

22nd ANNUAL REPORT



ICSA (INDIA) LIMITED

2015 - 16

Board of Directors:

Mr. G Bala Reddy
Chairman-Cum-Managing Director (Din: 01562665)

Mr. M Sarveswar Reddy
Independent Director (Din: 02646060)

Dr. T Srinivasa Rao
Independent Director (Din: 06545264)

Compliance Officer:

K. Amaranadha Reddy

Auditors:

RAMBABU & CO
Chartered Accountants,
6-3-1090/1/A, Pancom Chambers, Rajbhavan Road,
Somajiguda, Hyderabad - 500 082.

Bankers:

State Bank of India
Punjab National Bank
Andhra Bank
Oriental Bank of Commerce
Union Bank of India
Bank of India
IDBI Bank Limited

Registered Office

ICSA (INDIA) Limited
Plot No 12, Ground Floor, Block-B,
Softpro Heights, Cyberabad,
Hyderabad – 500 081
E-Mail: secretarial@icsa-india.com
Visit us at: www.icsa-india.com
CIN: L72200AP1994PLC016969
ISIN: INE306B01029

Registrar & Share Transfer Agents:

Venture Capital and Corporate Investments Private Limited
12-10-167, Bharatnagar, Hyderabad – 500 018
Phone: 040 – 23818475/23818476
Fax: 040 - 23868024
E-mail: info@vccilindia.com

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of ICSA (India) Limited will be held On 30th September, 2016 at 10.00 am, at J. S. Krishna Murthy Hall, 1st Floor, 11-6-841, Federation House, Red Hills, FAPCCI Marg, Hyderabad, Telangana, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31st March, 2016 the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the reports of Directors and Auditors thereon.
2. To ratify the appointment of auditors of the Company to hold office until the conclusion of the Annual General Meeting for Financial Year 2015-16 and the payment of remuneration as fixed by the Board of Directors and 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 Section 139, 141 and 142 and all other applicable provisions of the Companies Act, 2013 and the rules made there under, including statutory modifications thereto or re-enactments thereof for the time being in force, and pursuant to the recommendations of the audit committee of the Board of directors, the appointment of M/S. Rambabu & Co, Chartered Accountants (Firm Registration No. 002976S), which was made at AGM for financial year 2014 for Five Consecutive Audit years ending on the conclusion of AGM for FY 2019 be and is hereby ratified and confirmed for the remaining audit period on such remuneration agreed upon by the Board of Directors and Auditors, in addition to reimbursement of all out of-pocket expenses in connection with the audit of the accounts of the Company as fixed by the Board of Directors”.

“RESOLVED FURTHER THAT the directors of the Company jointly and severally be and are hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution and to certify and upload the e-forms”.

By Order of the Board of Directors

Place: Hyderabad
Date: 13.08.2016

G. BALA REDDY
Chairman-cum-Managing Director

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. Members / proxies are requested to bring their attendance slip along with their copy of annual report to the Meeting.
3. Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
4. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
5. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. The business set out in the Notice will also be transacted through electronic voting system (e-voting facility) and asrequired the Company is providing the said e-voting facility to its members. 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 / their respective Depository Participants 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 an e-mail.
8. The Company has engaged the services provided by Central Depository Services (India) Limited (CSDL)as the Agency to provide e-voting facility. The e-voting facility will be available at the website www.evotingindia.comand instructions and other information relating to e-voting are given in this Notice under Note No. 12.
9. The members are requested to note that apart from aforesaid e-voting facility, ballot or polling paper will also be made available at the meeting to enable them to exercise their voting right at the meeting.

10. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. All documents referred to in the notice are open for inspection at the Corporate Office of the Company during office hours on all working days except public holidays, between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
12. **Information and other instructions relating to e-voting are as under:**
 - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Clause 35B of the Listing Agreement, the Company is extending facility of voting by electronic means (e-voting facility) to its members enabling them to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - ii. Under this mode the members may either cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') or at the venue of the meeting (Insta poll). The Insta poll facility shall be made available at the Meeting to enable the members attending the Meeting who have not cast their vote by remote e-voting can vote at the Meeting through 'Insta Poll'.
 - iii. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - iv. 23.09.2016 is fixed as cut-off date for e-voting facility purpose and accordingly a person whose name is recorded in the register of members (either in physical form or in dematerialization form) as on the cut-off date only are entitled to avail the e-voting facility based on the paid up value of shares held as on that date.
 - v. Any person, who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 23.09.2016 is requested to contact Central Depository Services (India) Limited (CDSL) to get the details relating to his/her user-id and password. Members may send an email request to www.evotingindia.com
 - vi. The Board of Directors of the Company has appointed Mr.K.CH. Venkat Reddy of M/s C.V. Reddy K & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the Insta poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as such.
 - vii. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Annual General Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. Thereafter, the Chairman or any other person authorized by the Chairman shall declare the result of the voting forthwith. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.icsa-india.com and on the website of www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
 - viii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30.09.2016.
 - ix. Members are requested to note that the remote e-voting will open at 09.00 A.M. (IST) on September 27, 2016 and shall remain open till 05.00 P.M. (IST) on September 29, 2016 and the remote e-voting module will be disabled by CDSL after 05.00 P.M. on September 29, 2016.
 - x. The procedure and instructions for remote e-voting are as follows:

In case of members receiving e-mail:

 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your Demat account or in the company Records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said Demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.
- (B) The voting period begins on 27.09.2016 at 09.00 a.m. and ends on 29.09.2016 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2016 of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- a. The e-voting period commences on 27.09.2016 (09.00 a.m.) and ends on 29.09.2016 (05.00 p.m.) During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2016 may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2016, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- c. K.CH. Venkat Reddy of M/s C.V. Reddy K & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- e. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23.09.2016. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.icsa-india.com and on the website of CDSL within two days of the passing of the resolutions at 22nd Annual General Meeting of the Company on 30th day September, 2016 and communicated to the Stock Exchanges.

List of Directors of the company

[in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

Name of Director	G. BALA REDDY	SARVESWAR REDDY MANDRA	TELUKUTLA SRINIVASA RAO
Date of Birth	26.06.1965	01.07.1967	16.05.1968
Date of Appointment	07.04.2008	12.04.2012	29.04.2013
Qualification	M.A.,	B.Sc.,	M.A M. Phil PH D
Expertise in specific functional areas	He has more than 20 years' experience in General Management, Administration and Finance. He has guided the direction of our company and has taken responsibility for ensuring continuous growth of our Company. He has been instrumental in moulding the company to present level. Under his able and dynamic leadership, Company has made enormous progress. In the present situation, with his foresight, Company will revive in short period.	He has 23 years experience in business development specially in power sector i.e. power generation, solar & wind mills, transmission and distribution of power and Embedded Systems	He has more than 20 years' experience in the field of Market Research & Consultancy, Infrastructure & Management.
No. of Shares held in the Company	2364779	NIL	NIL
List of companies in which Directorship held as on 31.03.2016	1. P R Cements Ltd 2. Cura Technologies Limited 3. Sahasra Investments Private Limited 4. BRG Energy Limited 5. ICSA Infra Limited 6. Softpro Technologies Private Limited	--	Cura Technologies Limited
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2016	Audit Committee - Member Nomination & Remuneration Committee - Member Stakeholders Relationship Committee- Member Compensation Committee-Member	Audit Committee-Member Nomination & Remuneration Committee-Chairperson Stakeholders Relationship Committee- Member Compensation Committee- Chairperson	Audit Committee-Chairperson Nomination & Remuneration Committee-Member Stakeholders Relationship Committee-Chairperson Compensation Committee-Member

By Order of the Board of Directors
ICSA (INDIA) LIMITED

Place: Hyderabad
Date: 13.08.2016

G. BALA REDDY
Chairman-cum-Managing Director

DIRECTORS’ REPORT

Dear Members

Your Directors have pleasure in presenting the 22nd Annual Report of the Company together with the audited accounts for the year ended March 31, 2016

Financial Results (Rs. Lakhs)

Sl. No.	DESCRIPTION	2015-16	2014-15 (09 MONTHS)
1	Revenue (net of duties & taxes)	485.47	2365.13
2	Profit/(Loss) before depreciation & amortization, finance cost and exceptional items	(373.34)	(11162.74)
3	Finance Cost	27.13	15.09
4	Depreciation & Amortization	1086.61	1163.41
5	Exceptional items - Bad debts written off - Prior period expenses - Provision for doubtful advances	593.31	19391.54 - 2575.58
6	Profit/(loss) before tax (2-3-4-5)	(2080.39)	(34308.36)
7	Provision for tax	-	-
8	Profit/(loss) after tax (6-7)	(2080.39)	(34308.36)

OVERVIEW OF COMPANY’S FINANCIAL PERFORMANCE

Your Company has recorded a consolidated income (as per Indian GAAP) of Rs. 485.47 Lakhs for the Financial Year under review and Loss of Rs. 2080.39 Lakhs.

DIVIDEND

Due to losses, no dividend has been recommended by directors for the financial year 2015 - 16.

SHARE CAPITAL

The Paid up Equity Share Capital as on 31st March, 2016 was Rs. 9.62 crores. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweats equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

DIRECTORS

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

At the board meeting held on 13th August 2016, resignation of Mrs. LALITHA GUDIMETLA Director of the company was accepted by the board.

CHANGES IN CAPITAL STRUCTURE

There is no change in the capital structure of the company during the accounting period.

HUMAN RESOURCES

‘Human Resources’ are recognized as a key pillar of any successful organization and so is for ICSA (INDIA) LIMITED. The company puts constant efforts in recruiting and training the employees and ensures to bring out the best of them. The company adopts a HR policy and ensures that all the employees are aware of personnel policies. The needs of the employees are addressed with high importance and efforts are made to provide a highly challenging and healthy environment. Besides all these, the company places high emphasis on professional etiquette required of every employee.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

ICSA (INDIA) LIMITED has an adequate system of internal control to ensure that the resources of the Company are used efficiently and effectively, all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly, financial and other data are reliable for preparing financial information and other data and for maintaining accountability of assets. The internal control is supplemented by extensive programmer of internal audits, review by management, documented policies, guidelines and procedures.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

RELATED PARTY TRANSACTIONS:

The company has not entered any related party transactions referred to in Section 188(1) of the Companies Act 2013.

PERFORMANCE EVALUATION

Pursuant to the provisions of Section 134 (3) (p), 149(8) and Schedule IV of the Companies Act, 2013, annual Performance Evaluation of the Directors as well as of the Audit Committee, Nomination and Remuneration has been carried out.

The Performance Evaluation of the Independent Directors was carried out by the entire Board and the Performance Evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

NOMINATION AND REMUNERATION POLICY

The Company has adopted the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and Clause 49 of the Listing Agreement.

The Nomination and Remuneration Committee has considered the following factors while formulating the Policy:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company. Details of the Remuneration Policy are given in the Corporate Governance Report.

BOARD AND COMMITTEE MEETINGS

A calendar of Board and Committee Meetings to be held during the year was circulated in advance to the Directors. Six Board Meetings were convened and held during the year.

The Board has re-constituted all the Committee on 12th February 2016 with an Independent Directors namely Mr. SARVESWAR REDDY MANDRA, Mr. TELUKUTLA SRINIVASA RAO and Mrs. LALITHA GUDIMETLA as Non-independent director. There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board.

The Board has again re-constituted all the Committee on 13th August 2016 with an Independent Directors namely Mr. SARVESWAR REDDY MANDRA, Mr. TELUKUTLA SRINIVASA RAO and Mr. G. BALA REDDY as Executive Director. There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board.

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was

within the period prescribed under the Act and the SEBI (LODR) Regulation, 2015.

FCCBs

Out of USD 46 million FCCBs issued by the Company, USD 25 million FCCBs were converted into equity upon exercise of conversion rights by bond holders in the earlier years and an amount of USD 21 million FCCBs were outstanding and due for redemption as at the previous accounting year. The trustee for FCCB holders has filed suit u/s. 433 & u/s. 434 of the Companies Act, 1956 for winding up of the company, which has been disposed of in company favour.

SUBSIDIARY

The Company has floated a new India based subsidiary during the year 2011-12, named ICSA Infra Limited. Since it is into inception stage, there was no transaction in the company during the accounting period.

However, during the year ICSA INFRA Limited has filed the form FAST TRACK EXIT (FTE) MODE on 08.08.2016.

FIXED DEPOSITS

Your Company has not accepted any deposits falling within the meaning of Sec.76 of the Companies Act, 2013 any other provision read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

INSURANCE

The Company's properties and assets are adequately insured, wherever required.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) In the preparation of the annual accounts, for the year ended 31st March 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The annual accounts have been prepared on a going concern basis;

- e) The Company had laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively: and
- f) The have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s C.V. Reddy K & Associates, Practicing Company Secretaries, to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure I'.

The Secretarial Audit Report for the financial year ended 31st March, 2016 do not contain any qualification, reservation, adverse remark or disclaimer.

STATUTORY AUDITORS

M/s. Rambabu & CO., Chartered Accountants, Hyderabad as Statutory Auditors of the Company retires at the ensuing annual general meeting.

The appointment of M/s. Rambabu & Co, Chartered Accountants, Hyderabad, Independent Auditors of the Company retiring at the forthcoming Annual General Meeting and are being ratified as they were appointed for a period of five years in the 20th AGM held on 22 Dec 2014. In accordance with the Companies Act 2013, it is proposed to appoint them for a period of three consecutive years of the first term of five consecutive years, subject to the ratification of shareholders at every Annual General Meeting and M/s. Rambabu & Co, Chartered Accountants, Hyderabad, have confirmed that the appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013.

The Board recommends their re-appointment.

RESPONSE TO AUDITORS OBSERVATIONS AND EMPHASIS OF MATTERS

With reference to the observations made by the Statutory Auditors in the Audit Report, the management response there to as follows:-

- i) Attention is invited to Note No.7 to Notes on Financial statements regarding non-provision of interest on working capital loans for an amount of Rs. 13,294.17 lakhs (Cumulative) The loss of the company is understated to an extent of Rs.13,294.17 lakhs and the liability of the company is understated to that extent.

Management Response:

The company has been declared sick u/s.3(o) of

SICA as per the order pronounced by the Hon'ble BIFR on 12.02.2014. But later the banks have issued notice under SARFAESI Act 2002 against which Hon'ble BIFR has stayed the actions of banks.

The company also has given revised DRS proposal to the banks which has not been taken up by the banks. Since all the bank accounts have become NPAs and the matter is pending with Hon'ble BIFR, the interest is not provided.

- ii) Attention is invited to Note No.9 to Notes on Financial statements regarding non-provision of interest on Term Loans from banks for an amount of Rs.11,354.81 lakhs.(Cumulative) The loss of the company is understated to an extent of Rs.11,354.81 lakhs and the liability of the company is understated to that extent

Management Response:

The company has been declared sick u/s.3(o) of SICA as per the order pronounced by the Hon'ble BIFR on 12.02.2014. But later the banks have issued notice under SARFAESI Act 2002 against which Hon'ble BIFR has stayed the actions of banks.

The company also has given revised DRS proposal to the banks which has not been taken up by the banks. Since all the bank accounts have become NPAs and the matter is pending with Hon'ble BIFR, the interest is not provided.

- iii) Attention is invited to Note No.9 to Notes on Financial statements regarding non-provision of interest on corporate dividend tax for an amount of Rs.77.09 lakhs (For the year Cumulative) which was provided for the financial year 2010-11. The loss of the company is understated to an extent of Rs. 77.09 lakhs and the liability of the company is understated to that extent

Management Response:

The company has been declared sick u/s.3(o) of SICA as per the order pronounced by the Hon'ble BIFR on 12.02.2014.

Since company become Sick and the matter is pending with Hon'ble BIFR, the interest is not provided.

- iv) Attention is invited to Note No.24 (a)(iii) to Notes on Financial statements regarding non-provision of Rs. 6427.58 lakhs, towards differential interest for non acceptance of CDR package by banks. The loss of the company is understated to an extent of Rs. 6427.58 lakhs and the liability of the company is understated to that extent.

Management Response:

The company has been declared sick u/s. 3(o) of SICA as per the order pronounced by the Hon'ble

BIFR on 12.02.2014. But later the banks have issued the notice under SARFAESI Act 2002 against which Hon'ble BIFR has stayed the actions of banks.

The company also has given revised DRS proposal to the banks which has not been taken up by the banks. Since all the bank accounts have become NPAs and the matter is pending with Hon'ble BIFR, the interest is not provided

With reference to the emphasis of matters by the Statutory Auditors in the Audit Report, the management response there to as follows:-

- i) Note no. 12 in respect of Long term loans and advances Rs.7,831 lakhs. Loans and Advances are subject to confirmation and reconciliation.

Management Response:

Since sufficient staff not available with company, obtaining of the statements from the concerned parties and the reconciliation of the same has not been done during the year.

- ii) Note no. 14 in respect of Inventory Rs.4913.79 lakhs. The physical verification was not carried by the management during the year and valuation is done by the management. We relied upon the representations given by the Management.

Management Response:

Due to insufficient staff in the company, the physical verification of the inventories has not been done during the year.

- iii) Note no. 15 in respect of trade receivables Rs.15,164.38 lakhs (net of provision). Receivables are subject to confirmation and reconciliation.

Management Response:

Company has been discussing with the customers for the statement of accounts for reconciliation. Due to cancellation of the projects, the customers are not willing to confirm the balances, as the dues from them are subject to adjustment towards the cost & risk of the project.

- iv) Financial statements being prepared on going concern basis notwithstanding the fact that the consortium banks recalled their debts and issued notices under SARFAESI Act, 2002 to take the possession of the assets of the Company and majority of the customers have cancelled their contracts with the Company. These events cast significant doubt on the ability of the Company to continue as going concern. The appropriateness of assumption of going concern is dependent upon the Company's ability to infuse funds to meet its debt and resuming normal operations.

Management Response:

The matters with the customers for cancelled projects and projects under progress on the receivables are under progress, as the performance period of the projects is not completed. Company's management is discussing with the prospective investors for funds to resolve the debts. After resolution of the debt with banks from the funds to be infused by the prospective investors, the business of the company will improve. Hence financial statements have been prepared on going concern basis.

REFERENCE TO BOARD FOR INDUSTRIAL AND FINANCIAL RECONSTRUCTION (BIFR)

The Board of Directors at their meeting held on 29th August 2013 approved to make a reference to the Hon'ble Board for Industrial and Financial Construction (BIFR) u/s.15 Sick Industrial Companies (Special Provisions) Act, 1985. The information was already placed in the 20th Annual General Meeting held on 22nd December, 2014. Company has made a reference to the Hon'ble BIFR on 10th September 2013 and reference has been registered on 15th October 2013 as case no.70/2013. The company was declared sick u/s.3(o) of SICA as per the order pronounced by the Hon'ble BIFR on 12.02.2014. As per the directions of the Hon'ble BIFR, the company has submitted the Draft Rehabilitation Package (DRS) to the State Bank of India, the Operating Agency (OA) and other banks on 25.03.2014.

Meanwhile the banks have issued SARFAESI notice on 16.10.2014, the Hon'ble BIFR has given stay against the SARFAESI on 27.11.2014

Company has submitted the DRS to the banks as per the direction of the Hon'ble BIFR and the banks has appointed the TEV consultants for study & submit the report and the company has provided the data to the TEV consultants in the year 2015.

Last minutes of meeting of Hon'ble BIFR available in the site of the Hon'ble BIFR is for the meeting held on 01.09.2015.

At the end of August 2016, there were no hearing fixed by the Hon'ble BIFR on the matters pertain to ICSA (India) Limited.

EMPLOYEES

During the year under review, none of the employees were in receipt of remuneration in excess of the limits prescribed under the Section 197 (12) of the Companies Act, 2013 and any other applicable provisions of the ACT read with rule 5(1)the Companies (Appointment and Remuneration of Managerial personal) Rules, 2013 as amended.

LISTING OF SECURITIES

The Company's equity shares are listed with the Bombay Stock Exchange Ltd. and the National Stock Exchange.

The annual listing fee for the years 2016-17 have been paid to these exchanges.

CORPORATE GOVERNANCE AND SHAREHOLDERS' INFORMATION

Your Company has been practicing the principles of good Corporate Governance over the years and it is a continuous and on-going process. A detailed Report on Corporate Governance is given as Annexure 'A' to this Report. Certificate from Practicing Company Secretary confirming the compliance with conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement is attached to this report.

MANAGEMENT DISCUSSION & ANALYSIS:

Pursuant to the provisions of Clause 49 of the Listing Agreement with the stock exchange, a report on Management Discussion & Analysis is attached to this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN-EXCHANGE EARNINGS AND OUTGO

Information as required to be furnished under the provisions of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are as hereunder:

CONSERVATION OF ENERGY

Energy conservation measures taken up:

ICSA (INDIA) LIMITED uses electrical energy for its equipment such as air-conditioners, computer terminals, lighting and utilities at work places. As an on-going process, we continue to undertake the following measures to conserve energy-

- Incorporating new technologies in the air-conditioning system of the upcoming facilities to optimize power consumption
- Identifying and replacing low-efficient machinery (AC) in a phased manner
- Identifying and replacing outdated and low-efficient UPS systems in a phased manner

The Company also has in place the internal control procedures by which the cost of the electricity will be identified with the project and thereby, there will be an incentive for the concerned department to consume optimum power.

Additional investment and proposals for reduction of consumption of energy: Nil.

Total energy consumption requirement: Not applicable, as the Company is not engaged in any of the specified industries specified in Schedule 1 to the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988.

RESEARCH AND DEVELOPMENT

The Company is committed to continue its efforts in Research and Development. Our Research and Development activities will help us gear up for future opportunities. We invest and encourage continuous innovation.

TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

Efforts made in technology absorption :
Enclosed - Form 'B'

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure - II".

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The company has received declaration from Mr. Sarveswar Reddy Mandra and Mr. Telukutla. Srinivasa Rao, Independent Director of the Company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act 2013, and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Annexure-III

SEXUAL HARASSMENT

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

ACKNOWLEDGEMENTS

Your Directors are thankful to all investors, customers, vendors, banks and service providers as well as regulatory and government authorities and other business constituents for their assistance, co-operation, understanding, support and encouragement. Your Directors also sincerely appreciate the high degree of professionalism, commitment and dedication displayed by the employees at all level in the initiatives of the Company.

By the order of the Board of Directors

for ICSA (INDIA) LIMITED

Sd/-

G. BALA REDDY

Chairman-cum-Managing Director

Place: Hyderabad
Date: 13.08.2016

Annexure to Directors' Report**FORM 'B'**
(See rule 2)

Form for disclosure of particulars with respect to absorption, Research and Development (R & D)

1. Specific areas in which R & D has been carried out by the Company:

Embedded solutions and software for Energy Sector

2. Benefits derived as a result of the above R & D:

We believe that our R & D activities will help us gear up for future opportunities and enable us to provide state-of-the-art power automation solutions.

3. Future plans of action:

The Company will continue R & D in the embedded solutions.

4. Expenditure on R & D	NIL
a) Capital	NIL
b) Recurring	NIL
c) Total	NIL
d) Total R & D expenditure as a percentage of total turnover	NIL

Technology absorption, adaptation and innovation

1. Efforts, in brief, made towards technology absorption : adaptation and innovation

2. Benefits derived as a result of the above efforts:

Benefits like product development, product improvement, cost reduction among others.

3. In case of imported technology (imported during last five years reckoned from the beginning of the financial year) following information:

a) Technology imported	:	NIL
b) Year of import	:	NOT APPLICABLE
c) If not fully absorbed, areas where this did not take place, reasons therefore the same and future plan of action	:	NOT APPLICABLE

4. Foreign exchange earnings and outgo :

1)	<p>Activities relating to exports, initiatives taken to increase exports, developments of new export markets for products and services and export plans</p>	<p>The power sector has been receiving special attention from the private and government sectors world over. Every country has been realising the need to improve the status of the grids, bring in efficiency in Transmission and Distribution and manage demand and supply equation effectively. It is also acknowledged that adopting technology is the only way to achieve these objectives.</p> <p>Countries in which stakes are significant for the government are seeing reform initiatives either through funding programs or privatization to fast-track development, and countries with private sector stakes are seeing technology deployments for efficiency building. Developed countries like the US and the UK are funding or incentivising utilities and co-operatives to deploy smart-grid technologies throughout the grid. While the developed world is a few years' advanced in initiating development, the Asian region is still lagging behind in these initiatives. Having said that, the Asian countries have also realised the need to make the grids smarter since the structure of power sector and the environment in which they operate are similar, viz. power losses by theft, inefficient commercial processes (metering, billing and collection), power deficit and resultant poor customer service.</p> <p>The Company's efforts in the last year have shown that the southeast Asian region is a good target market which includes Indonesia, Malaysia, Thailand, and Vietnam since the distribution inefficiencies are much similar to those in India. These countries are also experiencing either privatizations or government interference to better handle power distribution. Power theft and poor customer service are considered as important factors by utilities for considering technology deployment. Several multi-lateral organisations like ADB, World Bank and IMF are funding projects taken up by the utilities that have energy-efficiency objective. The Company has also studied the type of the solutions that are required in these countries, and it is understood that automation technologies that have the capabilities of integrating into smart grid, power theft technologies, grid management technologies are mostly preferred.</p> <p>Having understood the landscape from a distance, the Company is now working towards approaching and explaining our capabilities to deploy through proper business development network to feel the pulse on the ground and the minds of the stakeholders in the utilities. Shortly, the Company plans to establish partner network to understand immediate and long-term opportunities.</p> <p>All the efforts the Company is making are in line to develop the market for a profitable long-term benefit.</p>
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- 2) Total foreign exchange used and earned :
- a. Foreign exchange earnings : NIL
 - b. Foreign exchange outgo : NIL

MANAGEMENT DISCUSSION AND ANALYSIS

In nutshell, the business environment of your company was not very good during the year 2015-16. Company has seen steep fall in the business due to competition and inordinate delay in payment by the State Electricity Boards played major role in negative growth in business.

Industry Overview

Power is one of the most critical components of infrastructure crucial for the economic growth and welfare of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy.

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

India ranks third, just behind US and China, among 40 countries# with renewable energy focus, on back of strong focus by the government on promoting renewable energy and implementation of projects in a time bound manner.

Market Size

Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides (fuel, logistics, finances, and manpower).

Total capacity of renewable energy plants in India stood at 42,850 megawatts as on April 30, 2016, thereby surpassing the 42,783 megawatts capacity of large hydroelectricity projects in the country. Cumulative solar installations in India crossed the 7.5 gigawatt (GW) mark in May 2016, about 2.2 GW more than all of the solar installations in 2015.

The Planning Commission's 12th Five-Year Plan estimates total domestic energy production to reach 669.6 Million Tonnes of Oil Equivalent (MTOE) by 2016–17 and 844 MTOE by 2021–22. As of January 2016, total thermal installed capacity stood at 200.74 Gigawatt (GW), while hydro (renewable) energy installed capacity totaled 42.66 GW. At 5.78 GW, nuclear energy capacity remained broadly constant compared with the previous year. India's rooftop solar capacity addition grew 66 per cent from last year to reach 525 Mega Watts (MW), and has the potential to grow up to 6.5 Giga watts (GW)!. India's wind power capacity, installed in FY2016, is estimated to increase 20 per cent over last year to 2,800 Mega Watt (MW)@, led by favourable policy support that has encouraged both independent power producers (IPP) and non-IPPs. India is expected to add nearly 4,000 Megawatts (MW)## of solar power in 2016, nearly twice the addition of 2,133 MW in 2015.

India's wind energy market is expected to attract investments totaling Rs 1,00,000 crore (US\$ 14.82 billion) by 2020, and wind power capacity is estimated to almost double by 2020 from over 23,000 MW in June 2015, with an addition of about 4,000 MW per annum in the next five years.

Government Initiatives

The Government of India has identified power sector as a key sector of focus so as to promote sustained industrial growth. Some initiatives by the Government of India to boost the Indian power sector:

- The Government of India plans to set up a trading platform for clean energy, which will be jointly developed by the Ministry of New and Renewable Energy (MNRE) and Power Trading Corporation of India (PTC), to help states buy, sell and trade renewable-based power.
- The Government of India and the Government of the United Kingdom have signed an agreement to work together in the fields of Solar Energy and Nano Material Research, which is expected to yield high quality and high impact research outputs having industrial relevance, targeted towards addressing societal needs.
- Mr Piyush Goyal, Minister of State (Independent Charge) for Power, Coal, New and Renewable Energy, has stated that the Government of India has set a target to electrify all un-electrified villages in the country by the end of 2016.

- The Ministry of Petroleum and Natural Gas is seeking to enhance India's crude oil refining capacity through 2040 by setting up a high-level panel, which will work towards aligning India's energy portfolio with changing trends and transition towards cleaner sources of energy generation.
- The Government of India plans to start as many as 10,000 solar, wind and biomass power projects in next five years, with an average capacity of 50 kilowatt per project, thereby adding 500 megawatt to the total installed capacity.
- Mr PiyushGoyal, Minister of State (Independent Charge) for Power, Coal and New & Renewable Energy outlined Government of India's goal to provide electricity to every home in India by 2020, while also focusing on ensuring the cost of power is affordable to everyone.
- Government of India has asked states to prepare action plans with year-wise targets to introduce renewable energy technologies and install solar rooftop panels so that the states complement government's works to achieve 175 Gigawatts of renewable power by 2022.
- Under the DeenDayalUpadhyaya Gram JyotiYojna (DDUGJY), the Government of India has electrified 258 villages across the country between February 15, 2016 and February 21, 2016 and has decided to electrify remaining 18,452 unelectrified villages by May 01, 2018.
- The Government of India plans to sell another 5 per cent stake in the country's largest power producer National Thermal Power Corporation (NTPC), at a floor price of Rs 122 (US\$ 1.78) per share, which will help the government raise over Rs 5,000 crore (US\$ 733.6 million), thereby helping to raise funds as part of the divestment plan.
- The Ministry of New and Renewable Energy (MNRE) has outlined new guidelines which allow state government to use its unproductive and non-agricultural land for solar parks, thereby minimising the use of private land and reducing the problems faced and costs incurred for land acquisition for solar park projects.
- The Government of India plans to auction large sized hydropower projects, similar to the auction of Ultra Mega Power Projects (UMPPs) for thermal power plants of capacity 4,000 megawatt (MW) in Sasan in Madhya Pradesh and Mundra in Gujarat, which have been setup in a cost effective manner.
- The Union Cabinet has approved amendments to the new power tariff policy under the Electricity Act that aims to improve regulations for setting rates, promote clean energy and ensure uninterrupted supply to all consumers by FY 2021-22.
- The Union Cabinet has approved the Ujwal DISCOM Assurance Yojna (UDAY) for financial turnaround and revival of power distribution companies (DISCOMs), which will ensure accessible, affordable and available power for all.
- The Government of India has resolved the issues regarding transfer of mining leases and grant of forest clearances to the winning bidders of coal blocks. It expects operations to start in about 10 more mines by March 2016, easing coal availability to the projects attached to these mines.
- The Ministry of Power has planned to provide electricity to 18,500 villages in three years under the DeendayalUpadhyaya Gram JyotiYojana (DUGJY). Out of these, 3,500 villages would receive electricity through off-grid or renewable energy solutions.
- The Ministry of New & Renewable Energy is implementing two national level programmes, namely Grid Connected Rooftop & Small Solar Power Plants Programme and Off-Grid & Decentralised Solar Applications, in order to promote installation of solar rooftop systems, as per MrPiyushGoyal, Minister of State (Independent Charge) for Power, Coal & New and Renewable Energy.
- The Government of Odisha plans to set up a large 1,000-MW solar power park under public-private partnership (PPP) mode involving an investment of about Rs 6,500 crore (US\$ 953.67 billion).
- The Government of Telangana plans to set up an incubator centre, in collaboration with University of Austin, Texas, for start-ups in the renewable energy sector, to support new companies entering the renewable energy market.
- A Joint Indo-US PACE Setter Fund has been established, with a contribution of US\$ 4 million from each side to enhance clean energy cooperation.
- The Government of India announced a massive renewable power production target of 175,000 MW by 2022; this comprises generation of 100,000 MW from solar power, 60,000 MW from wind energy, 10,000 MW from biomass, and 5,000 MW from small hydro power projects.
- The Union Cabinet of India approved 15,000 MW of grid-connected solar power projects of National Thermal Power Corp Ltd (NTPC).

The Road Ahead

The Indian power sector has an investment potential of Rs 15 trillion (US\$ 222.36 billion) in the next 4–5 years, thereby providing immense opportunities in power generation, distribution, transmission, and equipment, according to Union Minister Mr. Piyush Goyal.

The government's immediate goal is to generate two trillion units (kilowatt hours) of energy by 2019. This means doubling the current production capacity to provide 24x7 electricity for residential, industrial, commercial and agriculture use.

The Government of India is taking a number of steps and initiatives like 10-year tax exemption for solar energy projects, etc., in order to achieve India's ambitious renewable energy targets of adding 175 GW of renewable energy, including addition of 100 GW of solar power, by the year 2022. The cumulative installed capacity of solar power in India has crossed the 4 Gigawatt mark as of June 30, 2015. The government has also sought to restart the stalled hydro power projects and increase the wind energy production target to 60 GW by 2022 from the current 20 GW.

B. PERFORMANCE

Company has achieved a turnover of Rs. 4.85 crores during the year as compared to the turnover of previous 9 month accounting period Rs. 23.65 crores and company has incurred a net loss of Rs. 20.80 crores during the year as against the net loss of Rs. 343.08 crores during the previous 9 month accounting period. The reduction in turnover on account of non-availability of funds for operations which has lead to cancellation of orders by some of the SEBs and not getting new orders due to non-performance in the Infra Division. The decrease in loss due to no provisions on the receivables and not accounted the interest on loans.

The trend of the decrease in turnover has continued in the accounting period due to bad cash flows of the company and the turnover of the company during the year 2016-17 may not improve as compared to the year 2015-16 as the current year turnover is the lowest due to non-availability of funds for business. The company is making efforts to solve the financial issue matters with the banks and planning to improve the performance after getting the solution for bank matters.

As discussed in Industry Overview, there is enough potential for business in the power sector for Company, but on account of non-availability of funds, Company could not improve its operations.

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance:

The Company believes that Corporate Governance is a set of processes, customs, policies, rules, regulation and laws for ensuring transparency, professionalism and accountability in its dealings with its customers, principal, employees, shareholders and with every individual who comes in contact with the Company. The Company is in full compliance with the requirements of Corporate Governance under SEBI(LODR) Regulations, 2015 and in this regard, submits a report on the matters mentioned in the said clause and also the practices followed by the Company as stated below:

Board of Directors:

The Board of Directors, as on 31.03.2016, comprised 1 Executive Director, 2 are Non-Executive & Independent Directors. The composition of the Board is in conformity with the provisions of the SEBI (LODR) Regulations, 2015.

All Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 and the Governance Guidelines for Board Effectiveness adopted by the Company. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website.

The company has formulated a policy to familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programs. The details of such familiarization programmes are disclosed on the website of the company www.terasoftware.com.

The Board of Directors met Five (5) times during the financial year on 29.05.2015, 11.08.2015, 26.08.2015, 13.11.2015 and 12.02.2016 and the maximum gap between any two meetings was less than four months, as stipulated under SEBI (LODR) Regulations, 2015.

The meetings of the Board are governed by a structured agenda. The Board members in consultation with the Chairman may bring up other matters for consideration at the Board meetings.

Necessary information as required under the statute and as per the guidelines on Corporate Governance are placed before and reviewed by the Board from time to time.

The names and categories of the directors on the Board, their attendance at Board meetings held during the year and the number of directorships and committee memberships held by them in other companies is given below.

Name of the Director	Category	Designation	Attendance Particulars			No. of other Directorships#	Committee memberships##	Chairmanship in Committees##
			Board Meetings Held	Board Meetings Attended	Last AGM			
BALA REDDY GOPU	Promoter Executive	Chairman & Managing Director	05	05	Yes	06	-	-
SARVESWAR REDDY MANDRA	Non-Executive Independent	Director	05	05	No	Nil	2	2
LALITHA GUDIMETLA*	Non-independent	Women Director	05	05	No	01	--	-
TELUKUTLA SRINIVASA RAO	Non-Executive Independent	Director	05	05	Yes	01	2	2
M. VENKATA RAMI REDDY**	Non-Executive Independent	Director	05	05	Yes	Nil	4	-

#Excludes directorships in Indian private limited Companies, foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Alternate Directorships.

Membership / Chairmanship in Audit and Stakeholders Relationship Committees of public limited companies (including ICSA (INDIA) Ltd.) have been considered.

*Resigned w.e.f. 13.08.2016

**Resigned w.e.f. 12.02.2016

CODE OF CONDUCT

The Board of Directors of the Company laid a Code of Conduct for Directors and senior management personnel. The Code of Conduct is posted on the Company's web-site www.icsa-india.com. All Directors and designated personnel in the senior management affirmed compliance with the Code for the year under review. The declaration to this effect furnished by Shri G. Bala Reddy, Chairman & Managing Director is annexed to this report.

BOARD AND DIRECTOR EVALUATION AND CRITERIA FOR EVALUATION

Pursuant to the provisions of the Act and the SEBI Regulations, the Board has carried out the annual performance evaluation of its own performance, as well as the evaluation of the working of its Audit, Nomination & Remuneration, Stakeholders Relationship and Compensation Committees respectively. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors. The Chairman of the Board of Directors and the Chairman of Nomination & Remuneration Committee met all the Directors individually to get an overview of the functioning of the Board and its constituents inter-alia on the following broad criteria i.e. attendance and level of participation, independence of judgment exercised by Independent Directors, interpersonal relationship etc.

Based on the valuable inputs received from the Directors, an action plan has been drawn up to encourage greater engagement of the Independent Directors with the Company.

BOARD COMMITTEES:

The Meetings of each of the Committees are convened by the respective Chairman of the Committees, who also inform the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the respective Board / Committee Meetings.

The Company has Board level Committees, namely Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Compensation Committee.

The constitution, terms of reference and the functioning of the existing Committees of the Board is explained herein

AUDIT COMMITTEE:

The audit committee was reconstituted in accordance with the provisions of Companies Act, 2013 and clause 18 of SEBI (LODR) Regulations, 2015. The terms of reference of the Audit Committee, inter alia, are as follows:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Review with the management the quarterly and annual financial statements and the auditor's report thereon, before submission to the Board for approval.
- Discuss with the statutory auditors, before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
- Recommend to the Board the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, remuneration and terms of appointment of auditors, fixation of audit fees and to approve payment for any other services rendered by the statutory auditors.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Review with the management, performance of the statutory and internal auditors.
- Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems.
- Evaluate internal financial controls and risk management systems.
- Scrutinize inter-corporate loans and investments.
- Discuss any significant findings with internal auditors and follow-up thereon.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.

- Look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Approve transactions, including any subsequent modifications, of the Company with related parties.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Review and monitor the statement of use and application of funds raised through public offers and related matters.
- Review the functioning of the Whistle Blower mechanism.
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.

During the year under review, the Committee met 4 times on 29.05.2015, 11.08.2015, 13.11.2015 and 12.02.2016 respectively.

Composition of Audit Committee and attendance of each Director during the meetings held in financial year 2015-16 are given below:

Name	Status	Category	No of Meetings Attended during the year 2015-16
TELUKUTLA SRINIVASA RAO	Chairman	Independent Director	04
SARVESWAR REDDY MANDRA	Member	Independent Director	04
LALITHA GUDIMETLA	Member	Non-Independent Director (Women)	04

Mr. M Venkata Rami Reddy resigned on 12th Feb 2016, and in his place Mrs. Lalitha Gudimetla was inducted on the Board in the Meeting of Board of Directors held on 12th Feb 2016.

Mrs. LALITHA GUDIMETLA resigned on 13th August 2016, and in her place Mr. G. Bala Reddy was inducted on the Board in the Meeting of Board of Directors held on 13th August 2016.

The audit committee was reconstituted on 13th August 2016 in accordance with the provisions of Companies Act, 2013 and clause 18 of SEBI (LODR) Regulations, 2015

Name	Status	Category	No of Meetings Attended during the year 2015-16
TELUKUTLA SRINIVASA RAO	Chairman	Independent Director	04
SARVESWAR REDDY MANDRA	Member	Independent Director	04
G. BALA REDDY	Member	Executive Director	00

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee comprises three Members of which two Member is an Independent Director. The Committee is governed by a Charter.

The terms of reference of the Committee are:

- to approve Transfer/Transmission of shares
- issue of Duplicate Share Certificates.
- Review of Share dematerialization and rematerialization.
- Monitoring the expeditious Redressel of Investor Grievances.
- Monitoring the performance of company's Registrar & Transfer Agent.
- All other matters related to the shares.

The details of composition of the Committee are as under:

Name	Status	Category	No of Meetings Attended during the year 2015-16
TELUKUTLA SRINIVASA RAO	Chairman	Independent	Nil
SARVESWAR REDDY MANDRA	Member	Independent	Nil
LALITHA GUDIMETLA	Member	Non-Independent Director (Women)	Nil

Mr. M Venkata Rami Reddy resigned on 12th Feb 2016, and in his place Mrs. Lalitha Gudimetla was inducted on the Board in the Meeting of Board of Directors held on 12th Feb 2016.

Mrs. LALITHA GUDIMETLA resigned on 13th August 2016, and in her place Mr. G. Bala Reddy was inducted on the Board in the Meeting of Board of Directors held on 13th August 2016.

The Stakeholders' Relationship Committee reconstituted on 13th August 2016.

Name	Status	Category	No of Meetings Attended during the year 2015-16
TELUKUTLA SRINIVASA RAO	Chairman	Independent	Nil
SARVESWAR REDDY MANDRA	Member	Independent	Nil
G. BALA REDDY	Member	Executive Director	Nil

Meetings and attendance during the year

There were no meeting held by the Compensation Committee during the accounting period.

During the year under review, 3complaints of general nature (non-receipt of annual reports/ dividend warrants, Change of address, /Bank details etc..) were received from the shareholders were attended promptly and replied/resolved 3 to the satisfaction of the concerned shareholders. There were no pending complaints at the close of the financial year. The Company designated a separate email id for investor grievances via:

Compliance Officer Name and Address:

Mr. K Amaranadha Reddy, Compliance Officer
 ICSA (INDIA) Limited
 Plot no.12, Blocks B.Gr. Floor, Software Units Layout
 Cyberabad Hyderabad TG 500081 IN
 E-mail:

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee comprises three Members of which two Members is an Independent Director. The Committee is governed by a Charter.

The terms of reference of the committee are as follows:

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity.

Name	Status	Category	No of Meetings Attended during the year 2015-16
TELUKUTLA SRINIVASA RAO	Member	Independent	Nil
SARVESWAR REDDY MANDRA	Chairman	Independent	Nil
LALITHA GUDIMETLA	Member	Non-Independent Director (Women)	Nil

Mr. M Venkata Rami Reddy resigned on 12th Feb 2016, and in his place Mrs. Lalitha Gudimetla was inducted on the Board in the Meeting of Board of Directors held on 12th Feb 2016.

Mrs. LALITHA GUDIMETLA resigned on 13th August 2016, and in her place Mr. G. Bala Reddy was inducted on the Board in the Meeting of Board of Directors held on 13th August 2016.

The Nomination and Remuneration Committee was reconstituted on 13th August 2016.

Name	Status	Category	No of Meetings Attended during the year 2015-16
TELUKUTLA SRINIVASA RAO	Member	Independent	Nil
SARVESWAR REDDY MANDRA	Chairman	Independent	Nil
G. BALA REDDY	Member	Executive	Nil

Meetings and attendance during the year

There were no meeting held by the Compensation Committee during the accounting period

COMPENSATION COMMITTEE

To determine stock option grants to employees and Directors of your Company.

Composition

Compensation Committee comprises the following three independent directors of the Board, till 31st March 2016:

Name	Status	Category	No of Meetings Attended during the year 2015-16
TELUKUTLA SRINIVASA RAO	Member	Independent	Nil
SARVESWAR REDDY MANDRA	Chairman	Independent	Nil
LALITHA GUDIMETLA	Member	Executive	Nil

Mr. M Venkata Rami Reddy resigned on 12th Feb 2016, and in his place Mrs. Lalitha Gudimetla was inducted on the Board in the Meeting of Board of Directors held on 12th Feb 2016.

Mrs. LALITHA GUDIMETLA resigned on 13th August 2016, and in her place Mr. G. Bala Reddy was inducted on the Board in the Meeting of Board of Directors held on 13th August 2016.

The Compensation Committee was reconstituted on 13th August 2016.

Name	Status	Category	No of Meetings Attended during the year 2015-16
TELUKUTLA SRINIVASA RAO	Member	Independent	Nil
SARVESWAR REDDY MANDRA	Chairman	Independent	Nil
G. BALA REDDY	Member	Executive	Nil

Meetings and attendance during the year

There were no meeting held by the Compensation Committee during the accounting period

REMUNERATION POLICY

Details of remuneration paid to the Executive Directors for the year:

No remuneration is paid to executive director of the company.

Details of sitting fee paid to the Non-Executive & Independent Directors for the year:

No remuneration is paid to any of the Non-Executive Directors & Independent Directors of the company.

GENERAL BODY MEETINGS:

The date, time and venue of the Annual General Body Meetings held during the preceding three years and the special Resolution(s) passed thereat are as follows:

Year	AGM	Location	Date	TIME	SPECIAL RESOLUTION PASSED
2012-13	AGM	Hotel Daspalla, Madhapur, Hyderabad-500081	23.12.2013	12.00 Noon	02
2013-14	AGM	Hotel Daspalla, Madhapur, Hyderabad-500081	22.12.2014	10.00 AM	03
2014-15	AGM	Blocks B, GroundFloor,SoftproHeights, Plot No.12 Software Units Layout, Cyberabad, Hyderabad TG - 500081	30.09.2015	9.30 AM	Nil

All the special resolutions were passed with requisite majority by e-voting & poll.

DISCLOSURES:

CERTIFICATION:

The Managing Director and Executive Director has given a certificate to the Board as contemplated in Clause 49 of the Listing Agreement.

COMPLIANCE WITH THE GOVERNANCE FRAMEWORK

The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement. In addition, the Company has also adopted the non-mandatory requirements of constitution of the Remuneration Committee and establishing of Whistle Blower mechanism

DETAILS OF NON COMPLIANCE AND PENALTIES:

There was no non-compliance by the Company during the last 3 years on any matter relating to capital markets and there were no penalties, strictures imposed on the Company by stock Exchange or SEBI or any statutory authority.

ICSA INSIDER TRADING POLICY:

The Company has in place an Insider Trading Policy to comply with all relevant Insider Trading regulations. In accordance with the policy, the Company announces quiet/silent period for designated employees from time to time.

ICSA CODE OF CONDUCT:

The ICSA Code of Conduct, as adopted by the Board of Directors, is applicable to all Directors, senior management and SBU Heads/Head of Departments of the Company. ICSA's Code of Conduct aims to maintain highest level of ethical standards and professional behavior. The purpose of this code is also to deter wrongdoing and promote ethical conduct.

MEANS OF COMMUNICATION:

The Company's website www.icsa-india.com contains an exclusive Investors' section providing financials, press releases, shareholding pattern, news about the Company and certain other shareholder information.

The Company regularly intimates unaudited, as well as audited financial results to the stock exchanges immediately after these are taken on record by the Board. These financial results are published in the newspapers and also on the website of the Company www.icsa-india.com.

NSE Electronic Application Processing Systems (NEAPS)

NEAPS are a web based application designed by NSE for Corporate. The Shareholding pattern and Corporate Governance Report are also filed electronically on NEAPS.

BSE online (Listing.bse.india.com)

It is a web based application designed by BSE for Corporate. The Shareholding pattern and Corporate Governance Report and Financial Results are also filed electronically as pdf attachments

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required by Clause 49 of the Listing Agreement, Management Discussion and Analysis report is a part of the Annual Report.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES):

SCORES is system implemented by SEBI which enables investors to lodge their complaints electronically on the SEBI website. The investor complaints are processed in centralized web based complaints in a redressed system. The salient feature of this system are centralized database of all complaints, on line uploading of action taken reports (ATRs) by the consent companies and online viewing by investor of actions taken on the complaint and current status. All complaints received through SCORES are resolved in a timely manner by the company similar to other complaints

GENERAL SHAREHOLDER INFORMATION:

i	Annual General Meeting (Day, Date, Time and Venue):	30.09.2016 at 10.00 at J.S. Krishna Murthy Hall, 1st Floor, 11-6-841, FEDERATION HOUSE, RED HILLS, FAPCCI MARG, Hyderabad - 500 004, Telangana.
ii	Financial Year:	April 1 to March 31. The results of every quarter beginning from April are declared within the time specified under the provisions of SEBI (LODR) Regulations, 2015.
iii	Date of Book Closure:	23rd September 2016 to 30th September, 2016 (both days inclusive).
iv	Listing on stock exchanges:	BSE Limited (Bombay Stock Exchange) and NSE Limited (National Stock Exchange) Annual listing fee for the year 2016-17 has been paid by the Company to BSE and NSE
v	Stock codes:	BSE: 531524 NSE : ICSA
vi	Company's ISIN:	INE306B01029

MARKET PRICE DATA

The monthly high and low stock quotations during the last financial year in Bombay Stock Exchange Limited are given below:

Month	(Price is for base Price of Rs. 2/- per Share) Bombay Stock Exchange Limited	
	Month's High Price (Rs.)	Month's Low Price (Rs.)
April 2015	3.65	2.85
May 2015	3.46	2.76
June 2015	3.14	2.51
July 2015	3.10	2.62
August 2015	5.40	2.78
September 2015	2.93	2.31
October 2015	3.25	2.28
November 2015	3.67	2.23
December 2015	4.67	2.96
January 2016	4.14	2.85
February 2016	3.19	2.39
March 2016	2.64	2.06

REGISTRARS AND TRANSFER AGENTS

Venture Capital and Corporate Investments Private Limited
12-10-167, Bharatnagar, Hyderabad – 500 018
Phone: 040 - 23818475, Fax: 040 - 23868024
E-mail: info@vccilindia.com

SHARE TRANSFER SYSTEM:

All the physical share transfers received are processed by the Share Transfer agents, M/s. Venture Capital and Corporate Investments Private Limited. The Company's shares are being traded in compulsory De-mat form. The Company has already entered into agreement with both the depositories i.e. NSDL and CDSL, for dematerialization of shares, which enables the shareholders to hold and transfer shares in electronic form.

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2016:

S. No.	Category	No. of Shares	% of Shareholding
1	Indian Promoters	3103466	6.45
2	Mutual Funds & UTI	--	--
3	Banks, Financial Institutions, Insurance Companies(Central/State Govt. Institutions/Non-Govt. Institution)	2189524	4.55
4	Foreign Institutional Investors	128162	0.27
5	Private Corporate Bodies	3937283	8.18
6	Indian Public	34857640	72.41
7	NRI's/OCB's	3922425	8.15
TOTAL		4,81,38,500	100

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2016

S. No	Category From-To ₹	No. of Holders	% of Holders	No. of Shares	% of Shares
1	Upto - 500	29559	75.49	4122653	3.03
2	501 - 1000	4040	10.32	3411700	1.47
3	1001 - 2000	2453	6.26	3808703	1.62
4	2001 - 3000	951	2.43	2459137	1.77
5	3001 - 4000	453	1.16	1626618	0.94
6	4001 - 5000	447	1.14	2135943	1.32
7	5001 - 10000	699	1.79	5109605	4.87
8	10001 and above	553	1.41	25464141	84.98
TOTAL		39155	100	48138500	100

Dematerialization of shares and liquidity:

The Company's shares are traded compulsorily in de-materialized form. In this connection, the Company has already entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the Company's ID is INE306B01029.

The members are requested to dematerialize their physical holding in view of various advantages of holding the shares in dematerialized form. The details of the dematerialization of the company's shares with NSDL and CDSL and shares held in physical form are as under as on 31.03.2016:

Category	No. of Shares	%
NSDL	32680709	67.89
CDSL	14787239	30.72
PHYSICAL	670552	1.39
TOTAL	48138500	100

Outstanding GDR'S/ ADR'S/ Warrants or any Convertible instruments, conversion date and likely impact on equity: Nil

The Company has not issued GDR's/ADR's.

The Company has Nil FCWs outstanding as on 31.03.2016

Address for correspondence:

REGISTRAR & SHARE TRANSFER AGENTS:

Venture Capital and Corporate Investments Private Limited

12-10-167, Bharatnagar, Hyderabad – 500 018

Phone: 040 – 23818475/23818476,

Fax: 040 - 23868024, E-mail: info@vccilindia.com

For any queries:

Mr. K. Amarnadh Reddy, Compliance Officer

ICSA (INDIA) LIMITED

Block B, Ground Floor, Softpro Heights, Plot No.12, Software Units Layout, Cyberabad, Hyderabad, TG - 500081.

Email id: secretarial@icsa-india.com,

Tel: 040-23115619, 23114923, 23114928, Fax: 040-23114921

DECLARATION OF THE MANAGING DIRECTOR ON COMPLIANCE WITH CODE OF CONDUCT AND ETHICS:

ICSA (INDIA) LIMITED has adopted a Code of Business Conduct and Ethics ("the Code") which applied to all employees and Director of the Company. Under code, it is responsibility of all employees and Directors to familiarize themselves with the Code and Comply with its standards.

I, hereby certify that the Board Members and Senior Management Personnel of ICSA (INDIA) LIMITED have affirmed compliance with the Code for the Financial Year 2015-16.

By the order of the Board of Directors
for ICSA (INDIA) LIMITED

Sd/-

G. BALA REDDY

Chairman-cum-Managing Director

Place: Hyderabad

Date: 13.08.2016

Compliance with Code of Business Conduct and Ethics

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and senior management personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2016.

By the order of the Board of Directors
for ICSA (INDIA) LIMITED

Sd/-

G. BALA REDDY

Chairman-cum-Managing Director

Place: Hyderabad

Date: 13.08.2016

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of ICSA (India) Limited

Hyderabad.

We have examined the compliance of conditions of Corporate Governance by ICSA (INDIA) LIMITED ("the Company"), for the year ended on 31st March 2016, as stipulated in Regulation 34(3) read with Para E Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the 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 complied with the conditions of Corporate Governance as stipulated in Regulation 34(3) read with Para E Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of above mentioned listing agreement.

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

Sd/-

K. CH. VENKAT REDDY

For C. V. REDDY K & ASSOCIATES

COMPANY SECRETARIES

FCF No.: 7976, C P No.: 8998

Place: Hyderabad.

Date: 13.08.2016

Form No. MR - 3**SECRETARIAL AUDIT REPORT**

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

FOR THE FINANCIAL YEAR ENDED 31.03.2016

To

The Members,

ICSA (INDIA) Limited

Blocks B, Ground Floor, Softpro Heights,

Plot No.12, Software Units Layout,

Cyberabad, Hyderabad, TG - 500 081.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ICSA (INDIA) LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the ICSA (INDIA) LIMITED books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by ICSA (INDIA) LIMITED ("the Company") for the financial year ended on 31st March, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(Not applicable to the company during the audit period)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the company during the audit period)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the company during the audit period).
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the company during the audit period).

The following other laws as specifically applicable in the view of the Management:

- a. Income tax Act, 1961
- b. Finance Act, 1994 (Service Tax)

- c. Minimum Wages Act, 1948
- d. The Payment of Gratuity Act, 1972

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE (Bombay Stock Exchange) and NSE (National Stock Exchange);

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

We further report that

1. The Company does not have Women Director, CFO and Company Secretary.
2. The Company is under Board for Industrial and Financial Construction (BIFR) under section 15 Sick Industrial Companies (Special Provisions) Act, 1985.
3. The Company declared sick under section 3(o) of SICA as per the order pronounced by the Hon'ble BIFR.

The Board of Directors of the Company is constituted during the year. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Majority of the decisions at Board Meeting and Committee Meeting are carried out unanimously are recorded in the minutes of the respective meeting.

We further report that there are adequate systems and processes in the Company Commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that: the following are the brief events undertaken by Company during audit period:

During the period 2015-16, Five (5) Board meetings were held on 29th, May, 2015, 11th August, 2015, 26th August, 2015, 13th November, 2015 and 12th February 2016.

During the period 2015-16, Four (4) Audit Committee meetings were held on 29th May, 2015, 11th August, 2015, 13th November, 2015 and 12th February, 2016.

The Financial Year 2015-16 was for a period of 12 months i.e., from 1st April 2015 to 31st March, 2016.

Sd/-

K. CH. VENKAT REDDY
For C. V. REDDY K & ASSOCIATES
COMPANY SECRETARIES
FCS No.: 7976
C P No.: 8998

Place: Hyderabad.

Date: 13.08.2016

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

Annexure 'A'

To
The Members,
ICSA (INDIA) Limited
Blocks B,Ground Floor,Softpro Heights,
Plot No.12 Software Units Layout,
Cyberabad Hyderabad - 500 081,
Telanagana State

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

K. CH. VENKAT REDDY
For C. V. REDDY K & ASSOCIATES
COMPANY SECRETARIES
FCS No.: 7976
C P No.: 8998

Place: Hyderabad.
Date: 13.08.2016

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2016 of ICSA (INDIA) LIMITED [Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L72200AP1994PLC016969
ii	Registration Date	01/02/1994
iii	Name of the Company	ICSA (INDIA) LIMITED
iv	Category/Sub-Category of the Company	Company limited by Shares
v	Address of the Registered office and contact details	Block B, Ground Floor, Softpro Heights, Plot No.12, Software Units Layout, Cyberabad Hyderabad TG - 500081 Telephone: 040-23115619, Fax: 040-23114921 E-mail: secretarial@icsa-india.com Website: www.icsa-india.com
vi	Whether listed company Yes/No	Yes- BSE Limited and NSE Limited
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Venture Capital and Corporate Investments Private Limited 12-10-167, Bharatnagar, Hyderabad - 500 018.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall best at the end:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% total turnover of the company
1	Infrastructure	9983	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – N.A

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	3213466	--	3213466	6.68	3103466	--	3103466	6.45	0.23
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt.(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp	200000	--	200000	0.42	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total(A)(1):-	3413466	--	3413466	7.1	3103466	--	3103466	6.45	0.65
2) Foreign									
a) NRIs-Individuals	--	--	--	--	--	--	--	--	--
b) Other-Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total(A)(2):-	--	--	--	--	--	--	--	--	--

Total shareholding of Promoter (A)= (A)(1)+(A)(2)	3413466	--	3413466	7.1	3103466	--	3103466	6.45	0.65
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	2189524	--	2189524	4.55	2189524	--	2189524	4.55	--
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt.(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	128162	--	128162	0.27	128162	--	128162	0.27	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total(B)(1)	2317686	--	2317686	4.82	2317686	--	2317686	4.82	NIL
2. Non Institutions									
Bodies Corp.									
(i) Indian									
(ii) Overseas	4299659	16050	4315709	8.97	3921233	16050	3937283	8.18	0.79
Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	27125466	655002	27780468	57.71	30401238	654502	31055740	64.51	6.8
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6467275	--	6467275	13.43	3801900	--	3801900	7.9	5.53
c. Others (Specify)									
Clearing member	792357	--	792357	1.65	902516	--	902516	1.87	0.22
NRLs	1296718	--	1296718	2.69	1265088	--	1265088	2.69	--
Trusts	200	--	200	3.06	200	--	200	3.06	--
Foreign Body Corporate	1474281	--	1474281	0.58	1474281	--	1474281	0.58	--
FPI-Corporate	280340	--	280340	--	280340	--	280340	--	--
Sub-total(B)(2)	41736296	671052	42407348	88.09	42046796	670552	42717348	88.7	0.61
Total Public Shareholding (B)=(B)(1)+ (B)(2)	44053982	671052	44725034	92.91	44364482	670552	45035034	93.52	0.61
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	47467448	671052	48138500	100	47467948	670552	48138500	100	1.26

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Share holding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	% change in shareholding during the year
1	GOPU VELANGINI MARY	215187	0.45	92.55	215187	0.45	92.55	0.03
2	GOPU BALA REDDY	2474779	5.14	94.67	2364779	4.91	94.43	0.27
3	G. LALITHA	523500	1.09	95.51	523500	1.09	95.51	0.04
	Total	3213466	6.68	282.73	3103466	6.45	282.49	0.34

iii. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Share holding at the beginning of the year		Change in Share holding		Share holding at the end of the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of Shares	% of total shares of the Company
1	Madhukar Sheth	1451487	3.02	--	---	1451487	3.02
2	Sushil Kumar Dhanania Leela Dhanania	412000	0.85	--	0.85	0	0
3	Shree Dhoot Trading & Agencies Limited	275656	0.57	0.47	--	500000	1.04

(iv) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Share Holding of KMP					
1	BALA REDDY GOPU Chairman & Managing Director	2474779	5.14	2364779	4.91
2		-	-	-	-
Share holding of Other Directors					
1	LALITHA GUDIMETLA	523500	1.09	523500	1.09

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment (Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9192266219	2437807679	-	11657348974
ii) Interest due but not paid	1794691873	151032452	-	1945724325
iii) Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	10986958092	2588840131	-	13575798223
Change in Indebtedness during the financial year				
- Addition	27275076	-	-	27275076
- Reduction	-	-	-	-
Net Change	27275076	-	-	27275076
Indebtedness at the end of the financial year				
i) Principal Amount	9219541295	2437807679	-	11657348974
ii) Interest due but not paid	1794691873	151032452	-	1945724325
iii) Interest accrued but not due	-	-	-	-
Total(i+ii+iii)	11014233168	2588840131	-	13603073299

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to Managing Director, Whole-time Directors and/or Manager : N.A

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no Penalties, Punishment or Compounding of Offences during the Financial Year ended 31st March, 2016.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To

The Board of Directors
ICSA (INDIA) LIMITED

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking you.

Yours Faithfully,

Sd/-

Date: 13.08.2016
Place : Hyderabad.

SARVESWAR REDDY MANDRA
(Independent Director)

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To

The Board of Directors
ICSA (INDIA) LIMITED

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking you.

Yours Faithfully,

Date: 13.08.2016
Place : Hyderabad.

Sd/-

TELUKUTLA SRINIVASA RAO
(Independent Director)

INDEPENDENT AUDITORS' REPORT

To the Members of ICSA (INDIA) LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of ICSA(INDIA)LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under Section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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. 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.

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

Basis for Qualified Opinion

- i) *Attention is invited to Note No.7 to Notes on Financial statements regarding non-provision of interest on working capital loans for an amount of Rs. 13,294.17 lakhs.(Cummulative) The loss of the company is understated to an extent of Rs.13,294.17 lakhs and the liability of the company is understated to that extent.*
- ii) *Attention is invited to Note No.9 to Notes on Financial statements regarding non-provision of interest on Term Loans from banks for an amount of Rs.11,354.81 lakhs.(Cummulative) The loss of the company is understated to an extent of Rs.11,354.81 lakhs and the liability of the company is understated to that extent.*
- iii) *Attention is invited to Note No.9 to Notes on Financial statements regarding non-provision of interest on corporate dividend tax for an amount of Rs.77.09 lakhs(For the year Cummulative) which was provided for the financial year 2010-11. The loss of the company is understated to an extent of Rs.77.09 lakhs and the liability of the company is understated to that extent.*
- iv) *Attention is invited to Note No.24 (a)(iii) to Notes on Financial statements regarding non-provision of Rs. 6427.58 lakhs, towards differential interest for non acceptance of CDR package by banks. The loss of the company is understated to an extent of Rs. 6427.58 lakhs and the liability of the company is understated to that extent.*

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, 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, 2016, and its loss and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention on the following matters in the notes to the financial statements

- i) *Note No. 12 in respect of Long term loans and advances Rs.7,831 lakhs. Loans and Advances are subject to confirmation and reconciliation.*
- ii) *Note no. 14 in respect of Inventory Rs.4913.79 lakhs. The physical verification was not carried by the management during the year and valuation is done by the management. We relied upon the representations given by the Management.*
- iii) *Note no. 15 in respect of trade receivables Rs.15,164.38 lakhs (net of provision). Receivables are subject to confirmation and reconciliation.*
- iv) *Financial statements being prepared on going concern basis notwithstanding the fact that the consortium banks recalled their debts and issued notices under SARFAESI Act, 2002 to take the possession of the assets of the Company and majority of the customers have cancelled their contracts with the Company. These events cast significant doubt on the ability of the Company to continue as going concern. The appropriateness of assumption of going concern is dependent upon the Company's ability to infuse funds to meet its debt and resuming normal operations.*

Our opinion is not modified in respect of these matters

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls:
 The system of internal financial controls over financial reporting with regard to Company were not made available to us to enable us to determine if the Company has established adequate internal financial control systems over financial reporting at the aforesaid Company and whether such internal financial controls were operating effectively as at March 31,2016.
 We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of Company and the disclaimer does not affect our opinion on the financial statements of the said Company.
 - g. 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 and in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March 2016 on its financial position in its financial statements as referred to in note 24(a) (i) (ii) and (iii) to the financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and on long term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For RAMBABU & Co.
 Chartered Accountants
 Firm Reg No: 002976S

Ravi Rambabu
 Partner
 M No. : 018541

Place: Hyderabad
 Date: 31-05-2016

“Annexure A” to the Independent Auditors’ Report:

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. However, fixed assets register is not updated during the year.
- (b) As explained to us, the fixed assets have not been physically verified by the management according to the phased program designed to cover all the fixed assets over the year.
- (c) Banks have issued notices under SARFAESI Act, 2002 to take possession of the assets of the Company. This event cast significant doubts on the ability of the Company to continue as a going concern.
- 2) In respect of its inventories:
 - (a) As explained to us, inventories have not been physically verified during the year by the management.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are not reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The company has maintained proper records of inventories. However, the physical verification of inventory was not carried out by the management during the year.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) We have broadly reviewed the cost records maintained by the Company pursuant to the rules prescribed by the Central Government of India under Section 148(1) of the Companies Act 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has not been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable except the following:

Nature of Due	Rs. In Lakhs
Corporate Dividend Tax	142.76
PF Employee Contribution	1.62
PF Employer Contribution	1.87
Professional Tax	0.33
TDS Payable	1259.20
Employees State Insurance	0.55
Sales Tax	43.46
Service Tax	1233.99

- b) Details of statutory dues which have not been deposited as on 31st March 2016 on account of disputes are given below:

Name of the Statute	Nature of the dues	year to which the amount relates	Forum where dispute is pending	Amount. (Rs. In Lakhs)	Deposit Amount (Rs.in Lakhs)	Unpaid Deposit Amount (Rs.in Lakhs)
Income Tax Act,1961	Income Tax	2009-10	The Commissioner of Income Tax (Appeals)	2188.06	-	2188.06
Income Tax Act,1961	Income Tax	2010-11	The Commissioner of Income Tax (Appeals)	40,361.92	-	40,361.92
Income Tax Act,1961	Income Tax	2011-12	The Commissioner of Income Tax (Appeals)	26,270.36	-	26,270.36
Income Tax Act,1961	Income Tax	2012-13	The Commissioner of Income Tax (Appeals)	8,401.29	-	8,401.29
Total				77,221.63	-	77,221.63

8. According to the records of the Company examined by us and the information and explanations given to us, the company has defaulted in repayment of dues to financial institution and banks as at the Balance sheet date. (Rs. in Lakhs)

S. No	Name of the Bank	Principal	Interest
1	Andhra Bank	3615.62	827.30
2	Oriental Bank of Commerce	9,991.91	2,509.02
3	Bank of India	-	1,909.63
4	Punjab National Bank	-	2,591.41
5	State Bank of India	-	3,956.85
6	Union Bank of India	-	1,720.61
7	IDBI Bank Limited	-	1,167.33
8	Andhra Bank	-	3,159.66
9	Bank of India	3,050.60	-
10	Punjab National Bank	1,845.82	-
11	State Bank of India	3,543.51	-
12	Union Bank of India	2153.18	-
13	IDBI Bank Limited	125.67	-
14	Andhra Bank	1,220.46	-

9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3(ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the company has not paid/provided any managerial remuneration during the year under Audit.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4(xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company and hence not commented upon.

For RAMBABU & Co.
Chartered Accountants
Firm Reg No: 002976S

Ravi Rambabu
Partner
M No. : 018541

Place: Hyderabad
Date: 31-05-2016

Balance Sheet as at 31st March, 2016

Rupees in Lakhs

Particulars	Notes	As at 31st March, 2016	As at 31st March, 2015
A EQUITY AND LIABILITIES:			
1] Shareholder's Funds:			
a) Share Capital	3	962.77	962.77
b) Reserves and Surplus	4	(1,14,811.34)	(1,12,730.99)
Sub-total-Shareholder's Funds		(1,13,848.57)	(1,11,768.22)
2] Non-Current Liabilities			
a) Long Term Borrowings	5	2,500.00	2,500.00
b) Deferred Tax Liability (Net)		-	-
c) Long Term Provisions	6	46.63	46.63
Sub total-Non-Current Liabilities		2,546.63	2,546.63
3] Current Liabilities			
a) Short Term Borrowings	7	66,648.65	66,375.89
b) Trade Payables	8	6,252.06	6,215.54
c) Other Current Liabilities	9	75,263.62	76,293.39
Sub total-Current Liabilities		1,48,164.32	1,48,884.82
Total		36,862.38	39,663.23
B ASSETS			
1] Non-Current Assets			
a) Fixed Assets	10		
(1) Tangible Assets		9,569.48	10,656.09
(2) In tangible Assets		-	-
b) Non-Current Investments	11	0.49	0.49
c) Deferred tax Asset		477.92	477.92
d) Long Term Loans & Advances	12	5,794.61	7,369.69
e) Other Non-Current Assets	13	706.94	731.29
Sub total-Non Current Assets		16,549.44	19,235.49
2] Current Assets			
a) Inventories	14	4,913.83	4,967.37
b) Trade Receivables	15	15,164.38	15,162.25
c) Cash and Bank Balances	16	234.73	298.12
Total		20,312.94	20,427.74
Total		36,862.38	39,663.23
Significant Accounting Policies	1 to		
Notes on Financial statements	24		

As per our report of even date

for and on behalf of the Board

For RAMBABU & CO.,

Chartered Accountants

Firm Registration No.002976S

Ravi Rambabu

Partner

M.No. 018541

G. Bala Reddy

Chairman-cum-
Managing Director

M. Sarveswar Reddy

Director

Place: Hyderabad

Date: 31-05-2016

Statement of Profit and Loss for the year ended 31st March, 2016

Rupees in Lakhs

Particulars	Notes	For the year ended 31st March, 2016	9 months period ended 31st March, 2015
I REVENUE			
(a) Net Sales/Revenue from Operations	17	456.46	2,354.21
(b) Other Income		29.01	10.92
Total		485.47	2,365.13
II EXPENSES			
(a) Cost of Material consumed (refer note. 24 f)	18	91.89	2,467.03
(b) Change in Inventories of Finished Goods & Work in progress (refer note. 24 f)	19	(37.54)	2,681.18
(c) Employee Benefits Expenses	20	108.65	107.03
(d) Finance Cost	21	27.13	15.09
(e) Depreciation and Amortisation Expenses	22	1,086.61	1,163.41
(f) Other Expenses	23	1,289.11	30,239.75
Total		2,565.86	36,673.49
Profit/(Loss) for the period		(2,080.39)	(34,308.36)
Earnings per share in Rs. (Face Value of Rs.2/- each)			
Basic (No. of Shares used in calculation - 48138500)		(4.32)	(71.27)
Diluted (No. of Shares used in calculation - 48138500)		(4.32)	(71.27)
Significant Accounting Policies	1 to		
Notes on Financial statements	24		

As per our report of even date

for and on behalf of the Board

For RAMBABU & CO.,

Chartered Accountants

Firm Registration No.002976S

Ravi Rambabu

Partner

M.No. 018541

G. Bala Reddy

Chairman-cum-
Managing Director

M. Sarveswar Reddy

Director

Place: Hyderabad

Date: 31.05.2016

Cash Flow Statement for the year ended March 31, 2016

Rupees in lakhs

Particulars	For the year March 31, 2016	For the year March 31, 2015
A. Cash flow from operating activities		
Net Profit / (Loss) before tax	(2,080.39)	(34,308.36)
Adjustments for:		
Depreciation and amortisation expenses	1,086.61	1,163.41
Finance cost	27.13	15.09
Interest income	(29.01)	(10.92)
Operating profit / (loss) before working capital changes	(995.66)	(33,140.79)
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	53.58	4,942.96
Trade receivables	(2.13)	24,175.48
Short-term loans and advances	-	-
Long-term loans and advances	1,575.09	7,002.14
Other current assets	(26.11)	(3.69)
Other non-current assets	24.35	271.09
	1,624.78	36,387.97
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	36.52	(964.02)
Other current liabilities	(1,029.77)	(2,360.05)
Long-term provisions	-	1.03
	(993.25)	(3,323.03)
Cash generated from operations	(364.13)	(75.85)
Income tax paid	-	-
Net cash flow from operating activities (A)	(364.13)	(75.85)
B. Cash flow from investing activities		
Purchase of fixed assets	-	-
Proceeds from sale of fixed assets	-	-
Long term Investments	-	-
Interest income	29.01	10.92
Net cash flow from investing activities (B)	29.01	10.92
C. Cash flow from financing activities		
Proceeds from issue of equity shares	-	-
Proceeds from long-term borrowings	-	-
Net increase in working capital borrowings	272.75	181.89
Finance cost	(27.13)	(15.09)
Net cash flow from financing activities (C)	245.62	166.80
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(89.50)	101.87
Cash and cash equivalents at the beginning of the year	127.34	25.47
Cash and cash equivalents at the end of the year	37.84	127.34

As per our report of even date

for and on behalf of the Board

For RAMBABU & CO.,

Chartered Accountants

Firm Registration No. 002976S

Ravi Rambabu

Partner

M.No.018541

Place: Hyderabad

Date: 31-05-2016

G. Bala Reddy

Chairman-cum-
Managing Director

M. Sarveswar Reddy

Director

Notes on Financial Statements For the year ended March 31, 2016**Note 1 Corporate information**

ICSA (INDIA) LIMITED (the "company") The company is engaged in the business of Rural Electrification, Construction of Sub stations, Conversion of LT line to HT lines etc and engaged in the business of providing energy Audit solutions to bring down Transmission & Distribution (T&D) losses by using its technologies for power distribution companies and also engaged in the business of development and maintenance of technology solutions which includes embedded solutions and software for Power, Oil, Gas and other sectors. The company registered office at Plot No.12, Software Units layout, Cyberabad, Hyderabad - 500 081, Telangana.

Note 2 Significant accounting policies

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value.

Under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair value. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 133 (Companies (Accounting standards) Rules, 2006, as amended) and other relevant provisions of the companies Act, 2013.

2.1 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.2 Inventories

Inventories are valued at the lower of cost on FIFO basis and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.

2.3 Cash and cash equivalents (for purposes of Cash Flow Statement)

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

2.4 Cash flow statement

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

2.5 Depreciation and amortisation

Depreciation has been provided based on the net depreciable cost as at 01.04.2015 by taking into account the useful life of the asset as on date per the provisions of Schedule II to the Companies Act, 2013.

2.6 Revenue recognition**Sale of goods**

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

Income from services

"Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred. Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognised when probable.

Revenues from maintenance contracts are recognised pro-rata over the period of the contract."

2.7 Tangible fixed assets

"Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on

borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance. Fixed assets acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project. "

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance Sheet.

Capital work-in-progress:

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.8 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

2.9 Foreign currency transactions and translations

Initial recognition

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date

"Foreign currency monetary items (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates.

In the case of integral operations, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year. Exchange differences arising out of these translations are charged to the Statement of Profit and Loss."

Treatment of exchange differences

"Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or expense in the Statement of Profit and Loss. The exchange differences on restatement / settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a "Foreign currency translation reserve" until disposal / recovery of the net investment.

The exchange differences arising on restatement / settlement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortised on settlement / over the maturity period of such items if such items do not relate to acquisition of depreciable fixed assets. The unamortised balance is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon."

2.10 Government grants, subsidies and export incentives

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

"Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect

thereof, are treated as capital reserve. Government grants in the form of non-monetary assets, given at a concessional rate, are recorded on the basis of their acquisition cost. In case the non-monetary asset is given free of cost, the grant is recorded at a nominal value.

Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis."

2.11 Investments

"Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets."

2.12 Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

2.13 Research and development expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

2.14 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.15 Employee benefits

Employee benefits include provident fund, superannuation fund, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

Defined contribution plans

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

Defined benefit plans

For defined benefit plans in the form of gratuity fund and post-employment medical benefits, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

"The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur."

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

2.16 Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

"The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

2.17 Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

2.18 Taxes on income

"Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability."

2.19 Premium on redemption of Bonds/Debentures

Premium on redemption of Bonds/Debentures , net of tax impact, are adjusted against the Securities Premium Account.

Notes on Financial Statements for the year ended 31st March, 2016

Note 3 Share capital

(i) Rupees in Lakhs

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rupees 2/- each	750,00,000	1,500.00	750,00,000	1,500.00
	750,00,000	1,500.00	750,00,000	1,500.00
(b) Issued Equity shares of Rupees 2/- each	481,38,500	962.77	481,38,500	962.77
(c) Subscribed and fully paid up Equity shares of Rupees 2/- each	481,38,500	962.77	481,38,500	962.77
Total	481,38,500	962.77	481,38,500	962.77

Note 3 Share capital (contd.)

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2016	As at 31st March, 2015
Equity shares		
G. Bala Reddy	24,74,779	24,74,779
	5.14%	5.14%

(iii) The reconciliation of the number of shares outstanding is set out below

Particulars	As at 31st March, 2016 No. of Shares	As at 31st March, 2015 No. of Shares
Equity shares at beginning of the year	481,38,500	481,38,500
Add: Shares issued on exercise of Employees Stock Options	-	-
Less: Buy back of shares	-	-
Equity shares at end of the year	481,38,500	481,38,500

Note 4 Reserves and surplus

Particulars	As at 31st March, 2016	As at 31st March, 2015
Capital Reserve		
Opening balance	1,347.70	1,347.70
Add: During the year	-	-
Closing balance	1,347.70	1,347.70
(a) Securities premium account		
Opening balance	27,740.84	27,740.84
Add : Premium on shares issued during the year	-	-
Closing balance	27,740.84	27,740.84
(b) General reserve		
Opening balance	5,870.23	5,870.23
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing balance	5,870.23	5,870.23

Particulars	As at 31st March, 2016	As at 31st March, 2015
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(1,47,689.75)	(1,13,381.39)
Add: Profit / (Loss) for the year	(2,080.39)	(34,308.36)
Closing balance	(1,49,770.14)	(1,47,689.75)
Total	(1,14,811.34)	(1,12,730.99)

Note 5 Long-term borrowings

Particulars	As at 31st March, 2016	As at 31st March, 2015
i. Secured Loans	-	-
ii. Un secured loans		
Related parties	2,500.00	2,500.00
Total	2,500.00	2,500.00

All Secured Loans are disclosed as current maturities of long term debt under other current liabilities (ref note no. 9)

The unsecured loan from the related parties represents the interest free unsecured loan received from Mr. G Bala Reddy, Chairman and Managing Director of the company.

Secured Loans:

(i) The Company has defaulted in repayment of secured loans and interest in respect of the following:

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	Period of default	Amount	Period of default	Amount
i) Term Loans				
Andhra Bank	July 2013 to March 2016		July 2013 to March 2015	
Principal		3,615.62		3,615.62
Interest		827.30		827.30
Oriental Bank of Commerce	July 2013 to March 2016		July 2013 to March 2015	
Principal		9,991.91		9,991.91
Interest		2,509.02		2,509.02
ii) Funded Interest Term Loan				
Bank of India	July 2013 to March 2016		July 2013 to March 2015	
Principal		-		-
Interest		1,909.63		1,909.63
Punjab National Bank	July 2013 to March 2016		July 2013 to March 2015	
Principal		-		-
Interest		2,591.41		2,591.41
State Bank of India	July 2013 to March 2016		July 2013 to March 2015	
Principal		-		-
Interest		3,956.85		3,956.85
Union Bank of India	July 2013 to March 2016		July 2013 to March 2015	
Principal		-		-
Interest		1,720.61		1,720.61
IDBI Bank Limited	July 2013 to March 2016		July 2013 to March 2015	
Principal		-		-
Interest		1,167.33		1,167.33
Andhra Bank	July 2013 to March 2016		July 2013 to March 2015	
Principal		-		-
Interest		3,159.66		3,159.66

iii) Working Capital Term Loan

Bank of India	July 2013 to March 2016		July 2013 to March 2015	
Principal		3,050.60		3,050.60
Interest		-		-
Punjab National Bank	July 2013 to March 2016		July 2013 to March 2015	
Principal		1,845.82		1,845.82
Interest		-		-
State Bank of India	July 2013 to March 2016		July 2013 to March 2015	
Principal		3,543.51		3,543.51
Interest		-		-
Union Bank of India	July 2013 to March 2016		July 2013 to March 2015	
Principal		2,153.18		2,153.18
Interest		-		-
IDBI Bank Limited	July 2013 to March 2016		July 2013 to March 2015	
Principal		125.67		125.67
Interest		-		-
Andhra Bank	July 2013 to March 2016		July 2013 to March 2015	
Principal		1,220.46		1,220.46
Interest		-		-

During the year interest due on the term loan, working capital term loan, funded interest term loan has not been provided.

Note 6 Long-Term provisions

Rupees in Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Provision for employee benefits		
(i) Provision for gratuity	46.63	46.63
Total	46.63	46.63

Provision for gratuity provided based on the actual workings for liability.

Note 7 Short-term borrowings

Particulars	As at 31st March, 2016	As at 31st March, 2015
Working Capital loans - Secured		
Bank of India	10,908.86	10,908.86
Punjab National Bank	10,462.91	10,462.91
State Bank of India	18,177.91	18,081.45
Union Bank of India	4,980.17	4,817.56
IDBI Bank Limited	8,527.72	8,527.72
Andhra Bank	13,591.07	13,577.40
Total	66,648.65	66,375.89

- a. The working capital loans are secured with 1st pari passu charge on the Current Assets of the company and 2nd pari-passu charge on the fixed assets of the company.
- b. The working capital loans are further secured with personal guarantee of Mr. G Bala Reddy, Chairman and Managing Director of the company.
- c. During the year, company has not provided the interest on the above loans amounting to Rs.13294.17 Lakhs (cumulative upto 31.03.2016 amounting to Rs.33603.83 Lakhs) as the company has filed the Draft Rehabilitation Scheme (DRS) with the Hon'ble Board for Industrial and Financial Reconstruction under the Sick Industries Companies (Special Provisions) Act, 1985.

Note 8 Trade payables

Rupees in Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Micro, Small and medium size enterprises#	-	-
Others	6,252.06	6,215.54
Total	6,252.06	6,215.54

The company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Therefore the amount due to MSME suppliers could not be ascertained Hence disclosures, if any, relating to amount unpaid at the year end together with the interest paid / payable as required under the said Act have not been made.

Note 9 Other current liabilities

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Current maturities of long-term debt		
I. Secured Loans		
i. Term Loan		
Andhra Bank	3,615.62	3,615.62
Oriental Bank of Commerce	9,991.91	9,991.91
Sub-total	13,607.53	13,607.53
ii. Working Capital Term Loan		
Bank of India	3,050.60	3,050.60
Punjab National Bank	1,845.82	1,845.82
State Bank of India	3,543.51	3,543.51
Union Bank of India	2,153.18	2,153.18
IDBI Bank Limited	125.67	125.67
Andhra Bank	1,220.46	1,220.46
Sub-total	11,939.24	11,939.24
Total of secured loans	25,546.77	25,546.77

Terms and conditions for term loans

- a. Term loan of Andhra Bank is secured with exclusive charge on the wind mills at Tamil Nadu & Karnataka.
- b. Term loan of Oriental Bank of Commerce, Funded interest term loan (Andhra Bank, Bank of India, IDBI Bank Limited, Oriental Bank of Commerce, Punjab National Bank, State Bank of India and Union Bank of India) and Working capital term loan (Andhra Bank, Bank of India, IDBI Bank Limited, Punjab National Bank, State Bank of India and Union Bank of India) are secured with 1st pari passu charge on Fixed Assets (excluding wind mills) of the company and secured with 2nd pari passu charge on Current Assets of the company.

- c. The loans of Satate Bank of India is also secured with exclusive charge on the Flat at Vasantkunj, New Delhi in the name of the Company.
- d. The term loans, Funded interest term loans and Working capital term loans are further secured with personal guarantee of Mr. G Bala Reddy, Chairman and Managing Director of the company.

Rupees in Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
II. Un-secured Loans		
Foreign Currency Convertible Bonds (FCCBs)	13,896.80	13,300.46
Canara Bank	4,981.27	4,981.27
Aditya Birla Finance Limited	3,000.00	3,000.00
Total of un-secured loans	21,878.08	21,281.73

Terms and conditions for term loans

- a. The FCCB have matured on March 2012 and April 2012 and the premium for redemption of Rs.3902.25 Lakhs have not been accounted in the books of accounts, as the company has approached the FCCBs holders for restructure of the same to be reapid as per DRS. However, the Trustee for FCCBs holders has filed suit u/s.433 & u/s.434 of the Companies Act, 1956 for winding up of the company. The High Court of Andhra Pradesh has dismissed suit and transferred the matter to Hon'ble Board for Industrial and Financial Reconstruction.
- b. Canara Bank loan has been secured with personal guarantee of Mr. G Bala Reddy. The amount is over due for more than three years and the Canara Bank has filed suit in the Debt Recovery Tribunal.
- c. The loan from Aditya Biral Finance Limited is seuced with personal guarantee of Mr. G Bala Reddy, Chairman and Managing Director of the compnay.

Total of current maturities of long term debt

47,424.84 46,828.49

During the year company has not provided the interest on the term loans amounting to Rs.11354.81 Lakhs (cumulative upto 31.03.2016 amounting to Rs.25957.99 Lakhs) as the company has filed the Draft Rehabilitation Scheme (DRS) with the Hon'ble Board for Industrial and Financial Reconstruction under SICA.

(b) Other current liabilities	1,259.83	1,271.05
(c) Payables for expenses	750.88	983.36
(d) Advance from customers	4,926.04	6,308.91
(e) Un-claimed Dividend	42.82	42.82
(f) Unpaid corporate dividend tax	142.76	142.76

The above dividend tax of Rs.142.76 Lakhs pertain to the divided paid for the accounting year 2010-11. The interest on the dividend tax of Rs. 12.85 Lakhs for the period (cumulative of Rs.77.09 lakhs upto 31.03.2016) has not been provided in the books of accounts.

(g) TDS Payable	1,259.20	1,258.75
(h) Interest accrued and due for payment	19,457.24	19,457.24
Total	75,263.62	76,293.39

Notes 10

FIXED ASSETS

(Rupees in Lakhs)

Assets Particulars	Gross block			Depreciation			Net block	
	As at 01.04.2015	Additions	Deletions	As at 31.03.2016	For the Year	Deletions up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
TANGIBLE ASSETS								
Land	405.97	-	-	405.97	-	-	405.97	405.97
Office Buildings	206.68	-	-	206.68	8.04	35.90	170.78	178.82
Factory Buildings	3,302.21	-	-	3,302.21	113.10	702.13	2,600.07	2,713.17
Furniture & Fixtures	135.68	-	-	135.68	10.81	100.00	35.68	46.49
Office Equipment	120.22	-	-	120.22	7.62	114.84	5.38	13.00
Vehicles	262.89	-	-	262.89	30.46	201.32	61.57	92.03
Electrical Installations	14.79	-	-	14.79	0.78	13.71	1.08	1.86
Computers	2,991.05	-	-	2,991.05	22.38	2,988.67	2.38	24.76
Plant & Machinery (Projects)	10,512.93	-	-	10,512.93	893.42	4,226.36	6,286.57	7,180.00
TOTAL (A)	17,952.42	-	-	17,952.42	1,086.61	8,382.95	9,569.48	10,656.09
INTANGIBLE ASSETS								
Development Software	3,885.64	-	-	3,885.64	-	3,885.64	-	-
Testing Tools	1,812.13	-	-	1,812.13	-	1,812.13	-	-
TOTAL(B)	5,697.77	-	-	5,697.77	-	5,697.77	-	-
Total (A+B)	23,650.19	-	-	23,650.19	1,086.61	14,080.72	9,569.48	10,656.09
Previous year figures	23,650.19	-	-	23,650.19	1,159.79	11,830.69	11,819.50	12,979.29

Note: The depreciation for the year provided as per the rates prescribed in the Companies Act, 2013.

Note 11 Non-current investments

Rupees in Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
In Equity shares		
a. Quoted fully paid up		
2700 shares in ECO Boards India Ltd (previous year 2700 shares) (Market value Rs.3.43/share - previous year Rs.3.43/share)	0.21	0.21
2000 shares in Cura Technologies Ltd (previous year 2000 shares) (Market value Rs.14.80/share - previous year Rs.114.800/share)	1.68	1.68
Sub-total	1.89	1.89
Less: Provision for diminution in value of investments	1.39	1.39
Net value	0.49	0.49
b. Un-quoted fully paid up		
Investment in Subsidiary	-	199.86
Less:- Provision for diminution in the value of investments	-	199.86
Net value	-	-
Total	0.49	0.49

M/s. ICSA International Pte Limited, Singapore, wholly owned Subsidiary of the company has been dissolved vide the letter dated 21.11.2014 of Accounting and Corporate Regulatory Authority (ACRA) of Singapore.

Note 12 Long-term loans and advances

Rupees in Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Unsecured, considered good		
(a) Advances to sub-contractors		
Related parties	-	-
Other parties	2,281.99	2,496.72
Sub-total	2,281.99	2,496.72
(b) Advances others		
Related parties	21.61	21.61
- TDS Receivable	1,206.66	1,183.66
- Others	258.18	268.45
Sub-total	1,486.45	1,473.72
(c) Advances to Suppliers		
Related parties	2,180.48	2,180.48
Other parties	1,882.84	3,255.92
Sub-total	4,063.33	5,436.41
Total	7,831.76	9,406.85
Less: Provision for doubtful advances	2,037.16	2,037.16
Total	5,794.61	7,369.69

- a. The balances in related parties in advances to suppliers are relating to BRG Energy Ltd. The balance in related parties in advance others consists of Rs.21.61 Lakhs paid to Dr. Venkata Satya Prasad Tholada, Executive Director till 24.03.2014.
- b. Auditors are not expressing opinion on the recovery of the loans and advances.

Note 13 Other non-current assets

Rupees in Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
Earnest Money Deposits	10.08	10.08
Deposits with others	180.16	180.16
	190.24	190.24
Misc expenses to the extent not written off		
FCCB Issue Expenses	516.70	516.70
Less: Written off during the year	-	-
	516.70	516.70
Prepaid Expenses	-	24.35
Total	706.94	731.29

Note 14 Inventories (As valued and certified by the Management)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Materials, Stores & Spares at sites	841.39	932.51
(b) Work-in-progress	4,045.19	4,007.65
(c) Finished Goods	27.21	27.21
Total	4,913.79	4,967.37

The inventories have been physically verified and valued by management based on the cost or market value whichever is lower. Auditors are not expressing opinion on the valuation and realisation of the inventory.

Note 15 Trade Receivables

Particulars	As at 31st March, 2015	As at 31st March, 2015
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	15,164.38	13,649.68
Unsecured, considered bad and doubtful	593.31	19,391.54
Sub-total	15,757.68	33,041.21
Less: Bad debts written off	593.31	19,391.54
	15,164.38	13,649.68
Other trade receivables		
Unsecured, considered good	-	1,512.57
Total	15,164.38	15,162.25

Receivables are subject to confirmation and reconciliation from the customers. The receivables pending for long period from customers which are not recoverable have been written off.

Auditors are not expressing opinion on the realisation of the receivables.

Note 16 Cash and Bank Balances

Rupees in Lakhs

Particulars	As at 31st March, 2016	As at 31st March, 2015
i. Cash and Cash Equivalents		
(a) Cash on hand	0.00	0.01
(b) Balances with banks	37.84	127.33
Sub-total	37.84	127.34
ii. Other Bank Balances		
(a) Balances held as margin money or security against borrowings, guarantees and othe commitments	154.07	127.96
(b) Balances held in the unclaimed dividend bank accounts	42.82	42.82
Sub-total	196.89	170.78
Total	234.73	298.12

Note 17 Revenue from operations

Particulars	For the year ended 31st March, 2016	For 9 Months period ended 31st March, 2015
Contracts & Services	456.46	2,354.21
Power Generation	-	-
	456.46	2,354.21
Less: Excise duty	-	-
Total	456.46	2,354.21
Other income		
Interest on fixed deposit	29.01	10.92
Other receipts	-	-
Total	29.01	10.92

Note 18 Cost of materials consumed

Opening stock	932.51	3,194.28
Add: Purchases	0.78	205.26
	933.28	3,399.54
Less: Closing stock	841.39	932.51
Cost of material consumed	91.89	2,467.03

Note 19 Changes in inventories of finished goods and work-in-progress

Inventories at the end of the year:

Work-in-progress	4,045.19	4,007.65
Finished goods	27.21	27.21
	4,072.40	4,034.86

Inventories at the beginning of the year:

Work-in-progress	4,007.65	6,648.84
Finished goods	27.21	67.21
	4,034.86	6,716.05
Net (increase) / decrease	(37.54)	2,681.18

Note 20 Employee benefits expenses

Rupees in Lakhs

Particulars	For the year ended 31st March, 2016	For 9 Months period ended 31st March, 2015
Salaries, Allowances and Other Benefits	106.42	99.93
Contribution to PF and Other Funds	1.88	1.62
Staff Welfare and Incentives	0.35	5.49
Total	108.65	107.03

Note 21 Finance cost

(i) Bank Charges and Commission	27.13	15.09
Total	27.13	15.09

Note 22 Depreciation and amortisation Expenses

Depreciation	1,086.61	1,163.41
Misc. Expenses Written Off	-	-
Total	1,086.61	1,163.41

Note 23 Other expenses

Sub-contract Bills	8.63	7,063.15
Freight Charges	20.32	7.20
Auditors Remuneration		
Statutory Audit fee	3.75	7.50
Tax Audit fee	1.25	2.50
Communication Expenses	7.65	6.49
Bad Debts Written off	593.31	19,391.54
Consultancy/Professional Charges	24.26	44.34
Conveyance and Travelling Expenses	7.28	44.31
Electricity Charges	-	0.45
Insurance	1.92	36.59
Business Promotion Expenses	-	7.45
Office Maintenance	9.20	26.49
Printing and Stationery	0.50	0.67
Rates, Taxes and Registration Fees	0.12	3.53
Rent	6.42	11.30
Exchange fluctuation	596.35	714.63
Provision for bad and doubtful advances	-	2,575.58
Other Expenses	8.16	296.04
Total	1,289.11	30,239.75

Additional Notes on Financial Statements For the year ended 31 March, 2016

Note 24

a) Contingent liabilities and commitments (to the extent not provided for)

i) Income Tax

(Rupees in Lakhs)

Particulars	As At 31st, March 2016	As at 31st March, 2015
a) Income Tax for Assessment Year 2010-11	2,188.06	2,188.06
b) Income Tax for Assessment Year 2011-12	40,361.92	40,361.92
c) Income Tax for Assessment Year 2012-13	26,270.36	26,270.36
d) Income Tax for Assessment Year 2013-14	8,401.29	-
Total	77,221.63	68,820.34

The appeal preferred with CIT(Appeals) for AY 2010-11, AY 2011-12, 2012-13 & 2013-14. The appeals are yet to be disposed. The company is expecting that the appeals will be disposed in favour of the company. Hence no provision made for liability in the books of accounts during the accounting period.

ii) Non Fund Based Banking facilities

(Rupees in lakhs)

Particulars	As At 31st, March 2016	As at 31st March, 2015
(a) Bank Guarantees	4,603.19	6,684.89

iii) The banks has reduced the interest rate to 11% p.a. from 15% p.a. in sanctioning CDR package. The differential interest at 4% p.a. is payable as Right of Recompense to banks after completion of 7 years from the cut off date of CDR package. The liability towards the differential interest upto 30th June 2013 was Rs.6427.58 Lakhs.

b) **Foreign Exchange out go :**

(Rupees in lakhs)

Particulars	As At 31st, March 2016	As at 31st March, 2015
Value of imports during the year (C.I.F. Basis)		
Raw Material	-	-
Plant and machinery	-	-
Total	-	-

Expenditure in foreign currency :

(Rupees in lakhs)

Interest and Bank charges (FCCB)	-	-
Travelling expenses	-	-
Total	-	-

c) **Earning Per share**

Net profit after tax as per Statement of Profit and Loss	(2,080.39)	(34,308.36)
attributable to Equity share holders (In Rupees Lakhs)		
Adjusted profit for diluted EPS (In Rupees Lakhs)	(2,080.39)	(34,308.36)
Weighted average number of equity shares- Basic	481,38,500	481,38,500
Weighted average number of equity shares- Diluted	481,38,500	481,38,500
EPS-Basic (in Rupees)	(4.32)	(71.27)
EPS-Diluted (in Rupees)	(4.32)	(71.27)

- d) Loans and advances, Sundry Debtors, Sundry Creditors and other Advances are subject to confirmation and reconciliation from the concerned parties. During the accounting period some of the projects were cancelled by the customers and invoked Bank Guarantees and the amounts were adjusted towards the Risk and Cost.
- e) Foreign Currency Convertible Bonds (FCCBs) issue expenses are being written off in proportion to conversion of FCCBs into Equity Shares or repayment of such FCCBs (as the case may be) as and when such conversion/repayment takes place.
- f) Inventory is valued at cost or net realisable value, whichever is lower on FIFO basis. Inventories has been physically verified by the management and valued by the management. However the auditors are not expressing opinion on the valuation and realisation of the inventories.
- g) The appointment of and payment of remuneration to Dr.TVS Prasad, Executive Director w.e.f. 15.05.2012 has been declined by the Government of India and the salary Rs.21.61 Lakhs paid till 24.03.2014, the date of resignation has been considered under advance.
- h) Consolidated Accounts with the accounts of Subsidiary i.e. ICSA International Pte Limited**
 ICSA International Pte Limited have been dissolved vide the letter dated 21.11.2014 of Accounting and Corporate Regulatory Authority (ACRA), Singapore and hence the consolidated accounts has not been prepared for the year.

i) Segment Information:

The company has identified three reportable segments Viz. contracts and services, Embedded solutions and software services and Power Generation. Segments have been identified and reported taking in to account nature of products and services. The accounting policies adopted for segment reporting are in line with the accounting policy of the company..

i) Primary Segment information

(Rupees in Lakhs)

Particulars	For the Year ended 31.03.2016			
	Business Segments			
	Contracts and services	Embedded solutions and software services	Power Generation	Total
Revenue	456.46	-	-	456.46
	2354.21	-	-	2,354.21
Total	456.46	-	-	456.46
	2354.21	-	-	2354.21
Segment result	(1,524.25)	-	(529.01)	(2,053.26)
	(33,665.24)	(284.89)	(343.14)	(34,293.27)
Operating income				(2,053.26)
				(34,293.27)
Other Un allocable income (net)				-
				-
Profit before interest and taxes				(2,053.26)
				(34,293.27)
Interest				27.13
				15.09
Tax expense				
Current tax pertaining to previous years				-
				-
Current tax for current year				-
Deferred tax liability/(Asset)				-
Net profit for the year				(2,080.39)
				(34,308.36)

ii) Secondary Segment Information

Particulars	For the year ended 31.03.2016			
	Business segments			
	Contracts and services	Embedded solutions and software services	Power Generation	Total
Segment assets	33,159.25	-	3,703.09	36,862.34
	<i>35,431.13</i>	-	<i>4,232.10</i>	<i>39,663.23</i>
Unallocable assets				-
Total assets				36,862.34
				<i>39,663.23</i>
Segment liabilities	1,46,885.09	-	3,825.86	1,50,710.95
	<i>1,47,605.59</i>	-	<i>3,825.86</i>	<i>1,51,431.45</i>
Unallocable liabilities				-
Total liabilities				1,50,710.95
				<i>151431.45</i>
Other information				
Capital expenditure (allocable)	-	-	-	-
Capital expenditure (unallocable)	-	-	-	-
Depreciation and amortisation (allocable)	557.60	-	529.01	1086.61
	<i>535.38</i>	<i>284.89</i>	<i>343.14</i>	<i>1163.41</i>
Depreciation and amortisation (unallocable)	-	-	-	-
Other significant non-cash expenses (allocable)	-	-	-	-
Other significant non-cash expenses (unallocable)	-	-	-	-

Figures in Italic represents Previous Year amount

- j) Deferred Tax has not been provided, as there is no certainty of taxable profits in the near future.
- k) As per accounting standards 18 , the disclosure of transactions with the related parties are given below:
 - i) List of related parties where control exists and related parties with whom transactions have taken place and relationships

S.No.	Name of the Related party	Relationship
1	ICSA International PTE Limited (Applied for dissolution of the company in June 2014)	100% subsidiary
2	BRG Energy Limited	Associate
3	Cura Technologies Limited	Associate
4	G. Bala Reddy	Key Management personnel
5	M. Sarveswar Reddy	

ii) Transactions during the period with the related parties

(Rupees in lakhs)

S.No.	Nature of Transactions	Associates	Key Management personnel
1	Sales	-	-
2	Purchases/Subcontract works	-	-
3	Rent & Amenities	-	-
4	Managerial Remuneration*	-	-
			(7.85)
5	Balances Receivable	2,180.48	21.61
		(4,272.69)	(21.61)
6	Balances payable	952.73	2,643.10
		(952.73)	(2,643.10)

Note: Figures shown in brackets pertaining to previous year.

The Chairman and Managing Director (CMD) has not been taking salary since 01.07.2013. A letter to this extent was received from the CMD of the company in July 2013.

l) CDR package

The CDR package sanctioned by the banks on 16.03.2012, could not be implemented as per the sanctioned terms and correspondingly the banks have revoked the package in November 2013.

m) Sickness of the company

The reference made by the company to the Hon'ble Board for Industrial and Financial Reconstruction (BIFR) and the same has been registered vide case no.70/2013 and the company has been declared as Sick u/s.3(1)(o) of Sick Industrial Companies (Special Provisions) Act, 1985 on 12.02.2014. The company has submitted the Draft Rehabilitation Scheme (DRS), which is yet to be considered.

n) The previous accounting period figures are regrouped / reclassified wherever necessary.

As per our report of even date

for and on behalf of the Board

For RAMBABU & CO.,

Chartered Accountants
Firm Registration No.002976S

Ravi Rambabu
Partner
M.No.018541

G. Bala Reddy
Chairman-cum-
Managing Director

M. Sarveswar Reddy
Director

Place: Hyderabad
Date: 31.05.2016



ICSA (INDIA) LIMITED

(CIN: L72200AP1994PLC016969)

Registered Office: Plot No. 12, Block B, Ground Floor, Softpro Heights, Software Units Layout, Cyberabad, Hyderabad - 500 081.

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	L72200AP1994PLC016969
Name of the Company	ICSA (INDIA) LIMITED
Registered office	Block B, Ground Floor, Softpro Heights, Plot No. 12, Software Units Layout, Cyberabad, Hyderabad - 500 081, Telangana.
Name of the Member(s)	
Registered Address	
Email 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		
	of failing him			
2	Name			
	Address			
	E- Mail ID	Signature		
	of failing him			
3	Name			
	Address			
	E- Mail ID	Signature		
	of failing him			

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd Annual General meeting of the Company, to be held on the 30th September, 2016 at At 10.00 am, At J.S. Krishna Murthy Hall, 1st Floor, 11-6-841, Federation House, Red Hills, FAPCCI Marg, Hyderabad, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		For	Against
1.	Consider and adopt Audited Financial Statement along with Reports of the Board of Directors and Auditors 31st March 2016		
2.	Ratification of Appointment of Auditors and fixing their remuneration		

Signed thisday of2016

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp



ICSA (INDIA) LIMITED

(CIN: L72200AP1994PLC016969)

Registered Office: Plot No. 12, Block B, Ground Floor, Softpro Heights, Software Units Layout,
Cyberabad, Hyderabad - 500 081.

ATTENDANCE SLIP

22nd ANNUAL GENERAL MEETING – September 30th, 2016

1. Name & Registered Address of the sole/first named Shareholder :
2. Name(s) of the Joint Shareholder(s): (if any) :
3. Registered Folio No. / :
DP ID / Client ID No.
4. Number of Shares held :

I Certify that I am a member / Proxy for the member of the Company. I hereby record my presence at the 22nd Annual General Meeting of the Company to be held on the 30th September, 2016 at At 10.00 am, At J.S. Krishna Murthy Hall, 1st Floor, 11-6-841, Federation House, Red Hills, FAPCCI Marg, Hyderabad, Telangana.

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

Dear Member,

SUBJECT : E-VOTING

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules") and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 23rd September, 2016 (End of Day) being the cut-off date (i.e. record date for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Services Limited (CDSL).

The e-voting period commences from 9.00 a.m. on 27th September, 2016 and ends on 5.00 p.m. on 29th September, 2016. The members of the Company, holding shares either in physical or demat form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically.

For instructions on E-Voting please read the attached Notice of the Annual General Meeting. This communication forms an integral part of the Notice for convening the Annual General Meeting of the Company to be held on 30th September, 2016.

BOOK-POST / REGD. POST / COURIOR

PRINTED MATTER

If undelivered please return to :

ICSA (INDIA) LIMITED

Registered Office : Plot No. 12, Block B,
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Hyderabad - 500 081, Telangana.