dr. G Subba Rao (Chairman of the Committee) Sri U Jayachandra, and Sri Y D Murthy. The Committee met on the following dates,

30th May, 2013, 8th August, 2013, 14th November, 2013, and 13th February, 2014

The terms of reference as stipulated by the Board to the Audit Committee include

- Oversight of the Company's financial reporting process and the disclosure of its financial information.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the board, focussing primarily on
  - Any changes in accounting policies and practices.
  - Major accounting entries based on exercise on judgement by management.
  - Qualifications in draft audit report.
  - Significant adjustments arising out of audit.
  - The going concern assumption.
  - Compliance with accounting standards.
  - Compliance with Stock Exchange and legal requirements concerning financial statements.
- Reviewing with the management, external and the adequacy of internal control systems.

### 4. REMUNERATION COMMITTEE OF THE BOARD:

The Board of the company has constituted a Remuneration Committee of the Board, comprising of Sri U Jayachandra (Chairman of the Committee), Dr. G Subba Rao and Sri Y D Murthy. The Committee has been constituted to recommend/review the remuneration package of the Wholetime Director.

No Remuneration was paid during the financial year 2013-14 to any director.

### 5. SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE :

The Board of the Company constituted a Shareholders'/Investors' Grievance Committee comprising of, Sri Y D Murthy (Chairman of the Committee), Sri U Jayachandra and Dr.G Subba Rao as its members.

The Committee, inter alia, approves the issue of duplicate certificates and oversees and reviews all matters connected with servicing of investors, and recommends measures for overall improvement in the quality of investor services.

The Company has not received any complaint during the year.

### 6. GENERAL BODY MEETINGS :

YEAR	AGM	TIME	PLACE
2010-11	28-09-2011	11.30 A.M	Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad-500038
2011-12	28-09-2012	11.30 A.M	Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad-500038
2012-13	30-09-2013	11.30 A.M	Sri Sagi Ramakrishnam Raju Community Hall, Madhura Nagar, Hyderabad-500038

## NCC BLUEWATER PRODUCTS LIMITED

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**Postal Ballot:** There were no items of business requiring passing of resolution through Postal Ballot.

Details of Special Resolutions passed in Annual General Meetings held during past three years

AGM dt.28-09-2011	NIL
AGM dt.28-09-2012	Keeping of Books and Registers other than Registered office of the Company
AGM dt.30-09-2013	NIL

### 7. DISCLOSURES:

- a. During the year certain transactions have been entered into with related parties. The details thereof have been given under Note No.15 forming part of Notes on Accounts.
- b. No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Management Discussion and Analysis Report is a part of the Annual Report.

### 8. GENERAL SHAREHOLDERS INFORMATION:

**21st Annual General Meeting** : **Date** : **29th September, 2014**  
**Time** : **11.30 A.M**  
**Venue** : **Sri Sagi Ramakrishnam Raju, Community Hall, Madhuranagar, Hyderabad-500 038.**

Financial Calendar : The Tentative Calendar of events for the financial year 2013-2014 is given below:

Results for Quarter ending June 30, 2014 - Aug, 2014  
Results for Quarter ending Sept 30, 2014 - Nov, 2014  
Results for Quarter ending Dec 31, 2014 - Feb, 2015  
Results for year ending March, 31,2015 - May,2015

Book closure date : 15th September, 2014 to 20th September, 2014 (both days inclusive)

Listing of Equity Shares Exchange : BSE Limited

**Stock Code** : BSE Code : 519506

Dematerialization of shares : The Company has obtained the International Securities Identification Number (ISIN) No. INE630N01019 for its equity shares. Over 36.79 % of the Company's shares have been dematerialized up to 31st March,2014

Market price Data : During the year there has been no trading in the Equity Shares of the Company.

**Share Transfer System** : The share transfers which were received in physical form were processed and the share certificates returned within a period of 15 days from the date of receipt, subject to the documents being found valid and complete in all respects. The company has appointed M/s. Karvy Computershare Pvt. as common Registrar and Transfer Agents for dealing with all the activities connected with both physical and demat segments pertaining to the share transactions of the company

## NCC BLUEWATER PRODUCTS LIMITED

### Distribution of Shareholding :

As on 31.03.2014, the distribution of Company's Shareholding was as follows:

Category (No of shares)		Shareholders		Shares	
From	To	Number	% of Total	Number	% of Total
1	5,000	14552	92.45	1992917	25.72
5,001	10,000	510	3.24	426000	5.50
10,001	20,000	248	1.57	370600	4.78
20,001	30,000	174	1.11	440900	5.69
30,001	40,000	30	0.19	105009	1.35
40,001	50,000	128	0.81	631629	8.15
50001	1,00,000	61	0.39	510309	6.58
1,00,001	And above	37	0.24	3272636	42.23
<b>Total</b>		<b>15740</b>	<b>100</b>	<b>7750000</b>	<b>100</b>

### Investor's correspondence

Physical/Electronic mode :

M/s. Karvy Computershare Pvt. Ltd  
Plot No.17-24, Vittal Rao Nagar  
Madhapur, Hyderabad-500 081  
Ph. No's 040- 23420815 - 818  
Fax: 040-23420814  
E-Mail: einward.ris@karvy.com  
Website : www.karvycomputershare.com

Investor's General Correspondence :

The Secretarial Department  
NCC Bluewater Products Limited,  
NCC House, 9th Floor  
Madhapur, Hyderabad-500 081  
Ph. No's : 040- 23268888  
Fax : 040-23125555  
E-Mail: Investor@nccbpl.com  
Website:www.nccbpl.com

### Declaration of Compliance with the Code of Conduct

I hereby confirm that the company has obtained from all the members of the Board affirmation that they have complied with the Code of Conduct Board members in respect of the financial year ended 31st March, 2014

Place: Hyderabad  
Date: 29-05- 2014

**For NCC Bluewater Products Limited**

**JSN Raju**  
**Whoe time Director**

# NCC BLUEWATER PRODUCTS LIMITED

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## MANAGEMENT'S DISCUSSION AND ANALYSIS

### 1. INDUSTRY STRUCTURE AND DEVELOPMENTS

India is the Second largest producer of Shrimp in the world after China. There are about three Lakh farmers engaged in Shrimp Farming in India. Against the potential of 11.91 lakhs Hectares, only 1.5 lakhs of Hectares of land has been brought under Aqua Culture. Andhra Pradesh has Nine Coastal Districts with a coast line of 974 kms. having an estimated potential brackish water area of 1,50,000 Hectares for shrimp farming out of which an area of about 75,000 Hectares is under Aqua Culture cultivation. This constitutes about 47% of total area under Aqua Culture in India. Due to persistent viral attacks most of the corporate aquaculture companies had discontinued their operations and shut their processing plants due to heavy losses.

### 2. OPPORTUNITIES AND STRENGTHS

The company is considering various possibilities to restructure its business operations.

### 3. RISKS AND CONCERNS

The aquaculture structure in the country has become highly risky and hence your company is planning to curtail the level of operations and has disposed off the processing plant. The company is also seriously considering other avenues of business.

### 4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Management has formulated Internal Control Systems to ensure safeguarding of the assets and interests of the company. The Internal Control Systems are devised to promote operational efficiencies at the work place.

The Internal Controls are reviewed by the Audit Committee of the Board.

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## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of  
**NCC BLUEWATER PRODUCTS LIMITED**

We have examined the compliance of conditions of Corporate Governance by NCC Bluewater Products Limited for the year ended 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per records maintained by the Shareholder's/Investor's Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**for M. BHASKARA RAO & CO.,  
Chartered Accountants**

**K. Krishna Murty  
PARTNER  
M.No:19693**

# NCC BLUEWATER PRODUCTS LIMITED

## AUDITOR'S REPORT

**To The Members of  
M/s NCC BLUEWATER PRODUCTS LIMITED**

1. We have audited the attached Balance Sheet of M/s NCC BLUEWATER PRODUCTS LIMITED as at 31st March 2014 and also the Profit and Loss account for the year ended on that date annexed thereto and the cash flow statement for the year ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended, issued by the Central Government in terms of Sub-Section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matter specified in paragraph 4 & 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
  - i. 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.
  - ii. 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 such books.
  - iii. The Balance Sheet, Profit & loss account and Cash flow statement referred to in this report are in the agreement with the books of account.
  - iv. The Balance Sheet, Profit & loss account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956.
  - v. On the basis of written representation received from the directors and taken on record by the Board of Directors, we report that none of the Directors of the Company is disqualified as on 31st March 2014 from being appointed as a Director in term of clause (g) of sub section (1) to section 274 of the Companies Act, 1956.
  - vi. We draw attention to the Note No.2 in the Notes on accounts relating to preparation of financial statements on a going concern basis. The company has discontinued its business. The accumulated losses as at 31st March, 2014 have eroded the net worth of the company. These factors along with the other matters set forth in Note No.2 raise substantial doubt that the company will be able to continue as a going concern.
5. Subject to Para (vi) above, in our opinion, and to the best of our information and according to the explanations given to us, the said accounts read with notes on accounts and the significant accounting policies, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:
  - i) In the case of the Balance Sheet, of the State of affairs of the Company as at 31st March, 2014.
  - ii) In the case of the Profit & Loss Account, of the loss for the year ended on that date; and
  - iii) In the case of the Cash Flow Statement, of the Cash flows for the year ended on that date.

**For M. BHASKARA RAO & CO.  
Chartered Accountants**

**Place: Visakhapatnam  
Date: 29.05.2014**

**K. Krishna Murty  
PARTNER  
M.No: 019693**

# NCC BLUEWATER PRODUCTS LIMITED

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## ANNEXURE TO AUDITOR'S REPORT REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, the management have physically verified the fixed assets during the year and no material discrepancies were noticed on such verification.
- (c) The company has not disposed off substantial part of fixed assets during the Year.
- ii. Clause (a), (b) & (C) not applicable since the company does not have inventory.
- iii. (a) The company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956 and therefore clauses (b),(c) and (d) of Para (iii) of the companies (Auditor's Report) Order,2003 are not applicable.
- (b) The company has not taken any loans secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956,therefore, clauses (f) and (g) of para (iii) of the companies (Auditor's Report) Order, 2003 are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the internal control systems for purchase of inventory and fixed assets and for the sale of services are commensurate with size of the company and nature of its business. During the course of audit we have not observed any continuing failure to correct major weaknesses in internal controls.
- v. As there was no transaction requiring entries in Register in pursuance of Section 301 of the Act and accordingly clauses (a) and (b) are not applicable to the Company.
- vi. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the provisions of Section 58A and 58AA of the Companies Act, 1956 and Rules there under are not applicable to the company.
- vii. There is no internal Audit system in vogue for the period covered by the Audit.
- viii. In respect of this company, maintenance of cost records has not been prescribed by the Central Government under Section 209 (1) (d) of the Companies Act, 1956.
- ix. According to the information and explanations given to us, the company is regular in depositing undisputed statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of above were in arrears, as at 31st March, 2014 for a period of more than six months from the date on which they became payable.
- x. The company has accumulated losses eroding its net worth as at 31st March 2014 and it has incurred cash losses in the financial year.
- xi. According to the information and explanations given to us, the company has not availed any loans from the Financial Institutions and Banks. The Company has not issued any debentures.
- xii. Based on the verification of records and according to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the company is not a Chit Fund or a Nidhi / Mutual Benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order 2003 are not applicable to the company.

## NCC BLUEWATER PRODUCTS LIMITED

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- xiv. In our opinion, the Company is not dealing in or trading in Shares, Securities, debentures and other investments, accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order 2003 are not applicable to the company.
- xv. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- xvi. To the best of our knowledge and belief and according to the information and explanations given to us, no term loans are availed during the year.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investment. No long term funds have been used to short term asset. Therefore the provisions of clause 4(xvi) of Companies (auditors report) order, 2003 are not applicable to the Company.
- xviii. The company has not made any preferential allotment to parties and companies covered under register maintained under section 301 of the Companies Act, 1956, during the year.
- xix. According to the information and explanations given to us and the records examined by us, no debentures were issued by the company.
- xx. The Company has not raised any money through public issue during the year.
- xxi. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

**For M. BHASKARA RAO & CO**  
Chartered Accountants

**K. KRISHNA MURTY**  
Partner  
M.No.019693

Place: Visakhapatnam  
Date: 29.05.2014

# NCC BLUEWATER PRODUCTS LIMITED

## BALANCE SHEET AS AT 31 MARCH, 2014

(Amount in ₹)

Particulars	Note No.	As at 31 March, 2014	As at 31 March, 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	1	7,75,00,000	7,75,00,000
(b) Reserves and surplus	2	(12,35,30,059)	(12,03,17,712)
		(4,60,30,059)	(4,28,17,712)
<b>Non-current liabilities</b>			
(a) Long-term borrowings	3	6,83,27,857	6,73,98,424
(b) Deferred tax liabilities (net)		30,86,052	40,53,032
(c) Other long-term liabilities	4	1,22,500	1,22,500
		7,15,36,409	7,15,73,956
<b>Current liabilities</b>			
(a) Other current liabilities	5	7,29,213	6,54,497
(b) Short-term provisions	6	1,64,830	1,59,730
		8,94,043	8,14,227
<b>TOTAL</b>		<b>2,64,00,393</b>	<b>2,95,70,471</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	7	2,42,65,192	2,78,50,539
<b>Current assets</b>			
(a) Cash and cash equivalents	8	2,12,850	83,643
(b) Short-term loans and advances	9	8,90,379	8,88,002
(c) Other current assets	10	10,31,972	7,48,287
<b>TOTAL</b>		<b>2,64,00,393</b>	<b>2,95,70,471</b>
<b>See accompanying notes forming part of the financial statements</b>			

As per our report of even date attached

**For M.Bhaskara Rao & Co.**  
Chartered Accountants

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

**K. Krishna Murty**  
Partner

**U.Jayachandra**  
Director

**J S N Raju**  
Whole Time Director

Place : Visakhapatnam  
Date : 29.05.2014



## NCC BLUEWATER PRODUCTS LIMITED

### Statement of Profit and Loss for the year ended 31 March, 2014

(Amount in ₹)

Particulars	Note No.	For the year ended 30 March, 2014	For the year ended 31 March, 2013
<b>DISCONTINUING OPERATIONS</b>			
Other income	11	15,76,333	11,40,612
<b>Total revenue</b>		<b>15,76,333</b>	11,40,612
<b>Expenses</b>			
(a) Employee benefits expense	12	3,27,768	3,27,770
(b) Finance costs	13	3,910	3,225
(c) Depreciation and amortisation expense	7.B	35,06,512	38,84,687
(d) Other expenses	14	18,38,635	14,72,032
(e) Loss on writing off Assets		78,835	9,19,653
<b>Total expenses</b>		<b>57,55,660</b>	66,07,367
<b>Profit / (Loss) before tax</b>		<b>-41,79,327</b>	-54,66,755
<b>Tax expense:</b>			
(a) Current tax expense		9,66,980	16,51,273
(b) Deferred tax		-	-
		9,66,980	16,51,273
<b>Profit / (Loss) after tax</b>		<b>(32,12,347)</b>	<b>(38,15,482)</b>
<b>Note: Since operations are not continued, EPS is not calculated.</b>			
<b>See accompanying notes forming part of the financial statements</b>			

As per our report of even date attached

**For M.Bhaskara Rao & Co.**  
Chartered Accountants

**K. Krishna Murty**  
Partner

Place : Visakhapatnam  
Date : 29.05.2014

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

**U.Jayachandra**  
Director

**J S N Raju**  
Whole Time Director

# NCC BLUEWATER PRODUCTS LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

(Amount in ₹)

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax	(41,79,327)		(54,66,755)	
<i>Adjustments for:</i>				
Depreciation and amortisation	35,06,512		38,84,687	
Loss on writing off assets	78,835		9,19,653	
		<b>(5,93,980)</b>		<b>(6,62,415)</b>
<i>Changes in working capital:</i>				
Adjustments for (increase) / decrease in operating assets:				
Short-term loans and advances	(2,377)		(38,615)	
Long-term loans and advances	-		-	
Other current assets	(2,83,685)		(3,04,706)	
Other non-current assets		(2,86,062)		(3,43,321)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Other current liabilities	74,716		60,173	
Short-term provisions	5,100		5,100	
other long term liability	-		(227)	
		79,816		65,046
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>(8,00,226)</b>		<b>(9,40,690)</b>
Loss on writing off assets				
<b>Net cash flow from / (used in) investing activities (B)</b>		-		-
<b>C. Cash flow from financing activities</b>				
Proceeds from long-term borrowings	-	<b>9,29,433</b>		8,45,858
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>9,29,433</b>		8,45,858
		-		-
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>1,29,207</b>		-94832
Cash and cash equivalents at the beginning of the year		83,643		178474
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
<b>Cash and cash equivalents at the end of the year</b>		<b>2,12,850</b>		<b>83,643</b>
* Comprises:				
(a) Cash on hand		118950		15147
(c) Balances with banks				
(i) In current accounts		93900		68495
		212850		83643
<b>See accompanying notes forming part of the financial statements</b>				

As per our report of even date attached

**For M.Bhaskara Rao & Co.**  
Chartered Accountants

**K. Krishna Murty**  
Partner

Place : Visakhapatnam

Date : 29.05.2014

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

**U.Jayachandra**  
Director

**J S N Raju**  
Whole Time Director

## NCC BLUEWATER PRODUCTS LIMITED

### Notes forming part of the financial statements for the year ended 31 March 2014

#### Note 1 Share capital

(Amount in ₹)

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares		Number of shares	
(a) Authorised	80,00,000	8,00,00,000	80,00,000	8,00,00,000
Equity shares of ₹10 each with voting rights	80,00,000	8,00,00,000	80,00,000	8,00,00,000
(b) Issued				
Equity shares of ₹10 each with voting rights	77,50,000	7,75,00,000	77,50,000	7,75,00,000
(c) Subscribed and fully paid up				
Equity shares of ₹10 each with voting rights	77,50,000	7,75,00,000	77,50,000	7,75,00,000
	77,50,000	7,75,00,000	77,50,000	7,75,00,000
<b>Total</b>	<b>77,50,000</b>	<b>7,75,00,000</b>	<b>77,50,000</b>	<b>7,75,00,000</b>

Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes (give details)	Closing Balance
Equity shares with voting rights								
Year ended 31 March, 2014								
- Number of shares	77,50,000	-	-	-	-	-	-	77,50,000
- Amount (Rs.)	7,75,00,000	-	-	-	-	-	-	7,75,00,000
Year ended 31 March, 2013								
- Number of shares	77,50,000	-	-	-	-	-	-	77,50,000
- Amount (Rs.)	7,75,00,000	-	-	-	-	-	-	7,75,00,000

#### Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2014		As at 31 March, 2013	
	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.	22,10,036	28.52	22,10,036	28.52

## NCC BLUEWATER PRODUCTS LIMITED

### Notes forming part of the financial statements for the year ended 31 March, 2014

#### Note 2 Reserves and surplus

(Amount in ₹)

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Capital reserve		
Opening balance	25,00,000	25,00,000
Add: Additions during the year (give details)	-	-
Less: Utilised / transferred during the year (give details)	-	-
Closing balance	25,00,000	25,00,000
Opening balance	(12,28,17,712)	(11,90,02,230)
Add: Profit / (Loss) for the year	(32,12,347)	(38,15,482)
Closing balance	(12,60,30,059)	(12,28,17,712)
<b>Total</b>	<b>(12,35,30,059)</b>	<b>(12,03,17,712)</b>

#### Note 3 Long-term borrowings

(Amount in ₹)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Loans and advances from related parties (Refer Note)		
Secured	6,82,52,675	6,73,23,242
Unsecured	75,182	75,182
<b>Total</b>	<b>6,83,27,857</b>	<b>6,73,98,424</b>

Particulars	Terms of repayment and security*	As at 31 March, 2014		As at 31 March, 2013	
		Secured	Unsecured	Secured	Unsecured
Loans and advances from related parties:					
NCC Limited		6,82,52,675		6,73,23,242	
NCC Finance Limited			75,182		75,182
Total - Loans and advances from related parties		6,82,52,675	75,182	6,73,23,242	75,182

## NCC BLUEWATER PRODUCTS LIMITED

### Notes forming part of the financial statements for the year ended 31 March 2014

#### Note 4 Other long-term liabilities

(Amount in ₹)

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Trade Payables:		
(i) Acceptances	-	-
(ii) Other than Acceptances	1,22,500	1,22,500
<b>Total</b>	<b>1,22,500</b>	<b>1,22,500</b>

#### Note 5 Other current liabilities

(Amount in ₹)

Particulars	As at 31 March, 2014	As at 31 March, 2013
(b) Other payables		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	2,598	2,678
(ii) Payables on purchase of fixed assets	1,56,000	1,56,000
(iii) Others- Salaries payable	3,41,560	3,95,256
Electricity charges payable	1,58,388	29,921
Audit fee payable	16,854	16,854
Local taxes payable	53,813	53,788
<b>Total</b>	<b>7,29,213</b>	<b>6,54,497</b>

#### Note 6 Short-term provisions

(Amount in ₹)

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Provision for employee benefits:		
(i) Provision for gratuity (net)	1,64,830	1,59,730
<b>Total</b>	<b>1,64,830</b>	<b>1,59,730</b>

# NCC BLUEWATER PRODUCTS LIMITED

## Notes forming part of the financial statements for the year ended 31 March 2014

### Note 7 Fixed Assets

(Amount in ₹)

Tangible assets	Gross block				Accumulated depreciation and impairment						Net block			
	"Balance as at 1 April, 2013"	Additions	Borrowing cost capitalised	Other adjustments	"Balance as at 31 March, 2014"	"Balance as at 1 April, 2013"	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Eliminated on reclassification as held for sale	Impairment losses recognised in statement of profit and loss	Reversal of impairment losses recognised in Statement of Profit and Loss	Other adjustments	"Balance as at 31 March, 2014"	"Balance as at 31 March, 2013"
(a) Land														
Freehold	10750970	-	-	-	10750970	-	-	-	-	-	-	-	-	1,07,50,970
(b) Buildings	19690970	-	-	-	1,04,54,766	5,68,553	-	-	-	-	-	-	-	1,10,23,319
Own use														86,67,651
(c) Plant and Equipment														92,36,204
Owned														
Canal, ponds & reservoirs	45351696	-	-	-	45351696	21,54,203	-	-	-	-	-	-	-	4,16,77,812
Electrical and Mechanical	16553742	-	-	(14,25,428)	15128314	7,79,928	-	-	-	-	(13,46,593)	-	-	11,69,566
(d) Furniture and Fixtures														20,28,329
Owned	73617	-	-	-	73617	-	-	-	-	-	-	-	-	73,617
(e) Vehicles														1,867
Owned	27100	-	-	-	27100	-	-	-	-	-	-	-	-	27,100
(f) lab Equipment														
Owned	80589	-	-	-	80589	3,828	-	-	-	-	-	-	-	77,468
<b>Total</b>	92528684	0	0	-1425428	91103256	6,46,78,145	35,06,512	-	-	-	(13,46,593)	-	-	2,78,50,539
	100326181			(77,97,497)	92528684	6,76,71,302	38,84,687				(68,77,844)			2,78,50,539
														3,26,54,880

### Depreciation and amortisation relating to continuing operations:

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
Depreciation and amortisation for the year on tangible assets as per Note 12 A		35,06,512		38,84,687
Depreciation and amortisation for the year on intangible assets as per Note 12 B				
Less: Utilised from revaluation reserve				
Depreciation and amortisation relating to discontinuing operations (Refer Note 30.11)				
Depreciation and amortisation relating to continuing operations		35,06,512		38,84,687

(Amount in ₹)

## NCC BLUEWATER PRODUCTS LIMITED

### Notes forming part of the financial statements for the year ended 31 March 2014

#### Note 8 Cash and cash equivalents

(Amount in ₹)

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Cash on hand	1,18,950	15,147
(b) Balance with banks in current accounts	93,900	68,495
<b>Total</b>	<b>2,12,850</b>	<b>83,643</b>

#### Note 9 Short-term loans and advances

(Amount in ₹)

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Security deposits Unsecured, considered good Doubtful	8,08,369	8,08,369
(b) Balances with government authorities TDS receivable	82,010	79,633
<b>Total</b>	<b>8,90,379</b>	<b>8,88,002</b>

#### Note 10 Other current assets

(Amount in ₹)

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Accruals (i) Interest accrued on deposits	64,222	64,037
(b) Others (i) Lease receipts	9,67,750	6,84,250
<b>Total</b>	<b>10,31,972</b>	<b>7,48,287</b>

#### Note 11 Other Income

(Amount in ₹)

Note	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
(i)	Interest income: Interest on ICD Interest on income tax refund	71,358 1,991	71,152 -
(ii)	Other non-operating income comprises: Rental income from investment properties	15,02,984	10,69,460
	<b>Total - Other non-operating income</b>	<b>15,02,984</b>	<b>11,40,612</b>

#### Note 12 Employee benefits expense

(Amount in ₹)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Salaries and wages	3,06,000	3,06,000
Contributions to provident and other funds	21,768	21,770
<b>Total</b>	<b>3,27,768</b>	<b>3,27,770</b>

#### Note 13 Finance costs

(Amount in ₹)

Particulars	As at 31 March, 2014	As at 31 March, 2013
(a) Interest expense on:		
(b) Other borrowing costs	3,910	3,225
	<b>3,910</b>	<b>3,225</b>

# NCC BLUEWATER PRODUCTS LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

### Note 14 Other expenses

(Amount in ₹)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Power and fuel	12,24,768	6,29,077
Repairs and maintenance - Buildings	3,900	5,000
Repairs and maintenance - Others *	49,300	45,800
Rates and taxes	55,372	55,318
Communication *	24,530	26,444
Travelling and conveyance *	9,150	17,764
Printing and stationery*	24,986	1,51,456
Watch & Ward *	3,15,000	3,15,000
Legal and professional *	1,09,441	2,01,214
Payments to auditors (Refer Note (i) below)	16,854	16,854
Miscellaneous expenses *	5,334	8,105
<b>Total</b>	<b>18,38,635</b>	<b>14,72,032</b>

### Note 14 Other expenses (contd.)

#### Note

(Amount in ₹)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	16,854	16,854
<b>Total</b>	<b>16,854</b>	<b>16,854</b>

### Note 15 Disclosures under Accounting Standards (contd.)

Note	Particulars
15	Related party transactions
15.1.a	Details of related parties:

	Description of relationship	Names of related parties
	Associates	NCC Limited
	Note: Related parties have been identified by the Management.	
	<b>Details of related party transactions during the year ended 31 March, 2014 and balances outstanding as at 31 March, 2014:</b>	
<b>15.1.b</b>	<b>Particulars</b>	<b>Associates</b>
	Finance (including loans and equity contributions in cash or in kind) as on 31.03.2014	75,182
	As on 31.03.2013	75,182

Note	Particulars	As at 31 March, 2014	As at 31 March, 2013
<b>15.2</b>	<b>Deferred tax (liability) / asset</b>	(40,53,032)	
	<i>Tax effect of items constituting deferred tax liability</i>		
	On difference between book balance and tax balance of fixed assets	-	(57,04,305)
	<i>Tax effect of items constituting deferred tax liability</i>		
	On difference between book balance and tax balance of fixed assets	9,66,980	16,51,273
	Tax effect of items constituting deferred tax assets	9,66,980	16,51,273
	<b>Net deferred tax (liability) / asset</b>	<b>(30,86,052)</b>	<b>(40,53,032)</b>

On the basis of the financials of the current year, deferred tax asset works out to Rs.9,66,980. Deferred tax liability of Rs. 40,53,032 has been reversed to extent of the asset i.e.9,66,980 resulting in balance of Rs.30,86,052.



# NCC BLUEWATER PRODUCTS LIMITED

## Notes forming part of the financial statements

### Note Particulars

#### 1 Corporate information

The company main business 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 problems. Due to persistent viral attacks most of the corporate aquaculture companies had discontinued their operations and shut their processing plants due to heavy losses. The company is considering various possibilities to restructure its business operations. During the year under review, company had earned a Gross Income of Rs.15.76 lakhs. This includes Lease Income of Rs. 3.15 lakhs received from M/s. Samasthi Gas Energy Ltd in respect of Lease Agreement with Ms. Samasthi Gas Energy Ltd and Rs. 11.88 lacs from leasing of ponds for aqua culture to Mr. D. Subba Raju. In view of the not so favorable situation prevailing in the aqua industry, the company is considering various possibilities to restructure its business operations.

#### 2 Significant accounting policies

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

- a) Fixed assets are accounted at cost of acquisition inclusive of inward freight, duties and taxes and incidentals relating to acquisition.
  - b) Depreciation on fixed assets is provided on straight-line method at the rates specified under schedule XIV of the Companies Act 1956 in force.
  - c) Assets under installation or under construction as at the Balance Sheet date are shown under Capital Work in Progress.
  - d) Finished goods are valued at actual cost or net realisable value whichever is less.  
Raw materials, stores and spares are valued at Purchase cost.  
Seed and stock in process are valued at actual cost.
  - e) Revenue Recognition:
    - i. Sale of goods is recognised at the point of dispatch of goods to the customers.
    - ii. Interest income on deposit with banks is reckoned on accrual basis.
  - f) Foreign Currency Transactions:
    - i. Transactions in foreign currency are recorded in the reporting currency by applying the exchange rate prevalent at the date of transaction.
    - ii The exchange differences arising on foreign currency transactions are recognised in the period in which they arise, except exchange difference on account of forward exchange contracts, which are recognised over the life of the contract.
  - g) Share issue and preliminary expenses are written off to profit and loss account over a period of ten years.  
Deferred revenue expenses are written off to profit and loss account over a period of 5 years.
  - h) Retirement Benefits:
    - i Contribution to provident fund is charged to revenue
    - ii Gratuity and leave encashment liabilities have been provided for on an estimated basis on the assumption that such benefits are payable to all the employees at the end of accounting year.
  - i) Receipts from Government such as CST reimbursement, subsidies etc are accounted on receipt basis
  - j) Government Grants: Capital investments subsidy received by the company is treated as capital reserve.
  - k) Borrowing Costs: Interest on Bank Borrowings and other short term and long-term borrowings is recognised as expenses in the year in which they are incurred.
- 3 The Company has drawn up its accounts on a Going Concern basis notwithstanding the erosion of its net worth, accumulated losses and closure office business. In order to overcome the current situation and to put the company on track, it is exploring alternative business operations
  4. Interest on amounts brought by M/s. Nagarjuna Construction Company Limited [NCCL] for settlement of Bank dues was not provided as NCCL assumed the liability to pay out the secured creditors under corporate guarantee against which mortgage of immovable properties is made.
  5. Balances from sundry debtors, Loans and Advances and Sundry Creditors are subject to confirmation.

## NCC BLUEWATER PRODUCTS LIMITED

6. Quantitative particulars pursuant to clause 4 C and 4 D of Part 11 of Schedule VI to the Companies Act, 1956

### I. Details of Licensed and Installed capacity

	CURRENT YEAR		PREVIOUS YEAR	
	QTY	VALUE (Rs. In Lacs)	QTY	VALUE (Rs. In Lacs)
a. Licensed Capacity				
i) Hatchery Shrimp Seed	NOT APPLICABLE			
ii) Farm Head on Shrimp	NOT APPLICABLE			
b. Installed Capacity (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	
c. Actual Production				
i) Hatchery Shrimp Seed	---	---	---	---
ii) Farm Head on Shrimp	---	---	---	---
d. Sales :				
- Head on Shrimp	---	---	---	---
-Shrimp Seed	---	---	---	---
e. Opening stock				
- Head Less Shrimp	---	---	---	---
-Shrim Seed	---	---	---	---
f. Closing Stock				
- 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	53,200	100	Nil	100	50,800	100
Total	Nil	Nil	53,200	100	Nil	100	50,800	100

### III. Earnings in Foreign currency

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

7 Previous year figures have been regrouped/reclassified wherever necessary to conform to current year classification.

For M.Bhaskara Rao & Co.  
Chartered Accountants

For and on behalf of the Board of Directors  
NCC Bluewater Products Limited

K. Krishna Murty  
Partner

U.Jayachandra  
Director

J S N Raju  
Whole Time Director

Place : Visakhapatnam  
Date : 29.05.2014

**NCC Bluewater Products Limited**Registered Office: NCC House, Madhapur, Hyderabad – 500 081, A.P.  
Corporate Identity Number : L05005TG1992PLC014678**ATTENDANCE SLIP****21st ANNUAL GENERAL MEETING  
29TH SEPTEMBER, 2014 AT 11:30 A.M.**

DP Id.		Name & Address of the registered Shareholder
Client Id/Regd. Folio No.		
No. of Shares held		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company at Sri Sagi Ramakrishnam Raju Community Hall, Madhuranagar, Hyderabad-500038 on Monday, 29th September 2014 at 11:30 a.m.

Note: Please complete this and hand it over at the entrance of the hall.

Member's/Proxy's Signature

**Form No. MGT-11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L05005TG1992PLC014678		
Name of the Company :	<b>NCC Bluewater Products Limited</b>		
Registered Office :	NCC House, Madhapur, Hyderabad – 500 081, A.P.		
Name of the member (s) :			
Registered address :			
E-mail Id :			
Folio No/ Client Id		DP ID	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			
2.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			
3.	Name			
	Address			
	E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 29th September, 2014 at 11:30 a.m. at and at a Sri Sagi Ramakrishnam Raju Community Hall, Madhuranagar, Hyderabad-500038 ny adjournment thereof in respect of such resolutions as are indicated below:

Resolutions (Please tick (✓) against the box)

1	<input type="checkbox"/>	2	<input type="checkbox"/>	3	<input type="checkbox"/>	4	<input type="checkbox"/>	5	<input type="checkbox"/>	6	<input type="checkbox"/>	7	<input type="checkbox"/>	8	<input type="checkbox"/>
---	--------------------------	---	--------------------------	---	--------------------------	---	--------------------------	---	--------------------------	---	--------------------------	---	--------------------------	---	--------------------------

Signed this ..... day of ..... 2014.

Signature of shareholder :      Signature of Proxy holder(s) :

Affix  
Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PRINTED MATTER  
BOOK-POST



If Undelivered Please return to :

**NCC BLUEWATER PRODUCTS LIMITED**

Regd. Office : NCC House, Madhapur, Hyderabad – 500 081

Tel : 040 - 2326 8888, Fax : 040 - 2312 5555