



**CONSOLIDATED
CONSTRUCTION
CONSORTIUM LTD.**

21st

ANNUAL REPORT 2017-2018



Karle Zenith Towers at Bangalore (3 Towers each of 3B+G+35Floors)

► CREATIVE ► COMMITTED ► CUSTOMER FOCUSED

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Warehouses for M/s Hatsun Agro at Palani, T.N (Project Completed in 110days)



Red Cross Sarai - Dormitory Building at Chandigarh for M/s Infosys Foundation



BOARD OF DIRECTORS

R Sarabeswar

Chairman & Chief Executive Officer

S Sivaramakrishnan

Managing Director

V G Janarthanam

Director(Operations)

P Venkatesh

Independent Director

Jayaram Rangan

Independent Director

Dr. P K Aravindan

Independent Director

Mohan Srinivasan

Independent Director

Raja Kumar KEC

*(Nominee Director of UTI Venture Funds
Management Company Private Limited)*

Ranjit Goswami

(Nominee Director of SBI)

CHIEF FINANCIAL OFFICER and COMPANY SECRETARY

R. Siddharth

SECRETARIAL AUDITOR

N. Balachandran

AUDITORS

Sundar Sridhar

Chartered Accountants, Chennai

BANKERS

State Bank of India,
Bank of Baroda,
ICICI Bank, IDBI Bank

REGISTERED OFFICE

No.5, II Link Street, C.I.T.Colony,
Mylapore, Chennai 600 004.
Phone: 2345 4500 Fax: 2499 0225

REGISTRARS:

Karvy Computershare Pvt. Ltd.

Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032 Ph : 91-40-6716 1563



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NOTICE OF TWENTY FIRST ANNUAL GENERAL MEETING OF CONSOLIDATED CONSTRUCTION CONSORTIUM LIMITED

Notice is hereby given that Twenty First Annual General Meeting of M/s. Consolidated Construction Consortium Limited will be held on **Friday, the September 28, 2018 at 2.45 PM at Hotel Gokulam Park Sabari, No.33, Rajiv Gandhi Salai (OMR), Navalur, Chennai-603 103** to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Standalone Financial Statements

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

2. Adoption of Consolidated Financial Statements

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon be and are hereby received, considered and adopted.”

3. Re-Appointment of Director

To consider and if deemed fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Shri. R. Sarabeswar who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

4. Remuneration of statutory auditors of the company

To consider and if deemed fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the company hereby approves the remuneration of Rs.28,40,000/- (Rupees Twenty Eight Lakhs And Forty Thousand Only) plus applicable taxes and out of pocket expenses payable to M/s. Sundar, Sridhar, Chartered Accountants, Chennai (Firm Registration Number 004201S), Statutory Auditors for the financial year ending March 31, 2019 and subsequent years on the basis in connection with the audit as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

SPECIAL BUSINESS:

5. Appointment of Independent Director

To consider and if deemed fit, to pass, the following resolution as an Ordinary Resolution: **“RESOLVED THAT** Mr. Mohan Srinivasan who was appointed by the Board of

Directors, as an Additional Director with effect from December 12, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Mohan Srinivasan, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 12th December 2017 to 11th December 2022, be and is hereby approved.”

6. Issue of Non-Convertible Debentures

To consider and if deemed fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other rules/regulations, as may be applicable, consent be and is hereby accorded to the Board of Directors of the Company to offer, invite and issue secured / unsecured redeemable non-convertible debentures, aggregating up to Rs 2000 Crores (Rupees Two Thousand crores only), on private placement basis to Nationalised Banks/Indian Private Banks/Foreign Banks/Other Banks/Financial Institutions/Foreign portfolio investors/Foreign Institutional investors and Other eligible investors in one or more tranches during a period of one year from the date of passing of this resolution within the overall borrowings limits of the Company as approved by the members from time to time and on such terms and conditions as the Board of Directors of the Company may determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this resolution.”

7. Borrowing the money

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed including guarantees shall not at any time exceed the limit of Rs. 3500Crores (Rupees Three Thousand Five Hundred Crores Only) (Both funded and non-funded) at any one point of time”

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to negotiate limits with the Bankers/other financial institutions for availing the funded and non-funded bank limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenor etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand promissory Notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

RESOLVED FURTHER THAT the authority be and is hereby granted to issue short term and long term debt instruments of the Company, including by way of issue of Debentures or such other instruments like commercial papers etc. in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed aforesaid limit.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

8. Remuneration of Cost Auditors

To consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs 75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes and out of pocket expenses payable to M/s. SS Associates, Cost Accountants, Chennai (Firm Registration No.: 000513) for audit of the cost records of the Company for the financial year ending March 31, 2019 as approved by the Board of Directors of the Company, be and is hereby ratified.”

By Order of the Board

Place: Chennai
Date : August 28, 2018

R.Siddharth
CFO cum Company Secretary

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. Proxy forms, in order to be valid should be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting along with their copy of the Annual Report.
4. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.
5. Details under Regulation of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting are enclosed and form an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment
6. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are advised to quote the Registered Folio Numbers/ DPID & client ID Number in all correspondence with the company.
8. All documents referred to in the above notice and statement is open for inspection at the Registered Office of the company between 10.30 a.m. to 1.00 P.M on all working days.
9. The Register of Members and Share Transfer books of the company shall remain closed from 22nd September 2018 to 28th September, 2018 (both days inclusive).
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. Members are requested to contact the Registrar and Transfer Agent (RTA) for all matters relating to Company's shares at:
M/s. Karvy Computer Share Private Limited,
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032
12. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Share Transfer Agents to facilitate better services:
 - (i) Any change in their address, mandates, and Bank details.
 - (ii) Share certificates held in multiple accounts names or joint names in the same order of names for consolidation of such shareholding into one account.
13. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent of the Company, immediately on the change in their residential status on return to India for Permanent settlement together with the particulars of their Bank Account maintained in India with complete Name, Branch, Account type, account number and address of the Bank with PIN code number if not furnished earlier.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. We propose to send all documents including Annual Reports in electronic form to the Members on the email address provided by them to the Company/ RTA / Depositories. The Members holding shares in physical form are requested to intimate/update the email address to the Company/RTA, while those holding in demat form can intimate/update their email address to their respective Depository Participants.
18. Members are entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail upon receipt of a requisition from them.
19. Full version of the Annual Report and the Notice of the AGM are available in the Company's website viz., www.ccclindia.com.
20. Pursuant to the stipulations in Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with Section 108 of the Companies Act 2013 and the relevant Rules, the Company is pleased to offer e-voting facility, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s Karvy Computershare Private Limited for facilitating e-voting to enable the Shareholders to cast their votes electronically.

21. The Company has appointed Mr. N. Balachandran, Company Secretary in Practice [M.No .5113], as Scrutinizer for conducting the e-voting process in a transparent manner.
22. In terms of the Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 21, 2018 i.e. the cut-off date taken by the Company for the purpose of e-voting.
23. A person who has participated in e-voting is not debarred from participating in the meeting physically though he shall not be able to vote in the meeting again and his earlier vote cast electronically shall be treated as final. In terms of the provisions of Section 107 read with Section 109, there will be no voting by show of hands at the meeting and hence the provisions relating to demand for poll by the Members is irrelevant. The Chairman of the meeting will regulate the meeting and voting on the resolutions in accordance with the provisions of the Act and the applicable Rules.
24. ***Members may note that due to the current financial strained situation of the Company, the practice of distribution of packed items is being discontinued.***
25. ***The information relating to E-voting along with event number, user ID and password is enclosed as a separate form to the Notice.***

By Order of the Board

Place: Chennai
Date : August 28, 2018

R.Siddharth
CFO cum Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statements sets out all material facts relating to the special business mentioned in the accompanying notice:

ITEM NO.5:

Mr. Mohan Srinivasan (DIN: 00277477) was appointed as Independent Director by the Board of Directors on December 12, 2018 Pursuant to Section 161 of the Companies Act, 2013, he holds office up to the date of this annual general meeting. Notice has been received from member proposing Mr. Mohan Srinivasan as candidate for the office of Director of the Company. Mr. Mohan Srinivasan has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management. The Board recommends the appointment of Mr. Mohan Srinivasan as Independent Director of the Company not liable to retire by rotation for a term of five consecutive years from the date of their appointment.

The terms and conditions of the appointment of Mr. Mohan Srinivasan as Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday and Sunday and public holidays. Notice has been received from members proposing Mr. Mohan Srinivasan as candidate for the office of Director of the Company. The disclosure under Regulation 36 of the SEBI (LODR) Regulations and SS-2 is annexed to this Notice. The Board recommends the Ordinary Resolutions at Item No. 5 for approval by the Members. Except Mr. Mohan Srinivasan, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item Nos. 5 of the Notice.

A brief profile of **Mr. Mohan Srinivasan (DIN: 00277477)** to be appointed as Independent Director of the Company is given below:

Mr. Mohan Srinivasan is practicing Chartered Accountant, practicing as a partner in Patel Mohan Ramesh & Co for 38yrs. He is a member of Institute of Chartered Accountants of India and also has completed B.Sc Mathematics from Madras University.

The various professional assignments he has handled are:

- Central Statutory audit of 3large Public Sector Banks and one Private sector Bank
- Audit of large P.S.U. Companies as well as small & medium Enterprises.
- Associated as an Advisor for a Private Sector Bank on their Business Process Re-engineering while implementing Core Banking Solution (CBS).
- Appeared in number of cases before various tax authorities up to the Income Tax Appellate Tribunal (ITAT).
- Advised a foreign Bank on Foreign Exchange Management Act (FEMA).
- Wide exposure in the areas of Loan Syndication / Funding / Private Equity etc.

Name	Mr. Mohan Srinivasan
Father's Name	Shri Srinivasan Subramanian
Age	66Years
Qualification	B.Sc Mathematics and FCA
Expertise in Specific functional area	Accounts and Finance
Terms and Conditions of Appointment or Re-appointment	As per the resolution at Item No. 5 of the Notice convening 21st Annual General Meeting read with explanatory statement thereto, Mr. Mohan Srinivasan is proposed to be appointed as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years from 12th December 2017 to 11th December 2022.
Other Company Directorship	1. Unicorp advisors Pvt Ltd. 2. Relyon Softech Ltd 3. Unicopp Bizex Pvt Ltd 4. The Karate Federation of India
Membership of Board & Committees	Member of Audit Committee Member of Nomination and Remuneration Committee
No of Shares	Nil
Relationship with other Directors	No

ITEM NO.6:

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors will decide whether to issue debentures as secured or unsecured.

The issue of NCD's is for reduction /closure of debt of the Company which will substantially reduce the interest burden of the Company with cash flows available for the projects of the Company.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO.7:

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money including guarantees along with the money already borrowed by the Company in excess of its paid up capital and free reserve i.e. Up to Rs. 3500 Crores.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

ITEM NO.8:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. SS & Associates, Cost Accountants, Chennai., as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

The Board recommends the Ordinary Resolution at Item No.8 for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT 21st AGM

Name	Shri. R. Sarabeswar
Father's Name	Shri. Ramaswami
Age	64years
Expertise in Specific functional area	Construction and Civil industry
Background Details	Mr. R. Sarabeswar is the Promoter, Chairman and Chief Executive Officer. Mr. Sarabeswar was a gold medallist and graduated with a bachelor's degree in civil engineering from the Regional Engineering College, Thiruchirapalli and holds a Management Degree in strategy from London University. Mr. Sarabeswar has over 30 years of experience in the construction sector and has previously worked for Larsen and Toubro Limited, SPIC, SMO division and the Shobhakshi Group, Saudi Arabia. In 2007, he was awarded the best alumnus award by the Regional Engineering College Thiruchirapalli. He has been associated with the Company since inception and is currently responsible for overall management of the Company.
Other Company Directorship	CCCL Power Infrastructure Limited, Noble Consolidated Glazings Limited, Delhi South Extension Car Park Limited. CCCL Pearl City Food Port SEZ Ltd Consolidated Interiors Limited
Chairmanship & Membership of other Committees of the Board	Member of Stake holders Relationship Committee Member of CSR Committee Member of allotment Committee Member of Executive Committee
No of Shares	26297347
Relationship between Directors Inter-se	Nil

By Order of the Board

Place: Chennai
Date : August 28, 2018

R.Siddharth
CFO cum Company Secretary

ROUTE MAP TO THE VENUE OF THE AGM
Hotel Gokulam Park Sabari

No. 33, Rajiv Gandhi Salai (OMR), Navalur, Chennai - 603103, Tamil Nadu, INDIA

