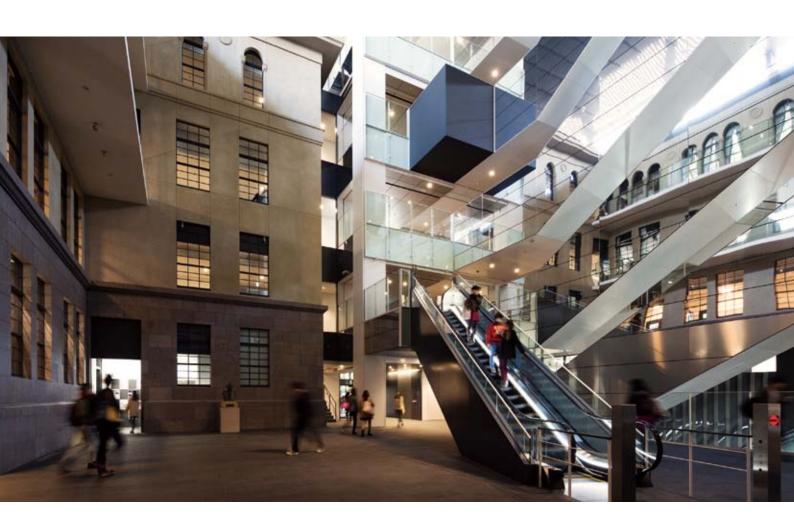
TODA Corporate Report

2015

Year ended March 31, 2015



The Value Creation Process

The Toda Group will aim to achieve sustainable growth of corporate value with stakeholders by means of the following kinds of value creation process.

....

....

Business risk and social issues

We strive to keep an accurate grasp on a variety of different business risks and social issues, and take them into consideration in pursuing our business activities.

• Main business risks

- Investment in construction, prices, and other trends
- Construction risk, etc.
- Supplier credit risk
- Legal and compliance risks
- Disaster risk
- Country risk

Main social issues

- Global environmental problems
- (Disposal of waste material generated during construction, dust, noise, vibration, etc.)
- Energy saving and CO2 reduction in the project construction and operation stages
- Disaster management
- (seismic isolation, vibration control, earthquake resistance technology, reconstruction assistance in disaster areas, etc.)
- Construction of social infrastructure that people can use with a sense of security

Main capital invested

We are using a variety of different capital resources to carry out business activities.

Financial capital

- Funds from shareholders and investors, financing from financial institutions, etc.

Manufacturing capital*1

- Manufacturing facilities and various infrastructure, bases, etc.

• Intellectual capital

- Intellectual property, know-how, related technology and other such resources that provide the foundation for creating safe and comfortable social infrastructure

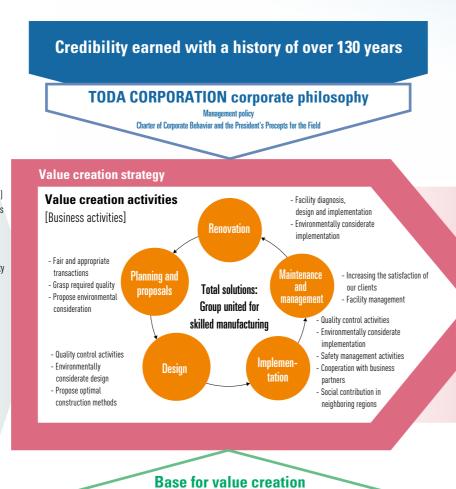
- The highly developed motivation of directors and employees founded on our corporate philosophy, expertise, skills, etc.

Social capital

- The trust of our clients and our strong relationships with suppliers and other stakeholders

Natural capital

- Natural resources such as water, air and earth; the energy resources used in production, etc.
- *1 Manufactured goods used in production and provision of services



Cornorate governance, CSR management.

compliance and related matters

Dialogue with stakeholders

Contribute to society by means of construction

Provide value to stakeholders

To our shareholders and investors

To our business partners

- We pursue thoroughgoing safety and sanitation management

To local communities

To the global environment

- We seek to prevent global warming and

To our employees

- We offer worthwhile work

Consolidated sales and profit

	Fiscal 2015 forecast	Fiscal 2017 target
Consolidated net sales	451 billion yen	480 billion yen
Consolidated operating income	10 billion yen	17 billion yen

Increase in Toda Group corporate value

Making your success possible

> **Achieving** our Global Vision

Reinvest in business

Results of

business

activities

Contents
The Value Creation Process
Financial and Non-Financial Highlights
Message from Management
Business Review by Segment
Overseas Business
Corporate Governance
Board of Directors, Corporate Auditors and Executive Officers/
CSR Management

	1	Financial Section	
nts	3	Consolidated Balance Sheets	15
	5	Consolidated Statements of Income	17
	11	Consolidated Statements of Changes in Net Assets	18
	12	Consolidated Statements of Cash Flows	19
	13	Notes to Consolidated Financial Statements	20
rs and Execut	tive Officers/	Independent Auditor's Report	33
	14	Corporate Information / History	34
		2015 TODA Corporate Report	2

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Financial and Non-Financial Highlights:

Key performance indicators

Toda Corporation and Consolidated Subsidiaries—Years ended March 31

Millions of yen							
2011	2012	2013	2014	2015	2015		
					-		
452,499	489,385	497,048	448,987	420,324	3,497,748		
7,265	(6,690)	(45,581)	6,584	14,813	123,274		
3,567	(19,872)	(65,285)	10,228	14,026	116,721		
(2,586)	(17,167)	(41,516)	16,874	46,192	384,392		
189,581	171,537	128,095	141,880	182,988	1,522,747		
499,111	487,160	500,199	473,510	495,442	4,122,849		
602.35	537.53	397.18	443.32	587.83	4.891		
11.53	(64.28)	(209.70)	32.87	45.42	0.377		
7.00	6.00	5.00	5.00	7.00	0.058		
10,379	(48)	(17,757)	12,171	(947)	(7,886)		
(5,278)	(7,837)	(445)	11,441	1,982	16,498		
(3,754)	(1,557)	13,834	(10,248)	(4,576)	(38,080)		
61,654	52,024	48,015	62,061	59,245	493,017		
452,122	411,691	346,775	462,626	455,516	3,790,604		
	452,499 7,265 3,567 (2,586) 189,581 499,111 602.35 11.53 7.00 10,379 (5,278) (3,754) 61,654	2011 2012 452,499 489,385 7,265 (6,690) 3,567 (19,872) (2,586) (17,167) 189,581 171,537 499,111 487,160 602.35 537.53 11.53 (64.28) 7.00 6.00 10,379 (48) (5,278) (7,837) (3,754) (1,557) 61,654 52,024	2011 2012 2013 452,499 489,385 497,048 7,265 (6,690) (45,581) 3,567 (19,872) (65,285) (2,586) (17,167) (41,516) 189,581 171,537 128,095 499,111 487,160 500,199 602.35 537.53 397.18 11.53 (64.28) (209.70) 7.00 6.00 5.00 10,379 (48) (17,757) (5,278) (7,837) (445) (3,754) (1,557) 13,834 61,654 52,024 48,015	2011 2012 2013 2014 452,499 489,385 497,048 448,987 7,265 (6,690) (45,581) 6,584 3,567 (19,872) (65,285) 10,228 (2,586) (17,167) (41,516) 16,874 189,581 171,537 128,095 141,880 499,111 487,160 500,199 473,510 602.35 537.53 397.18 443.32 11.53 (64.28) (209.70) 32.87 7.00 6.00 5.00 5.00 10,379 (48) (17,757) 12,171 (5,278) (7,837) (445) 11,441 (3,754) (1,557) 13,834 (10,248) 61,654 52,024 48,015 62,061	2011 2012 2013 2014 2015 452,499 489,385 497,048 448,987 420,324 7,265 (6,690) (45,581) 6,584 14,813 3,567 (19,872) (65,285) 10,228 14,026 (2,586) (17,167) (41,516) 16,874 46,192 189,581 171,537 128,095 141,880 182,988 499,111 487,160 500,199 473,510 495,442 602.35 537.53 397.18 443.32 587.83 11.53 (64.28) (209.70) 32.87 45.42 7.00 6.00 5.00 5.00 7.00 10,379 (48) (17,757) 12,171 (947) (5,278) (7,837) (445) 11,441 1,982 (3,754) (1,557) 13,834 (10,248) (4,576) 61,654 52,024 48,015 62,061 59,245		

Note: The rate of ¥120.17=U\$\$1.00, the foreign exchange rate on March 31, 2015, has been used for translation.

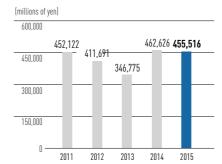
Data on social and environmental aspects (non-consolidated)	Units	2011	2012	2013	2014	2015
Number of employees (consolidated)	(Persons)	5,034	5,101	5,091	4,912	4,817
Number of employees (non-consolidated)	(Persons)	4,110	4,072	4,028	3,918	3,861
Men	(Persons)	3,659	3,617	3,570	3,468	3,397
Women	(Persons)	451	455	458	450	464
Average age	(Years)	44.9	44.8	44.9	44.6	44.9
Average years of continuous employment	(Years)	17.8	20.3	20.4	20.1	20.1
Occupational accident frequency*1 Graph>	(Frequency)	0.64	0.92	1.02	1.17	1.26
Number of occupational accidents resulting in four or more days' absence from work	(Accidents)	28	43	52	46	43
CO₂ emissions (workplace) Graph>	(t-CO ₂)	88,094	87,862	89,249	73,185	76,709
SCOPE 1*2	(t-CO ₂)	-	66,701	70,302	55,366	57,292
SCOPE 2 ^{*3}	(t-CO ₂)	-	23,798	21,146	20,877	19,417
SCOPE 3*4	(t-CO ₂)	-	-	9,615,865	7,921,923	13,860,683
CO₂ emissions basic unit (workplace) Graph	(t-CO ₂ /100 million yen)	20.9	19.6	19.7	18.3	20.3
Construction waste generated Graph	(10,000 t)	74.0	66.3	77.1	78.8	70.8
Percentage of construction waste disposed of as landfill Graph>	(%)	7.0	4.2	6.9	5.1	6.7

- *1 Frequency: An index showing the incidence of occupational accidents in every million man-hours of work.
- *2 Scope 1: Greenhouse gases that are direct emissions resulting from corporate activity.
- *3 Scope 2: Greenhouse gases that are indirect emissions resulting from energy use for corporate activity
- *4 Scope 3: Greenhouse gases that are indirect emissions excluding Scope 1 and Scope 2.

Until fiscal 2013, Scope 3 was calculated using categories 2, 3, 5, 6, 7 and 11, but from fiscal 2014 it was expanded to include categories 1, 2, 3, 4, 5, 6, 7, 11 and 12.

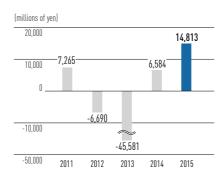
Toda Corporation and Consolidated Subsidiaries—Years ended March 31

Orders received (non-consolidated)



Construction orders received showed a decline of 7.0% year on year due to orders being received for large private-sector construction the previous year. On the other hand, civil engineering orders received showed an increase of 21.0% year on year. Overall orders received therefore declined 1.5%, holding roughly to the same level as in the previous fiscal year.

Ordinary income (loss)



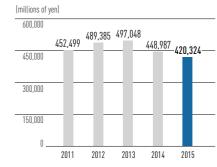
Significant recovery in construction business income brought an increase of 125.0% in ordinary income year on year.

Occupational accident frequency



The number of occupational accidents resulting in four or more days' absence from work is trending downward, but the significant decrease in cumulative labor hours caused the frequency figures to deteriorate. We set the frequency target to less than 0.7 in fiscal 2015, and have been taking extra measures to prevent accidents.

Net sales



Net sales for the construction business* which accounts for the greater part of sales, showed a decline of 6.3% year on year. Thus, overall sales also showed a decline of 6.4%. The decline in construction sales resulted from the curb placed on orders for building construction in past fiscal years with a view to profitability

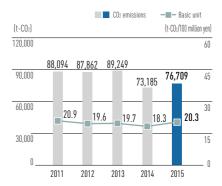
*Construction business : Building construction business and civilengineering

Net income (loss)



A gain on sales of investment securities of approximately 4.1 billion yen was recorded as an extraordinary gain in the previous fiscal year. In a backlash effect, net income showed a rate of increase lower than the rate at the ordinary income stage, and recorded a year-on-year increase

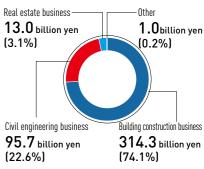
CO₂ emissions / Basic unit (workplace)



The breakdown of the CO₂ basic unit figures shows that civil engineering work is down year on year while building construction is up. Since building construction accounts for 70% of all the construction, the rise in the CO₂ basic unit figure for building construction contributes to a rise in the basic unit figure for the company as a whole. The reason for the rise in the building construction basic unit is that the large-scale projects included many excavations of soil that released large amounts

There will be fewer large-scale excavations in fiscal 2015, so the CO₂ basic unit figure is expected to decline from fiscal 2014 on.

Sales by business and as percentage of total sales



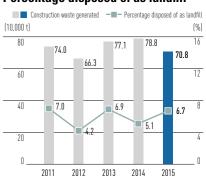
The building construction business constituted the main business of the Toda Group in the past, and there has been no significant variation in sales composition by business

Total net assets/Total assets



With the recorded net income and rise in the current price of shareholdings, total net assets showed an increase of 29.0% year on year. Although there was a decrease in securities and in costs on uncompleted construction contracts, total assets rose 4.6% year on year due to the rise in the current price of shareholdings and the significant increase in investment securities.

Construction waste generated/ Percentage disposed of as landfill



The amount of concrete debris generated diminished 20% year on year and total waste declined 11%. The reduction in the percentage disposed of as landfill was caused by reduction in the amount of concrete debris, almost 100% of which is recycled, and an increased amount of construction sludge disposed of as landfill.

The percentage disposed of as landfill is determined by the amount of concrete debris generated (the amount of demolition work done) in that fiscal year. We will make every effort to improve the percentage disposed of as landfill in fiscal 2015 relative to fiscal 2014 by continuing to limit the amount generated and by sorting the waste more thoroughly.

Message from Management



ur creed since Toda Corporation was founded in 1881 has been commitment to the best in quality, construction time frames, and safety. Our management policy is to contribute to the advancement of society's welfare through construction, to develop the company business on the basis of society's trust, and to seek stability in the company business on the basis of appropriate profit earned through sound management. With that as our declared foundation, and with backing from our provision of a wide range of services to our clients and our many years of results, we have won recognition for building relationships of trust with our stakeholders.

Looking ahead to the 140th anniversary of the founding of the Company in 2021, we adopted the phrase "a corporate group that makes your success possible" as an expression of our global vision in January 2015. Going forward, we will continue contributing to the creation of safe and comfortable social infrastructure.

TODA Group Global Vision

A corporate group that makes your success possible

For the satisfaction of our clients

We will build strong reliable partnerships with our clients by delivering our precise technical expertise and comprehensive human resources.

For work we can be proud of

All of us at TODA work together to create a successful environment that allows us to bring passion and a strong sense of responsibility to each project we undertake.

For future generations and our planet

We will create an environment-friendly society that is both safe and secure by deeply tackling challenges posed by changing times and social circumstances.

Performance in fiscal 2014 and prospects for fiscal 2015

Performance target of 2% or higher operating margin set for the medium-term management plan ending in fiscal 2015 achieved one year ahead of schedule

Looking back at the environment for business in Japan during fiscal 2014, we see that although the last-minute demand from the rise in the consumption tax rate was accompanied by a reactionary decline in personal consumption, corporate earnings improved due to such background factors as the depreciation of the yen and the drop in the price of crude oil. Overall, therefore, that moderate upswing has continued. The construction industry has seen orders remain firm, mainly due to public sector construction. At the same time, however, the labor shortage and other concerns have not been cleared away, so various factors of uncertainty also persist in the environment.

Under these circumstances, the consolidated results for the Group show sales of 420.3 billion yen (a 6.4% decline year on year) due primarily to a reduction in completed construction at the Company.

In terms of operating income and loss, factors including the thoroughgoing adoption of a policy of focusing on profitable orders raised the gross profit margin on completed construction contracts. This resulted in a gross profit margin on sales of 8.6%, a 2.9-point increase over the previous period, and 36.1 billion yen gross profit on sales (a 42.0% increase over the previous period). Meanwhile, selling, general and administrative expenses increased over the previous period by 12.0% to 23.1 billion yen, so that we recorded an operating income of 12.9 billion yen (a 171.4%

increase over the previous period) and an operating margin of 3.1%.

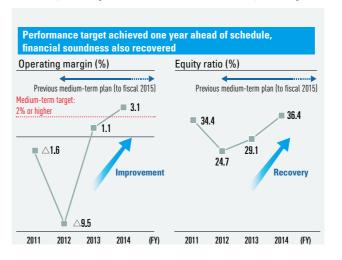
Under ordinary income and loss, factors including interest income and dividend income from investment securities brought ordinary income to 14.8 billion yen (an increase of 125.0% year on year).

Net income or loss recorded for the current period accounted for extraordinary income of 1.0 billion yen from the sale of investment securities as well as a 400 million yen gain on negative goodwill, for a net income of 14.0 billion yen (an increase of 37.1% year on year).

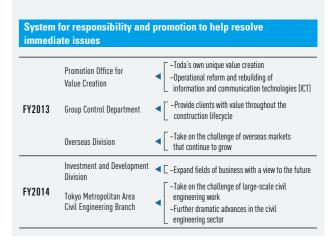
With a continuing trend of improvement in the employment and earnings environment, economic conditions ahead appear likely to continue in modest recovery. However, although the construction industry anticipates recovery in residential and private sector capital investment, there is concern about increasing construction costs caused by the labor shortage and other such factors.

In light of these circumstances, the Group anticipates fiscal 2015 results of 451.0 billion yen in consolidated sales (an increase of 7.3% year on year), 10.0 billion yen in operating income (a decrease of 23.0% year on year), 11.6 billion yen in ordinary income (a decrease of 21.7% year on year), and net income of 10.1 billion yen belonging to shareholders of the parent company (a decrease of 28.0% year on year).

Summary of the previous medium-term management plan1



Summary of the previous medium-term management plan2



New medium-term management plan formulated

It is precisely now, when steady investment in construction can be anticipated, that the Toda Group has chosen as the starting point for transformation into a newly appealing corporation.

The coming construction market is expected to see steady investment in the medium term, concentrated in urban areas, leading up to the 2020 Tokyo Olympics and Paralympics. At the same time, however, the declining population, fiscal constraints and other such factors make long-term expansion in investment unlikely. In this societal context, we view increased productivity as an urgent and crucial issue for the laborintensive construction industry.

Under these circumstances, the Group has defined the four-year period from fiscal 2012 to 2015 as the time to aim for rebirth as a system for producing stable income. We have been promoting structural reform of our business according to our medium-term management plan, which was formulated in May 2012 and revised in November of that year, with the two key points of improving profit from construction work and implementing Group-wide growth strategy. Various different improvement measures have yielded results, and we were one year early in achieving the operating margin of 2% or higher, which had been set as a performance target for the final fiscal year of the plan.

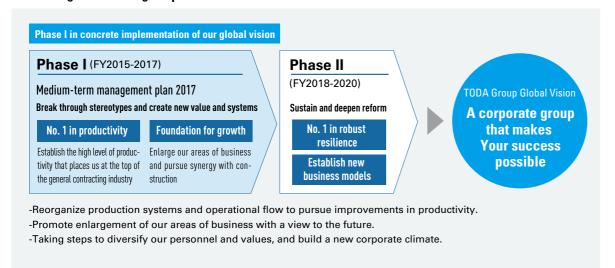
It appears likely that our targets will continue to be

met again in fiscal 2015. For a variety of such reasons, including our completion of organizational reforms for the purpose of advancing our growth strategy, we will define fiscal 2015 as a new starting point. We have decided to formulate the "medium-term management plan 2017," which will have fiscal 2017 as its final year.

We are positioning this plan as Phase I in realization of the Toda Group global vision. We intend to carry this plan to a successful conclusion in 2021, when we celebrate the 140th anniversary of the company's founding. By further strengthening our measures toward that end, we will aim to epitomize "a corporate group that makes your success possible."

We take the current management environment, which is anticipated to bring steady construction investment, to represent a last chance for the Group to refashion itself into a more appealing corporation. In that awareness, the entire Group will join as one in taking on the challenge of our medium-term priority measures for breaking through stereotypes, and for creating new value and systems, in order to achieve the status of Number 1 in productivity and to realize the foundation for our growth.

Positioning and orienting the plan



Overview of medium-term priority measures and performance target

No.1 in productivity

Establish the high level of productivity that places us at the top of the general contracting industry

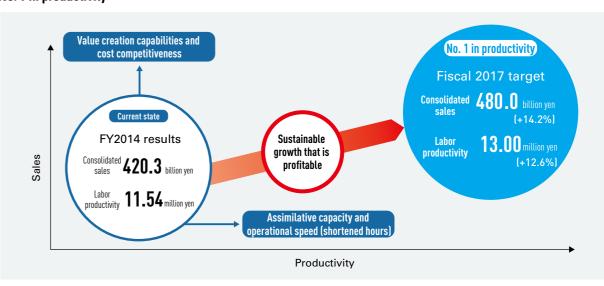
I will start by describing measures to achieve No. 1 in productivity. It is a problem for this company, as it also is for the construction industry as a whole, that we saw a peak in 1991 where the amount of value added per employee began to trend downward compared to sales by employee. We therefore reviewed all of our operational processes and carried out improvements. We also initiated a project in fiscal 2014, centered on our ICT Strategy Unit, with the aim of further rationalizing operations by means of information and communication technologies (ICT). We will continue engaging in measures like these with the aim of establishing a high level of productivity placing us at the top of the general contracting industry.

Specific measures we are taking based on this approach include expanded use of specially negotiated contracts and design implementation, development and application of differentiating technologies, improvement of procurement methods and other such actions to strengthen our value creation capabilities and cost competitiveness. We will also pursue adoption of labor-saving implementation, promotion of BIM*, operational reform and ICT reconstruction, expanded collaboration with business partners and other such measures to increase our assimilative capacity and our operational speed.

*BIM: Building Information Modeling: a method of integrating and managing a variety of different information in design and implementation by using a three-dimensional building model created by computer.



No. 1 in productivity



The foundation for growth involves aiming to position investment and development, overseas, and domestic Group companies in strategic fields, to enlarge our areas of business and to pursue synergy with construction.

First, in investment and development, we are seeking to make effective use of investments in new businesses such as health, agriculture, environment and energy and so on, as well as of real estate owned by the company at storehouse and so on, and to promote our head office building reconstruction project.

In the overseas field, we will keep our Brazil and Southeast Asia operations as the two main centers while reviewing local corporations and taking steps to further expand our regional presence. We will also engage actively in the environmental business, smart city and other such development businesses, and we have raised our sales targets to 25.0 billion yen in fiscal 2017 and 40.0 billion yen in fiscal 2020.

Regarding our Group companies in Japan, we will take steps to secure core clients by strengthening Group collaboration, in which the focus will be on the Group Control Office we established in January 2014.

We will also continue further development of systems to deal with renovation demand so that clients' facilities can be entrusted to the Group throughout their entire construction lifecycle. By means of these measures, we have raised our sales targets to 40.0 billion yen in fiscal 2017 and 45.0 billion yen in fiscal 2020.

Our long-term objectives for 2021 and beyond include increasing the component percentages of the strategic areas in operating income as a whole to 35% (9.5% in fiscal 2014), and taking steps to increase earnings.

Foundation for growth (three areas of strategy)

Investment and development

- Effective utilization of company-owned real estate (storehouse, etc.)
- Promotion of the head office building reconstruction project
- Investment in new business (health, agriculture, environment and energy, etc.)

Overseas

- Review local corporations, expand regional presence
- Initiatives in development business (environmental business, smart city, etc.)

Group companies in Japan

- Secure core clients by strengthening Group collaboration
- Develop systems to deal with renovation demand

Performance targets

By means of measures like these, we aim to achieve performance targets in the final fiscal year (fiscal 2017) of 480.0 billion yen in consolidated sales and 17.0 billion yen in operating income (operating margin of 3.5%) or higher. We are also adopting labor productivity* as a

new performance indicator, and we will aim to achieve 13.00 million yen (11.54 million yen in fiscal 2014).

In determining dividends, we will bear in mind a dividend payout ratio of 20%-30% and make the decision taking continuity and stability into account.

Group performance targets for fiscal 2017

Consolidated sales, ope	rating income, etc.		Return to shareholders		
	Fiscal 2014 results	Fiscal 2017 targets		Fiscal 2014 results	Fiscal 2017 targets
Consolidated sales	420.3 billion yen	480.0 billion yen (approximate)	Dividend payout ratio	15.4%	20%~30%
Operating income	12.9 billion yen	17.0 billion yen or more			
Operating margin	3.1%	3.5% or more			
Labor productivity (non-consolidated)	11.54 million yen	13.00 million yen or more			

[&]quot;Labor productivity is the amount of added value per employee, defined as (operating income + total personnel expenses) ÷ Number of employees (average for the perior including temporary employees, etc.)

Toward achievement of our global vision

Aiming to become "a corporate group that makes your success possible" is our creed

As noted above, the management environment of the construction business has grown increasingly harsh in recent years, and massive aggregations of social issues are demanding solutions on a global scale. In this context, we have set out on new initiatives to bring about sustainable growth that will be profitable for society as well as for the Group.

What we are aiming for is not growth for the Group alone. We are seeking prosperity for our stakeholders as a whole, including clients, shareholders, investors, business partners, local communities, the global

environment, our employees and others. Two general directions have been mapped out for the medium-term management plan 2017, which corresponds to Phase I of this vision.

One is the improvement of productivity. This means taking measures to accomplish more work in the same amount of time and with the same amount of labor, and to continue raising our assimilative capacity (level of construction completion).

The other is to take the reserve capacity resulting from the above measures and invest it in growth sectors early on so as to secure new sources of earnings with an eye to the future.

We will take measures like these with the aim of becoming a still more appealing corporate group.

The Group pursues corporate social responsibility (CSR) activities in the context of a variety of measures for collaboration on building a sustainable society. Through our CSR activities, we engage in dialogue with our stakeholders and work to ascertain the expectations and issues involved in efforts to realize a sustainable society. In recent years, questions have been raised about what kind of initiatives should be promoted to deal with global



environmental problems, disaster management, social infrastructures and other such social issues. Furthermore, the fact that there is a shortage of construction workers, who are absolutely essential for resolving these kinds of social issues, is emerging as a distinctive issue faced by our industry. This issue is being addressed, not just by the Group, but by the industry as a whole, with steps to encourage employment and retention of young skilled construction workers and technicians, and to improve the work environment to enable women, foreigners and other people to take active parts.

The concept of CSR now extends beyond the management framework and is becoming an element of greatest importance in upholding the competitiveness of a business. We are engaging in the development of technology and human resources and other such measures for the purpose of achieving growth over the medium to long term as an integral part of our business, constantly aware of maximizing the value we provide our stakeholders. With this commitment, and with the aim of becoming "a corporate group that makes your success possible" before us, we are continuing to take on these challenges.

Business Review by Segment (consolidated)

Building Construction

Fiscal 2014 performance and measures for realization of the new medium-term management plan

Fiscal 2014 sales in the construction business segment amounted to 314.3 billion yen (a 9.3% decline year on year). Due to an increase in income from completed construction, this segment recorded operating income of 9.0 billion yen (in fiscal 2013, operating income was 700 million

We will continue to make every effort to raise productivity and expand our operational base in order to be able to respond with agility to future changes in the competitive environment. Specifically, this means that we will conduct solution-oriented sales with a grasp of our clients' true needs,

Main results in fiscal 2014

Japan Post Co., Ltd.

Omiya Sakuragi-cho 1-chome plan (provisional name), new construction

Waseda University

Waseda Campus, Building D (provisiona name), new construction (Building No. 3) <See photo above>

Shimadzu Corporation Building E1 construction plan

Sei Maria Gakuen

Seiko Gakuin new school building improvement plan

expand our specially negotiated contracts by utilizing and evolving our technology holdings, improve our procurement methods and take other such measures to upgrade our value creation capabilities and cost competitiveness. At the same time, we will also improve our worksite production systems, make more effective use of information telecommunications (ICT), expand our collaboration with business partners and take other such steps to increase our assimilative capacity and our operational speed. Furthermore, we will promote measures to develop and make effective use of our personnel with a view to creating the human resources value that will form the foundation of the future construction business.

Civil Engineering

Fiscal 2014 performance and measures for realization of the new medium-term management plan

Fiscal 2014 sales in the civil engineering business segment amounted to 95.7 billion yen (an increase of 5.6% year on year). This segment recorded operating income of 3.0 billion yen (an increase of 20.3% year on

Considering future marketability in the Tokyo Metropolitan Area, we are concentrating management resources for sales and execution in our civil engineering division there in order to reinforce our systems for order acceptance and construction. We established a Tokyo Metropolitan Area civil engineering branch office in April 2015 for that purpose. The core

Main results in fiscal 2014

Central Nippon Expressway Co., Ltd.

No. 2 Tomei Expressway, Nukata Tunnel +1 Tunnel construction <See photo right>

Tokyo Metropolitan Government Bureau of Waterworks

Asaka Water Purification Plant, Advanced Water Treatment Facility (Phase II) construction

Misato Interchange South District Zoning Association

Misato Interchange South District Zoning Project Development work (Phase I. Phase II. Phase II(2), Phase III), etc

Keio Corporation

Chofu Station area connecting grade separated crossing construction (civil engineering), No. 6 Construction Section



of the civil engineering division is our human resources, and we intend to promote development in that area, as well.

Going forward, we will continue with our efforts in technology development to provide value for our clients and increase our workplace productivity. At the same time, we also intend to pursue measures to expand our areas of business and our earnings structure with careful attention to the future. To that end, we will take aggressive steps to develop business in the agriculture sector, the environmental and renewable energy sector and other areas.

Overseas Business

Business overview

In our overseas business, consolidated subsidiaries with bases in Brazil, Thailand, Vietnam, and other places are engaged mainly in private-sector construction. We are also developing business in the Asia and Africa regions through aid project construction, and in the America region through our real estate business.

Status of business in fiscal 2014

Fiscal 2014 sales in the overseas business amounted to 21.0 billion yen (a decrease of 12.7% year on year). In fiscal 2015, we expect to record 19.7 billion ven (a decrease of 6.2% year on year).

Our priority market overseas is Asia, and in the current fiscal year we established a Yangon Branch Office in Myanmar in March 2015.

It was also a first for Toda Corporation to receive an order in Sri Lanka for an Asian Development Bank loan project. Full-scale construction work has begun. In the overseas civil engineering business, this order has given us an opportunity to amass implementation experience, and we hope to use this in taking a new step in business.

Brazil is a key market that accounts for nearly 50% of the Group's overseas sales. Interest in the environment is increasing in Brazil, and environment-related international conferences and exhibitions of various kinds are being held. Toda also took part in these events, and we displayed environmental technology and gave lectures.

Main overseas hases



Toda America, Inc. Construtora Toda do Brasil S.A.



Yangon Branch Office Southeast Asia Regional Office Thai Toda Corporation Ltd. Toda Vietnam Co., Ltd.

Jakarta Representative Office

Overseas Timeline

1910

Toda participates in the building of facilities for the Anglo-Japanese Fair in London.

1914

Company participates in the construction of facilities for the Panama-Pacific Exhibition held in San Francisco.

1972

Construtora Toda do Brasil S.A. and Toda America, Inc. are established.

1988

Thai Toda Corporation Ltd. is established

2009

Toda Vietnam Co., Ltd. is established.

2010

Company celebrates the 100th anniversary of the start of overseas operations.

2012

Southeast Asia Regional Office is established.

2013

Jakarta Representative Office is established.

2015

Yangon Branch Office is established.

(Construction track record: 38 countries)



anda Brazil New plant (construction completed 2015 in Brazil)

Corporate governance

We take the view that active engagement in corporate governance measures to achieve continuing enhancement of corporate value is a crucial issue for management. With a view to the efficient execution of corporate business, the creation of supervisory structures, the assurance of sound, transparent management and the strengthening of compliance, we are putting in place the needed management structures and arrangements and enacting the measures required.

The board of directors and reinforcing the functionality of business operations

Our company has adopted the executive officer system, which separates management decision-making by directors from business operations by executive officers. This clearly delineates the scope of roles and responsibilities, and we are making every effort to reinforce functionality in those respective areas

The Board of Directors has 11 members (as of June 26, 2015). As a rule, the board meets once a month to deliberate on important management matters and oversee the execution of corporate business. Since fiscal 2014, we have been appointing two directors from outside the company as a measure to further strengthen transparency, objectivity and propriety, and the accountability of the Board of Directors. We have determined that personnel matters for the Board of Directors and key executives in the operating divisions, including their qualifications and fitness, are to be subjected to deliberation in the newly established Personnel Committee, which is chaired by an outside director, and reported to the Board of Directors.

The executive officers execute Toda corporate business in accordance with basic management policy decided by the Board of Directors. We also hold regular meetings of the Management Committee, Strategy Committee, and Executive Committee to deliberate on important matters of management and company business and make their findings known. These bodies also assign responsible executives, establish the scope of their responsibilities, prescribe procedures, and determine other such matters regarding company organization, division of duties, management authority, and formal approval procedures according to their respective rules and regulations.

Corporate governance structure (as of June 26, 2015) General Meeting of Shareholders Board of Corporate Auditors Appointment/ Coordination Corporate Auditor Office Oversight Oversiah **Executive Officers** (Managers of Headq

Enhancement of auditing systems

Our company has adopted a system of corporate auditors under which auditors, through seats on the Board of Directors and other means, audit the legality and propriety of operations. Since June 2008, we have further upgraded the management oversight function by adding one more auditor from outside the company, so there are now two internal auditors and three outside auditors

The Corporate Auditor Office is a unit that aids corporate auditors in their duties. Our rules call for personnel and organizational changes in this office to be determined in advance by the Board of Corporate Auditors or in accordance with advice sought from auditors designated by the Board of Corporate Auditors. This arrangement preserves the independence of auditors from the directors and executive officers.

Enhancement of internal controls

Toda established a Risk Management Office in March 2014 for the purpose of risk awareness on a company-wide basis, related reform of corporate culture, and institution of more advanced management. Through this office, we will promote the rearrangement of internal controls and crisis management systems. We have also established an Audit Department as an internal audit unit that conducts regular audits of the state of operations in the various corporate departments and divisions. In addition to reporting audit results to the President, various steps are also taken for collaboration and coordination by means of reports to the corporate auditors and regular exchanges of views with accounting auditors regarding their vision for internal auditing. Internal audits of Group companies are also conducted as required, in accordance with the management rules of the companies concerned.

Board Of Directors, Corporate Auditors and Executive Officers As of June 26, 2015

Directors

President and Representative Director

Masanori Imai

Representative Directors

Yushi Kikutani Shunichi Akiba Hirovuki Mivazaki **Directors** Morimichi Toda

Makoto Hayakawa Yutaka Nishizawa Toshihiro Otomo Hiroshi Uekusa Setsuhiro Shimomura

Shunsuke Amiya

Corporate Auditors

Standing Corporate Auditors

Etsuo Nonoguchi Takeshi Nishimaki

Corporate Auditors

Katsutoshi Suzuki Fumiyuki Akikusa Kazuhiko Kamiya

Executive Officers

President and Chief Executive Officer Masanori Imai

Senior Managing Executive Officers

Yushi Kikutani Shunichi Akiba Hiroyuki Miyazaki Morimichi Toda

Managing Executive Officers Makoto Hayakawa Yutaka Nishizawa

Toshihiro Otomo Hiroshi Uekusa Katsuaki Fukushima Kaoru Mitsumochi

Executive Officers Hiroyuki Yamada Teruo Sahashi Yuji Yokomizo Toshio Hirata Kenichi Okabe Takao Fukashiro Yoshihiko Yamamoto Kouichi Takahashi

Takanori Matsushima Yoshinori Shibuva Atsushi Ouchi

Noriaki Isemoto Toshiaki Gunji Masato Miyake Kouichi Kubota Hitoshi Asano Shinichi Nagata Ken Fujita Toshiaki Agata Hidemi Wakabayashi Toshihiro Yamazaki

CSR management

CSR promotion system |

The concept of corporate social responsibility (CSR) is becoming an essential element in upholding the competitiveness of a business. In order to promote CSR as a function integral with business throughout the entire Group, executive officers in charge of CSR have been appointed under the President and a CSR Liaison Conference has also been created to formulate CSR policy, approve programs, and manage progress in these and related areas.

In order to promote the more widespread awareness and adoption of CSR activities, we conduct a questionnaire survey of employee awareness of these matters (a separate Group survey is also conducted). Issues identified by comparative analysis of surveys and other sources are included in factors considered for our efforts to improve and promote CSR activities.

CSR promotion system



CSR policy and KPI selection

In recent years there has been a wide variety of social issues such as environmental problems and social infrastructure that are related to the construction industry and for which solutions are anticipated

Out of the various issues involved with our business activities, the Group has identified four topics in which society has shown a high degree of concern and which we think the Group should address in the interest of achieving sustainable growth with society. We have designated these as our four CSR policies: soundness and fairness, skilled manufacturing, job satisfaction, and communication. Under these four CSR policies we have designated priority program items and selected key performance indicators (KPI), and we are taking steps to manage the status of our progress and pursue ongoing improvement by implementing the Plan-Do-Check-Action (PDCA) cycle.

In determining priority program items and KPI, we have taken into consideration the GRI*1 Guidelines (4th edition) and ISO 26000*2, which are international CSR standards. We have also engaged in dialogue with stakeholders inside and outside the company and taken their views into account.

*1 GRI: Global Reporting Initiative: a non-profit organization with the mission of creating international guidelines for sustainability reporting. It is a United Nations Environment Programme (UNEP) Collaborating Center with headquarters in the Netherlands

*2 ISO 26000: international guidelines for the social responsibility of organizations, published by the International Organization for Standardization (ISO) in November 2010.

Consolidated Balance Sheets

Toda Corporation and consolidated Subsidiaries - As of March 31, 2014 and 2015

	Millions	Thousands of U.S. dollars	
	2014	2015	2015
ASSETS			
Current assets:			
Cash and deposits (Notes 9 and 11)	¥ 44,296	¥ 43,488	\$ 361,887
Notes and accounts receivable-trade (Note 11)	124,056	121,009	1,006,989
Short-term investment securities (Notes 11 and 12)	18,050	10,235	85,172
Real estate for sale	21,385	20,903	173,947
Costs on uncompleted construction contracts (Note5.7))	22,629	10,806	89,928
Other inventories	801	424	3,535
Deferred tax assets (Note 15)	72	230	1,916
Other	13,517	22,088	183,811
Allowance for doubtful accounts	(795)	(1,114)	(9,276)
Total current assets	244,014	228,072	1,897,912
Noncurrent assets:			
Property, plant and equipment: (Notes 5.1) and 17)			
Buildings and structures, net	14,022	12,179	101,353
Machinery, vehicles, tools, furniture and fixtures, net	765	709	5,903
Land (Note 5.6))	60,613	60,367	502,350
Lease assets, net	191	182	1,515
Construction in progress	10	122	1,020
Total property, plant and equipment	75,602	73,561	612,144
Intangible assets	2,868	2,969	24,713
Investments and other assets:			
Investment securities (Notes 5.2), 3), 11 and 12)	147,572	185,476	1,543,448
Long-term loans receivable (Notes 5.3) and 11)	1,325	765	6,373
Net defined benefit assets (Note 14)	-	2,296	19,109
Deferred tax assets (Note 15)	169	176	1,466
Other	3,184	2,630	21,892
Allowance for doubtful accounts	(1,227)	(506)	(4,210)
Total investments and other assets	151,024	190,839	1,588,079
Total noncurrent assets	229,495	267,370	2,224,936
Total assets	¥ 473,510	¥ 495,442	\$ 4,122,849

See accompanying notes to consolidated financial statements.

	Millions	Thousands of U.S. dollars	
	2014	2015	2015
LIABILITIES			
Current liabilities:			
Notes and accounts payable-trade (Note 11)	¥ 117,656	¥ 107,216	¥ 892,207
Short-term loans payable (Note 11)	52,353	32,597	271,262
Income taxes payable (Note 11)	798	651	5,423
Advances received on uncompleted construction contracts	37,455	26,763	222,712
Provision for bonuses	2,863	3,905	32,500
Provision for warranties for completed construction	2,773	2,316	19,277
Provision for loss on construction contracts (Note 5.7))	15,545	7,576	63,049
Provision for loss on litigation	435	435	3,625
Deposits received	15,936	15,314	127,436
Other	12,933	11,992	99,792
Total current liabilities	258,752	208,769	1,737,287
Noncurrent liabilities:			
Long-term loans payable (Note 11)	13,206	33,735	280,732
Deferred tax liabilities (Note 15)	25,102	36,252	301,678
Deferred tax liabilities for land revaluation (Note 15)	9,418	8,268	68,808
Provision for directors' retirement benefits	172	133	1,110
Provision for loss on liquidation of subsidiaries and affiliates	-	532	4,434
Net defined benefit liability (Note 14)	21,824	21,466	178,637
Asset retirement obligations	149	167	1,392
Other	3,004	3,126	26,020
Total noncurrent liabilities	72,877	103,684	862,815
Total liabilities	331,629	312,454	2,600,102
NET ASSETS			
Shareholders' equity:			
Capital stock	23,001	23,001	191,408
Capital surplus	25,504	25,504	212,236
Retained earnings	45,472	59,155	492,267
Treasury stock	(6,007)	(8,212)	(68,340)
Total shareholders' equity	87,971	99,449	827,572
Accumulated other comprehensive income (Note 7)			
Valuation difference on available-for-sale securities	45,477	74,942	623,640
Deferred gains on hedges	-	3	27
Revaluation reserve for land (Note 5.6))	5,722	6,017	50,077
Foreign currency translation adjustments	(700)	40	335
Remeasurements of defined benefit plans (Note 14)	(522)	91	759
Total accumulated other comprehensive income	49,977	81,095	674,840
Minority interests	3,930	2,443	20,334
Total net assets	141,880	182,988	1,522,747
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Consolidated Statements of Income

Toda Corporation and Consolidated Subsidiaries - For the years of March 31, 2014 and 2015

	M:III:	Thousands of	
	Millions o	if yen	U.S. dollars
	2014	2015	2015
Net sales:			
Net sales of construction contracts	¥ 434,958	¥ 407.650	\$ 3,392,285
Net sales of real estate business and other	14,028	12,673	105,462
Total net sales	448.987	420,324	3,497,748
Cost of sales:		.20,02 .	5,177,710
Cost of sales of construction contracts (Notes 6.1) and 4))	412,916	374,595	3,117,214
Cost of sales of real estate business and other (Note 6.2)	10,644	9,619	80,048
Total cost of sales	423,561	384,215	3,197,263
Gross profit:			2,,===
Gross profit on construction contracts	22.042	33.055	275,070
Gross profit on real estate business and other	3,383	3,054	25,414
Total gross profit	25,425	36,109	300,484
Selling, general and administrative expenses (Notes 6.3) and 4))	20,643	23,130	192,481
Operating income	4,782	12,978	108,003
Non-operating income:		,	
Interest income	272	416	3,468
Dividend income	1,928	2,097	17,453
Dividend income of insurance	269	173	1,444
Other	426	346	2,879
Total non-operating income	2,897	3,033	25,246
Non-operating expenses:			
Interest expenses	855	902	7,506
Commission fee	188	193	1,610
Other	51	103	858
Total non-operating expenses	1,095	1,198	9,974
Ordinary income	6,584	14,813	123,274
Extraordinary income:			
Gain on sales of noncurrent assets (Note 6.5))	490	307	2,562
Gain on sales of investment securities (Note 12)	4,161	1,051	8,750
Gain on negative goodwill (Note 16)	133	480	3,998
Reversal of provision for loss on litigation	550	-	
Other	1	1	16
Total extraordinary income	5,336	1,842	15,328
Extraordinary loss:			
Loss on sales of noncurrent assets (Note 6.6))	15	13	115
Impairment loss (Note 6.7))	684	802	6,677
Loss on sales of investment securities (Note 12)	2	-	-
Loss on valuation of investment securities (Note 12)	139	407	4 554
Loss on abandonment of noncurrent assets	7	186	1,551
Provision for loss on liquidation of subsidiaries and affiliates	-	532	4,434
Other	29 879	12	107
Total extraordinary losses		1,548	12,887
Income before income taxes and minority interests	11,041	15,107	125,715
Income taxes-current	732	930	7,746
Income taxes-deferred	(194)	(219)	(1,826)
Total income taxes (Note 15)	538	711	5,919
Net income before minority interests	10,503	14,395	119,796
Minority interests in income Net income (Note 20)	274 V 10 229	369	3,074
Net income (Note 20)	¥ 10,228	¥ 14,026	\$ 116,721

See accompanying notes to consolidated financial statements.

Consolidated Statements of Comprehensive Income Toda Corporation and Consolidated Subsidiaries - For the year of March 31, 2014 and 2015

	Millions o	Thousands of U.S. dollars	
	2014	2015	2015
Income before minority interests	¥ 10,503	¥ 14,395	\$ 119,796
Other comprehensive income (Note 7)			
Valuation difference on available-for-sale securities	5,423	29,467	245,216
Deferred gains or losses on hedges	(1)	3	27
Revaluation reserve for land	-	844	7,029
Foreign currency translation adjustment	948	867	7,219
Remeasurements of defined benefit plans	-	613	5,103
Total other comprehensive income	6,370	31,796	264,596
Comprehensive income	16,874	46,192	384,392
Comprehensive income attributable to			
Shareholders of the Company	16,569	45,694	380,247
Minority interests	¥ 305	¥ 498	\$ 4,144

See accompanying notes to consolidated financial statements.

Consolidated Statements of Changes in Net Assets Toda Corporation and consolidated subsidiaries - For the years ended March 31, 2014 and 2015

						١	Millions of	Yen					
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity	Valuation difference on available- for-sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Foreign currency translation adjustments	Remeasure- ments of defined benefit plans	Total accumulated other comprehen- sive income	Minority interests	Total net assets
Balance at March 31, 2013	¥23,001	¥25,502	¥36,723	¥(5,987)	¥79,240	¥40,046	¥ 1	¥5,940	¥(1,611)	¥ -	¥44,376	¥4,478	¥128,095
Cumulative effects of changes in accounting policies	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance	23,001	25,502	36,723	(5,987)	79,240	40,046	1	5,940	(1,611)	-	44,376	4,478	128,095
Changes during period													
Dividends from surplus	-	-	(1,556)	-	(1,556)	-	-	-	-	-	-	-	(1,556)
Net income	-	-	10,228	-	10,228	-	-	-	-	-	-	-	10,228
Purchase of treasury stock	-	-	-	(19)	(19)	-	-	-	-	-	-	-	(19)
Reversal of revaluation reserve for land	-	-	217	-	217	-	-	-	-	-	-	-	217
Other	-	1	(140)	-	(138)	-	-	-	-	-	-	-	(138)
Net changes of items other than shareholders' equity	-	-	-	-	-	5,431	(1)	(217)	910	(522)	5,600	(547)	5,053
Total changes of items during the period	-	1	8,749	(19)	8,731	5,431	(1)	(217)	910	(522)	5,600	(547)	13,784
Balance at March 31, 2014	¥23,001	¥25,504	¥45,472	¥(6,007)	¥87,971	¥45,477	¥ -	¥5,722	¥(700)	¥(522)	¥49,977	¥3,930	¥141,880
Cumulative effects of changes in accounting policies	-	-	662	-	662	-	-	-	-	-	-	-	662
Restated balance	23,001	25,504	46,135	(6,007)	88,634	45,477	-	5,722	(700)	(522)	49,977	3,930	142,542
Changes during period													
Dividends from surplus	-	-	(1,555)	-	(1,555)	-	-	-	-	-	-	-	(1,555)
Net income	-	-	14,026	-	14,026	-	-	-	-	-	-	-	14,026
Purchase of treasury stock	-	-	-	(2,205)	(2,205)	-	-	-	-	-	-	-	(2,205)
Reversal of revaluation reserve for land	-	-	549	-	549	-	-	-	-	-	-	-	549
Other	-	-	-	-	-	-	-	-	-	-	-	-	-
Net changes of items other than shareholders' equity	-	-	-	-	-	29,465	3	294	740	613	31,117	(1,487)	29,630
Total changes of items during the period	-	-	13,020	(2,205)	10,815	29,465	3	294	740	613	31,117	(1,487)	40,445
Balance at March 31, 2015	¥23,001	¥25,504	¥59,155	¥(8,212)	¥99,449	¥74,942	¥3	¥6,017	¥40	¥91	¥81,095	¥2,443	¥182,988

		Thousands of U.S. dollars											
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity	Valuation difference on available- for-sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Foreign currency translation adjustments	Remeasure- ments of defined benefit plans	Total accumulated other comprehen- sive income	Minority interests	Total net assets
Balance at March 31, 2014	\$191,408	\$212,236	\$378,403	\$(49,988)	\$732,060	\$378,441	\$ -	\$47,624	\$(5,830)	\$(4,343)	\$415,890	\$32,711	\$1,180,662
Cumulative effects of changes in accounting policies	-	-	5,513	-	5,513	-	-	-	-	-	-	-	5,513
Restated balance	191,408	212,236	383,916	(49,988)	737,573	378,441	-	47,624	(5,830)	(4,343)	415,890	32,711	1,186,175
Changes during period	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends from surplus	-	-	[12,947]	-	[12,947]	-	-	-	-	-	-	-	(12,947)
Net income	-	-	116,721	-	116,721	-	-	-	-	-	-	-	116,721
Purchase of treasury stock	-	-	-	(18,351)	(18,351)	-	-	-	-	-	-	-	(18,351)
Reversal of revaluation reserve for land	-	-	4,576	-	4,576	-	-	-	-	-	-	-	4,576
Other	-	-	-	-	-	-	-	-	-	-	-	-	-
Net changes of items other than shareholders' equity	-	-	-	-	-	245,199	27	2,453	6,165	5,103	258,949	(12,376)	246,572
Total changes of items during the period	-	-	108,350	(18,351)	89,998	245,199	27	2,453	6,165	5,103	258,949	(12,376)	336,571
Balance at March 31, 2015	\$191,408	\$212,236	\$492,267	\$(68,340)	\$827,572	\$623,640	\$27	\$50,077	\$335	\$759	\$674,840	\$20,334	\$1,522,747

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows

Toda Corporation and consolidated subsidiaries - For the years ended March 31, 2014 and 2015

	Millions o	f yen	Thousands of	
	2014	2015	U.S. dollars 2015	
Net cash provided by (used in) operating activities:	2014	2013	2013	
Income before income taxes and minority interests	¥ 11,041	¥ 15,107	\$ 125,715	
Depreciation and amortization	1,875	1,667	13,874	
Impairment loss	684	802	6,677	
Amortization of goodwill	27	-	-	
Increase (decrease) in allowance for doubtful accounts	(478)	(435)	(3,621)	
Decrease in provision for retirement benefits	(21,356)	-	-	
Increase (decrease) in net defined benefit liability	21,824	(245)	(2,045)	
Increase (decrease) in net defined benefit asset	-	(1,444)	(12,022)	
Increase (decrease) in other provision	(5,128)	(6,898)	(57,407)	
Gain on negative goodwill	(133)	(480)	(3,998)	
Loss on valuation of investment securities	139	.	-	
Loss (gain) on sales of investment securities	(4,159)	(1,051)	(8,750)	
Loss (gain) on sales of property, plant and equipment	(474)	(294)	(2,446)	
Interest and dividend income	(2,201)	(2,514)	(20,922)	
Interest expenses	855	902	7,506	
Decrease in notes and accounts receivable-trade	41,009	3,237	26,940	
Decrease (increase) in costs on uncompleted construction contracts	(2,445)	11,828	98,433	
Decrease in real estate for sale	3,470 (37,952)	1,663 (10,697)	13,840 (89,018)	
Increase (decrease) in notes and accounts payable-trade Increase (decrease) in advances received on uncompleted construction contracts	3,078	(10,715)	(89,167)	
Other, net	1,739	(1,614)	(13,437)	
Subtotal	11,416	(1,183)	(9,849)	
Interest and dividend income received	2,204	2,515	20,929	
Interest expenses paid	(863)	(892)	(7,428)	
Income taxes paid	(586)	(1,386)	(11,537)	
Net cash provided by (used in) operating activities	12,171	(947)	(7,886)	
Net cash provided by (used in) investing activities:				
Payments into time deposits	(193)	(200)	(1,668)	
Proceeds from withdrawal of time deposits	707	193	1,613	
Purchase of property, plant and equipment	(1,626)	(2,439)	(20,300)	
Proceeds from sales of property, plant and equipment	3,119	1,845	15,360	
Purchase of intangible assets	(411)	(525)	(4,376)	
Purchase of investment securities	(475)	(3,124)	(26,000)	
Proceeds from sales and redemption of investment securities	10,117	6,013	50,045	
Payments of loans receivable	(71)	(1)	(8)	
Collection of loans receivable	78	232	1,932	
Other, net	196	(11)	(99)	
Net cash provided by (used in) investing activities	11,441	1,982	16,498	
Net cash provided by (used in) financing activities:				
Net increase (decrease) in short-term loans payable	(2,812)	(7,236)	(60,222)	
Decrease in commercial paper	(11,000)	-	-	
Proceeds from long-term loans payable	8,865	24,470	203,628	
Repayment of long-term loans payable	(2,910)	(16,459)	(136,971)	
Cash dividends paid	(1,556)	(1,555)	(12,947)	
Cash dividends paid to minority shareholders	(19)	(17)	(145)	
Purchase of treasury stock	(19)	(2,205)	(18,351)	
Payment for purchase of treasury stock by consolidated subsidiaries	(715)	(1,494)	(12,437)	
Other, net	(79)	(75)	(632)	
Net cash provided by (used in) financing activities	(10,248)	(4,576)	(38,080)	
Effect of exchange rate change on cash and cash equivalents	680	725	6,038	
Net increase (decrease) in cash and cash equivalents	14,045	(2,815)	(23,430)	
Cash and cash equivalents at the beginning of current period	48,015	62,061	516,447	
Cash and cash equivalents at the end of current period (Note 9)	62,061	59,245	493,017	

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

Toda Corporation and Consolidated Subsidiaries

1. Basis of Presenting Consolidated Financial Statements

The consolidated financial statements presented herein of Toda Corporation (the "Company") and its consolidated subsidiaries (together, the "Companies") are prepared in accordance with the provisions set forth in the Financial Instruments and Exchange Law of Japan, and in conformity with accounting principles generally accepted in Japan.

These consolidated financial statements incorporate certain modifications in format so as to make the financial statements more meaningful to readers outside Japan.

These modifications have no effect on total assets, net sales, retained earnings or net income.

(U.S.Dollar Amount

The U.S.dollar amounts are included solely for convenience and have been translated, as a matter of arithmetical computation only, at the rate of ¥120.17 = US\$1, the exchange rate prevailing on the Tokyo foreign exchange market on March 31,2015, and have been then rounded down to the nearest thousand. This translation should not be construed as a representation that the yen amounts actually represent, have been or could be converted into U.S. dollars at this or any other rate.

2. Summary of Significant Accounting Policies

1) Scope of consolidation

The accompanying consolidated financial statements include the accounts of Toda Corporation and 14subsidiaries, namely Toda Road Co., Ltd., Toda Bldg. Partners Co., Ltd., Chiyoda Kenkou Co., Ltd.,Chiyoda Staff Service Co., Ltd., APEC Engineering Co., Ltd., Toda Finance Co., Ltd., Towa Kanko Kaihatsu Co., Ltd.,Toda America, Inc., Construtora Toda do Brasil S/A, Toda Construction(Shanghai)Co.,Ltd., Thai Toda Corporation Ltd., Toda Vietnam Co., Ltd., ABTD, INC. and Toda Philippines, INC.

Other subsidiaries were not consolidated, as they were not significant in terms of the effect on total assets, net sales, net income or retained earnings of the consolidated financial statements.

2) Application of the equity method

All non-consolidated subsidiaries and affiliates were not accounted for using the equity method, as these companies were not significant in terms of the effect on net income or retained earnings of the consolidated financial statements

3) Fiscal year of consolidated subsidiaries

Of the consolidated subsidiaries, Toda America, Inc., Construtora Toda do Brasil S/A, Toda Construction (Shanghai)Co., Ltd., Thai Toda Corporation Ltd., Toda Vietnam Co., Ltd., ABTD, INC. and Toda Philippines, INC. close their fiscal year on December 31 each year.

In preparing the consolidated financial statements, the Company used financial statements as of December 31 of all these subsidiaries.

However, adjustments necessary for the purpose of consolidation have been made for fiscal year-end.

The fiscal year-end of all other consolidated subsidiaries is the same as the consolidated fiscal year-end.

4) Standards and evaluation methods for important assets

(a) Short term investment securities and investment securities

Held-to-maturity debt securities

Amortized cost method (straight-line method)

Available-for-sale securities

• Securities with a fair value:

Stated at fair value, determined by the market price at the consolidated fiscal year-end date (the difference between the book value and the fair value is recorded as a component of net assets, while the cost of securities sold is computed using the moving-average method)

Securities with no fair value:

Stated at cost, determined by the moving-average method

(b) Inventories

Costs on uncompleted construction contracts Stated at cost, determined by the specific identification cost method Real estate for sale

Stated at cost, determined by the specific identification cost method (The book value on the consolidated balance sheets is presented after writedown for decline in profitability.)

5) Methods of depreciation and amortization depreciable assets

(a) Property, plant and equipment (excluding lease assets)

The declining-balance method is primarily used. However, the straight-line method is used for buildings (excluding building fixtures) acquired on and after April 1, 1998.

Standards Identical to regulations in the Corporate Income Tax Law are utilized to determine expected lifetime and residual value.

(b) Intangible fixed assets (excluding lease assets)

The straight-line method is used.

Standards identical to regulations in the Corporate Income Tax Law are utilized to determine expected lifetime and residual value.

However, the amortization of software used by the companies is computed using the straight-line method based on the estimated useful life.

(c) Lease assets

Leased assets under finance leases other than those that are deemed to transfer ownership to lessees

Depreciation is based on the straight-line method over the lease term of the leased assets with no residual value.

6) Allowances and provisions

(a) Allowance for doubtful accounts

The allowance for doubtful trade receivables and loans has been provided based on historic loss experience for general accounts and also includes the aggregate amount of the estimated loss for the accounts for which concern actually exists for collectability.

(b) Provision for bonuses

This is provided for the payment of bonuses for employees, based on expected payment amount.

(c) Provision for warranties for completed construction

To cover expenses for defects claimed concerning completed work, this is provided based on the estimated amount of compensation in the future for the work completed during the consolidated fiscal year.

(d) Provision for loss on construction contracts

The provision for loss on construction contracts is provided at the estimated amount for the future losses on contract backlog at the fiscal year-end which will be probably incurred and which can be reasonably estimated.

(e) Provision for directors' retirement benefits

To prepare for the payment of retirement benefits for executive officers and subsidiaries' directors, the provision is provided at the amount to be paid according to internal regulations if they had retired at the consolidated fiscal year-end.

(f) Provision for loss on litigation

The provision for loss on litigation is provided at the estimated amount for a possible future loss arising from litigation.

(g) Provision for loss on liquidation of subsidiaries and affiliates

The provision for loss on liquidation of subsidiaries and affiliates is provided at the estimated

amount for a possible future loss arising from liquidation.

7) Accounting Policies of retirement benefits

The provision for retirement benefits for employees is calculated based on estimated amounts of retirement benefit obligations and pension assets as of the consolidated fiscal year-end.

Regarding lump-sum severance indemnity plan for the consolidated subsidiaries, the amount is calculated based on simplified method (method to assume required payment amount based on voluntary termination of employment on the closing date as retirement benefit obligations).

The estimated amount of retirement benefit is allocated to periods of service based on the benefit formula.

Actuarial differences are amortized commencing the following year after the difference is recognized primarily by the straight-line method over a period of five years.

Prior service cost is amortized by the straight-line method over a period of five years.

8) Recognition of net sales from construction contracts and related costs

The Companies apply the percentage of completion method to those contracts in which the percentage of completion at the consolidated fiscal year-end can be reliably estimated, and other contracts are recorded under the completed contract method.

Translation of foreign currency assets and liabilities All monetary assets and liabilities denominated in foreign currencies

are translated into Japanese yen at the exchange rates prevailing at the consolidated fiscal year-end.

The resulting gains and losses are included in net income or loss for the consolidated fiscal year.

Assets and liabilities accounts of foreign consolidated subsidiaries are translated into Japanese yen at the exchange rate prevailing at the fiscal year-end.

Income and expense accounts of foreign consolidated subsidiaries are translated into Japanese yen at the average annual exchange rate.

The resulting translation adjustments are included in foreign currency translation adjustment and minority interests in the net assets of the consolidated balance sheets.

3. Change in accounting method

Effective the year ended March 31, 2015, paragraph 35 of "Accounting Standard for Retirement Benefits" (ASBJ Statement No.26, issued on May 17, 2012) and paragraph 67 of "Guidance on Accounting Standard for Retirement Benefits" (ASBJ Guidance No.25, issued on May 17, 2012) were adopted.

As a result of the adoption of these issued accounting standards, the method for calculating retirement benefit obligation and service cost has been revised. The method for attributing projected benefits to periods has been changed from the straight-line basis to the benefit formula basis, and the method for determining the discount rate has been changed to use a single weighted-average discount rate that reflects the periods until the expected payment of retirement benefits and the amount of projected benefits every such period.

4. Accounting standards issued but not yet adopted

(Accounting Standard for Business Combinaions)

- Accounting Standard for Business Combinations (ASBJ Statement No.21 issued on September 13, 2013)
- Accounting Standard for Consolidated Financial Statements (ASBJ Statement No.22 issued on September 13, 2013)
- Accounting Standard for Business Divestitures (ASBJ Statement No.7 issued on September 13, 2013)
- Accounting Standard for Earnings Per Share (ASBJ Statement No.2 issued on September 13, 2013)
- Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures (ASBJ Guidance No.10 issued on September 13, 2013)
- Guidance on Accounting Standard for Earnings Per Share (ASBJ Guidance No.4 issued on September 13, 2013)

10) Hedge Accounting

The Companies apply hedge accounting as follows:

(a) Method of hedge accounting adopted

Deferral hedge accounting

If the interest rate swap contracts are used as hedge and meet certain hedging criteria, net amounts to be paid or received under the interest rate swap contracts are added to or deducted from the interest or liabilities for which the swap contract were executed.

(b) Measure and objects

1. Measures: Forward foreign exchange contracts

Objects: Transactions to be paid in foreign currencies in cases of overseas construction of work and overseas procurement of materials

2. Measures: Interest rate swap

Objects: Borrowings

(c) Hedging principles:

Based on internal regulations which stipulate the execution authority regarding on derivative transactions and those for transaction limits, the Companies utilize hedges to minimize the risk of currency exchange rate and interest rate fluctuations associated with the hedge objects.

(d) Evaluation method of effectiveness of hedging:

During the period from the time when the hedging first started until the consolidated fiscal year-end, the Companies have been assessing the hedge effectiveness primarily by comparing, in terms of variation amounts, [1] cumulative cash flow changes or exchange rate changes of the hedge objects and [2] cumulative cash flow changes or exchange rate changes of the hedge measures.

However, the evaluation of hedge effectiveness is omitted for interest swaps as they meet certain hedging criteria for the exceptional treatment.

11) Cash and cash equivalents

For the consolidated statements of cash flows, cash and cash equivalents are defined as cash on hand, deposits that can be withdrawn at any time and highly liquid short-term investments with a maturity date within three months after acquisition.

The effected of the adoption of these issued accounting standards was included in retained earnings as cumulative effect of change in method of accounting as of April 1, 2014 in accordance with transitional accounting treatments provided in the issued accounting standards.

As a result of the adoption of these issued accounting standards, net defined benefit assets increased by ¥851 million(\$7,087 thousand), net defined benefit liability decreased by ¥114 million(\$949 thousand), and retained earnings increased by ¥662 million(\$5,513 thousand) as of April 1, 2014. In addition, the effect of this change on operating income, ordinary income and income before income taxes and minority interests for the year ended March 31, 2015 were immaterial. The effect of this change on net assets per share as of March 31, 2015 was immaterial.

1) Summar

These accounting standards and guidance have been revised with respect to the treatm-ent of changes in equity held by the parent company in subsidiaries when control is retained, the treatment of acquisition-related expenses, and the treatment of the disclosure of net income, changes in terminology from minority interest to non-controlling interests and the finalization of tentative accounting treatment related to the additional acquisition of shares in subsidiaries.

2) Planned date of adoption

These revisions are due to be applied from the biginning of the fiscal year ending March 31,2016. The tentative accounting treatment described in the standard is due to be applied to business combinations implemented after the beginning of the fiscal year ending March 31, 2016.

3) Effect of adoption of the accounting standard

The amount of the impact was being evaluated at the time of preparing the accompanying consolidated financial statements.

5. Notes to Consolidated Balance Sheets

	Millions of yen		Thousands of U.S. dollars	
As of March 31	2014	2015	2015	
1) Accumulated depreciation of property, plant and equipment	¥ 33,317	¥ 32,772	\$ 272,721	
2) Investments in Non-consolidated subsidiaries and affiliates included in investment securities	¥ 1,390	¥ 1,445	\$ 12,031	
3) Assets pledged as collateral:				
Short-term investment securities	-	235	1,956	
Investment securities	637	397	3,304	
Long-term loans receivable	597	509	4,237	
Total	¥ 1,235	¥ 1,141	\$ 9,498	
4) Contingent liabilities (guarantee liabilities)	¥ 210	¥ 267	\$ 2,229	
5) Loan commitment agreement:				
Maximum limit under the agreement	¥ 30,000	¥ 30,000	\$ 249,646	
Loan balance outstanding	-	-	-	
Difference (unused portion)	¥ 30,000	¥ 30,000	\$ 249,646	

6) Land revaluation

Based on the Land Revaluation Law, the Company has revaluated land held for business use and has recorded any discrepancies in the consolidated balance sheets as revaluation reserve for land.

7) Provision for loss on construction contracts included in costs on uncompleted construction contracts

	Millions	I housands of U.S. dollars	
As of March 31	2014	2015	2015
Costs on uncompleted construction contracts	¥ 4,136	¥ 37	\$ 308

8) Change in holding purpose of assets

The following noncurrent assets were reclassified as real estate held for sale due to change in holding purpose.

	Millions	Millions of yen	
	2014	2015	2015
Buildings and structures	-	771	6,418
Land	-	398	3,319

6. Notes to Consolidated Statements of Income

	Millions of yen		Thousands of U.S. dollars			
For the years ended March 31	20	14	2015		2015	
1) Provision for loss on construction contracts included in costs of sales	¥	8,808	¥	2,719	\$	22,633
2) Valuation loss on real estate for sale included in costs of sales	¥	16	¥	53	\$	445
3) Principal components of selling, general and administrative expenses:						
Employees' salaries and allowances	¥	9,546	¥	10,165	\$	84,592
Provision for bonuses		1,609		2,337		19,451
Retirement benefit expenses		996		730		6,081
Provision (reversal) of allowance for doubtful accounts		(453)		(24)		(207)
4) Research and development expenditures included in selling, general and administrative expenses and construction costs	¥	1,201	¥	1,066	\$	8,871
5) Gain on sales of noncurrent assets:						
Buildings and structures	¥	153	¥	0	\$	8
Land		335		284		2,367
Other		2		22		187
Total	¥	490	¥	307	\$	2,562
6) Loss on sales of noncurrent assets:						
Buildings and structures	¥	10	¥	0	\$	1
Land		5		13		113
Other		0		0		0
Total	¥	15	¥	13	\$	115

7) Impairment loss on fixed assets

The group puts its assets for business purposes, primarily into main office and branch office. And other assets are put each properties. Impairment loss on fixed assets was as follows.

For the fiscal year ended March 31, 2014

Location	Purpose	Туре	Impairment loss (Millions of Yen)
Kasukabe City, and other	Business property	Buildings, structures and land	¥396
_	_	Goodwill	¥288

The recoverable value is mainly the net sale value. The net sale value is computed by withholding the cost of disposal from the sale value. Impairment of goodwill is caused by business environment and yieldability of APEC Engineering Co., Ltd.,

For the fiscal year ended March 31, 2015

Location	Purpose	Туре	(Millions of Yen)	(Thousands of U.S. dollars)
Chuo Ward , Tokyo, and other	Rental locations	Buildings, structures and land	¥802	\$6,677

The recoverable value is mainly the net sale value. The net sale value is computed by withholding the cost of disposal from the sale value.

7. Notes to Consolidated Statements of comprehensive income

		Millions of yen			Thousands of U.S. dollars	
Reclassification and tax effect of comprehensive income for the years ended March 31	20	14	20)15	2	015
Valuation difference on available-for-sale securities:						
Accrual	¥	12,344	¥	40,934	\$	340,638
Reclassification		(4,126)		(1,051)		(8,750)
Before adjust tax effect		8,217		39,882		331,887
Tax effect		(2,794)	l	[10,415]		(86,671)
Valuation difference on available-for-sale securities	¥	5,423	¥	29,467	\$	245,216
Deferred gains (losses) on hedges:						
Accrual	¥	15	¥	8	\$	67
Reclassification		(17)		(3)		(25)
Before adjust tax effect		(2)		4		41
Tax effect		0		(1)		(13)
Deferred gains (losses) on hedges	¥	(1)	¥	3	\$	27
Foreign currency translation adjustments:						
Accrual	¥	948	¥	867	\$	7,219
Revaluation reserve for land:						
Tax effect		-	¥	844	\$	7,029
Revaluation reserve for land		-	¥	844	\$	7,029
Remeasurements of defined benefit plans:						
Accrual		-	¥	1,076	\$	8,956
Reclassification		-		(287)		(2,389)
Before adjust tax effect		-		789		6,566
Tax effect		-		(175)		[1,463]
Remeasurements of defined benefit plans		-		613		5,103
Total of other comprehensive income	¥	6,370	¥	31,796	\$	264,596

8. Notes to Consolidated Statements of Changes in Net Assets

		Number of shares			
For the fiscal year ended March 31, 2014	Class of shares	April 1, 2013	Increase	Decrease	March 31, 2014
Issued stock	Common stock	322,656,796	-	-	322,656,796
Treasury stock	Common stock	11,418,734	63,355	-	11,482,089
			Number	of shares	
For the fiscal year ended March 31, 2015	Class of shares	April 1, 2014	Increase	Decrease	March 31, 2015
Issued stock	Common stock	322,656,796	-	-	322,656,796
Treasury stock	Common stock	11,482,089	4,038,545	-	15,520,634
		Number of shares			
For the fiscal year ended March 31, 2014	Class of shares	Total Dividends	Dividends per share	Record date	Effective date
June 27, 2013 resolution by annual general meeting of shareholders	Common stock	¥1,556million	¥5.00	March 31, 2013	June 28, 2013
June 27, 2014 resolution by annual general meeting of shareholders	Common stock	¥1,555million	¥5.00	March 31, 2014	June 30, 2014
			Number	of shares	
For the fiscal year ended March 31, 2015	Class of shares	Total Dividends	Dividends per share	Record date	Effective date
June 27, 2014 Resolution by Annual General Meeting of Shareholders	Common stock	¥ 1,555million (\$12,947thousand)	¥ 5.00	March 31, 2014	June 30, 2014
June 26, 2015 Resolution by Annual General Meeting of Shareholders	Common stock	¥ 2,149million (\$17,890thousand)	¥ 7.00	March 31, 2015	June 29, 2015

9. Notes to Consolidated Statements of Cash Flows

	Millions	Thousands of U.S. dollars	
Reconciliation between cash and deposits on the consolidated balance sheets and cash and cash equivalents at the fiscal year-end:	2014	2015	2015
Cash and deposits of the consolidated balance sheets	¥ 44,296	¥ 43,488	\$ 361,887
(Less) time deposits with maturities of more than three months	(235)	(241)	(2,012)
Short-Term investment securities	18,000	10,000	83,215
Current assets: Other	-	5,999	49,926
Cash and cash equivalents of the consolidated statements of cash flows	¥ 62,061	¥ 59,245	\$ 493,017

10. Lease Transactions

	Million	U.S. dollars	
As of March 31	2014	2015	2015
Future minimum lease payments under non-cancelable operating leases:			
Due within one year	¥ 128	¥ 94	\$ 788
Due after one year	173	153	1,278
Total	¥ 302	¥ 248	\$ 2,067
Future minimum lease income under non-cancelable operating leases:			
Due within one year	¥ 1,869	¥ 2,195	\$ 18,272
Due after one year	5,724	5,629	46,843
Total	¥ 7,594	¥ 7,824	\$ 65,115

11. Fair value of Financial Instrument

		Millions of yen	
As of March 31, 2014	Book value	Fair value	Difference
(1) Cash and deposits	¥ 44,296	¥ 44,296	-
(2) Notes and accounts receivable - trade	124,056	124,035	(20)
(3) Short-term investment securities, investment securities (Note)	156,532	156,693	160
(4) Long-term loans receivable	935	983	48
Assets total	¥ 325,821	¥ 326,009	¥ 187
(1) Notes and accounts payable - trade	¥ 117,656	¥ 117,656	¥ -
(2) Short-term loans payable	52,353	52,353	-
(3) Income taxes payable	798	798	-
(4) Long-term loans payable	13,206	13,214	¥ 7
Liabilities total	¥ 184,015	¥ 184,022	¥ 7
Derivative transactions	-	-	-

Note: 1. The fair value of unlisted stocks is considered to be extremely difficult to calculate, as there are no market prices and no valuations of future cash flow. Therefore, these stocks are not included in "Short-term investment securities and investment securities."

2. Long-term loans receivable are equivalent to the carrying amount after deduction of allowance for doubtful accounts.

Unlisted stocks

As of March 31, 2014 (stated at book value)	Millions of yen
Stocks of non-consolidated subsidiaries and affiliated companies which are not accounted for by the equity method:	
Stocks of subsidiaries	¥ 109
Stocks of affiliated companies	221
Unlisted preferred equity securities	1,055
Other investment securities	
Unlisted stocks	¥ 5,385
Unlisted preferred equity securities	2,303
Others	9

	Millions of yen			Thousands of U.S. dollars			
As of March 31, 2015	Book value	Fair value	Difference	Book value	Fair value	Difference	
(1) Cash and deposits	¥ 43,488	¥ 43,488	¥ -	\$ 361,887	\$ 361,887	\$ -	
(2) Notes and accounts receivable - trade	121,009	120,939	(70)	1,006,989	1,006,406	(583)	
(3) Short-term investment securities, investment securities (Note)	188,230	188,462	232	1,566,370	1,568,302	1,931	
(4) Long-term loans receivable	765	818	52	6,373	6,812	439	
Assets total	¥ 353,494	¥ 353,709	¥ 214	\$ 2,941,622	\$ 2,943,409	\$ 1,787	
(1) Notes and accounts payable - trade	107,216	107,216	-	892,207	892,207	-	
(2) Short-term loans payable	32,597	32,597	-	271,262	271,262	-	
(3) Income taxes payable	651	651	-	5,423	5,423	-	
(4) Long-term loans payable	33,735	33,790	54	280,732	281,189	457	
Liabilities total	¥ 174,201	¥ 174,256	¥ 54	\$1,449,625	\$1,450,082	\$ 457	
Derivative transactions	¥ 2	¥ 2	¥ -	\$ 23	\$ 23	\$ -	

Note: 1. The fair value of unlisted stocks is considered to be extremely difficult to calculate, as there are no market prices and no valuations of future cash flow. Therefore, these stocks are not included in "Short-term investment securities and investment securities."

2. Long-term loans receivable are equivalent to the carrying amount after deduction of allowance for doubtful accounts.

Unlisted stocks

As of March 31, 2015(stated at book value)	Millions of yen	Thousands of U.S. dollars
Stocks of non-consolidated subsidiaries and affiliated companies which are not accounted for by the equity method:		
Stocks of subsidiaries	¥ 109	\$ 907
Stocks of affiliated companies	281	2,343
Unlisted preferred equity securities	1,055	8,779
Other investment securities		
Unlisted stocks	¥ 5,384	\$ 44,810
Unlisted preferred equity securities	140	1,166
Investments in silent pertnersships	500	4,160
Others	9	81

12. Marketable Securities and Investment Securities

Held-to-maturity debt securities:

	Millions of yen					
As of March 31, 2014	Book value	Fair value	Difference			
Securities with a fair value that exceeds the book value	¥ 2,761	¥ 2,921	¥ 160			
Securities with a fair value that does not exceed the book value	339	339	(0)			
Total	¥ 3,101	¥ 3,261	¥ 160			

Available-for-sale securities with a fair value:

	Millions of yen					
As of March 31, 2014	Book value	Acquisition cost	Difference			
Securities with a book value that exceeds the acquisition cost:						
Stocks	¥ 123,145	¥ 52,236	¥ 70,909			
Bonds	-	-	-			
Others	1,065	1,002	62			
Subtotal	124,211	53,239	70,972			
Securities with a book value that does not exceed the acquisition cost:						
Stocks	11,170	11,718	(547)			
Bonds	50	50	-			
Others	18,000	18,000	-			
Subtotal	29,220	29,768	(547)			
Total	¥ 153,431	¥ 83,007	¥ 70,424			

Note: The Companies recognized losses on write-down of ¥139 million for available-for-sale securities.

	Millions of yen					
For the year ended March 31, 2014	Sales amount	Total gain on sales	Total loss on sales			
Available-for-sale securities sold	¥ 8,096	¥ 4,161	¥2			

Held-to-maturity debt securities:

		Millions of yen		Thousands of U.S. dollars			
As of March 31, 2015	Book value	Fair value	Difference	Book value	Fair value	Difference	
Securities with a fair value that exceeds the book value	¥ 3,057	¥ 3,292	¥ 234	\$ 25,445	\$ 27,395	\$ 1,949	
Securities with a fair value that does not exceed the book value	242	240	(2)	2,018	2,000	(17)	
Total	¥ 3,300	¥ 3,532	¥ 232	\$ 27,464	\$ 29,396	\$ 1,931	

Available-for-sale securities with a fair value:

		Millions of yen		Tho	usands of U.S. dol	lars
As of March 31, 2015	Book value	Acquisition cost	Difference	Book value	Acquisition cost	Difference
Securities with a book value that exceeds						
the acquisition cost:						
Stocks	¥ 172,793	¥ 62,494	¥ 110,298	\$ 1,437,909	\$ 520,051	\$ 917,857
Bonds	-	-	-	-	-	-
Others	1,617	1,529	87	13,459	12,730	728
Subtotal	174,410	64,024	110,386	1,451,368	532,781	918,586
Securities with a book value that does not						
exceed the acquisition cost:						
Stocks	519	598	(79)	4,323	4,982	(659)
Bonds	-	-	-	-	-	-
Others	10,000	10,000	-	83,215	83,215	-
Subtotal	10,519	10,598	(79)	87,538	88,198	(659)
Total	¥ 184,930	¥ 74,623	¥ 110,307	\$ 1,538,906	\$ 620,979	\$ 917,927

Note: The Companies recognized no loss on write-down. Write-down losses are recognized in each of following cases. Case of securities with a fair value

- Fair value of fiscal year end and quarter settlement day in a row decline more than 30% compared to book value in succession.

Fair value declined more than 50% compared to book value.

Case of securities without a fair value

Net worth of equivalent of Equity declines more than 50% compared to acquisition cost.

	Millions of yen			Tho	usands of U.S. do	llars
For the fiscal year ended March 31, 2015	Sales amount	Total gain on sales	Total loss on sales	Sales amount	Total gain on sales	Total loss on sales
Available-for-sale securities sold	3,286	1,051	-	27,345	8,750	-

13. Derivative Transactions

For the year ended March 31, 2014

Derivative transactions to which the hedge accounting method is not applied:

Derivative transactions to which the hedge accounting method is applied:

(1) Currency-related transactions

(2) Interest-related transactions

				Millions of yen	
Method of processing	Measures	Objects	Contract amount	more than 1 year	Estimated fair value
Eventional treatment of	Interest rate swaps				
Exceptional treatment of interest rate swaps	Payment fixed , Receive floating	Long-term loans payable	¥ 3,960	¥ 1,800	*

^{*}These interest rate swaps, subject to the exceptional treatment are treated en bloc with the relevant long-term loans payable. Therefore, the fair value of the contracts is included in the fair value of the relevant long-term loans payable.

For the year ended March 31, 2015

Derivative transactions to which the hedge accounting method is not applied:

Derivative transactions to which the hedge accounting method is applied:

(1) Currency-related transactions

			Millions of yen			Thousands of U.S. dollars		
			Contract	more than	Estimated	Contract	more than	Estimated
Method of processing	Measures	Objects	amount	1 year	fair value	amount	1 year	fair value
Method in principle	Forward foreign exchange contracts Buy USD	Forecasted purchasing transaction	¥ 1,329	¥ 17	¥ 2	\$ 11,062	\$ 145	\$ 23
Total			¥ 1,329	¥ 17	¥ 2	\$ 11,062	\$ 145	\$ 23

Estimated fair value was calculated based on price information provided by the counterparty financial institution.

(2) Interest-related transactions

		_	Millions of yen			Inousa	ands of U.S. d	ollars
			Contract	more than	Estimated	Contract	more than	Estimated
Method of processing	Measures	Objects	amount	1 year	fair value	amount	1 year	fair value
Exceptional treatment	Interest rate swaps							
Exceptional treatment of interest rate swaps	Daymont tived	Long-term loans payable	¥ 4,360	¥ 4,100	*	\$ 36,281	\$ 34,118	*

^{*}These interest rate swaps, subject to the exceptional treatment are treated en bloc with the relevant long-term loans payable. Therefore, the fair value of the contracts is included in the fair value of the relevant long-term loans payable.

14. Retirement Benefits

The Company had a defined benefit plan that consists of a defined benefit pension plan and a lump-sum benefit plan. Some of the foreign consolidated subsidiaries have defined contribution plans. And the other consolidated subsidiaries have lump-sum benefit plans.

The schedule of the defined benefit obligation	Millions	Millions of yen	
	2014	2015	2015
As of April 1, 2014	¥ 45,602	¥ 44,118	\$ 367,130
Cumulative effects of changes in accounting policies	-	(965)	(8,035)
Restated balance	45,602	43,152	359,094
Service cost	1,856	1,783	14,839
Interest cost	531	503	4,189
Actuarial losses	(177)	(229)	(1,906)
Benefit paid	(3,696)	(3,251)	(27,055)
other	1	2	17
As of March 31, 2015	¥ 44,118	¥ 41,960	\$ 349,178

The schedule of the pension assets	Millions of van		Thousands of U.S. dollars
	2014	2015	2015
As of April 1, 2014	¥ 22,342	¥ 22,293	\$ 185,520
Expected return on pension assets	267	267	2,226
Actuarial losses	569	847	7,050
Contributions by the employer	1,182	1,184	9,856
Benefit paid	(2,067)	(1,802)	(15,003)
As of March 31, 2015	¥ 22,293	¥ 22,790	\$ 189,650

The reconciliation of the defined benefit obligations and pension assets to the liabilities		Millions of yen		
and assets on retirement benefits recognized in the consolidated balance sheet	2014	2015	2015	
Funded defined benefit obligations	¥44,118	¥41,960	\$ 349,178	
Pension assets	(22,293)	(22,790)	(189,650)	
	21,824	19,170	159,528	
Net amount of liabilities and assets recognized in consolidated balance sheet	21,824	19,170	159,528	
Net defined benefit liability	21,824	21,466	178,637	
Net defined benefit asset	-	(2,296)	(19,109)	
Net amount of liabilities and assets recognized in consolidated balance sheet	¥ 21,824	¥ 19,170	\$ 159,528	

The breakdown of items in retirement benefit costs	Millions of van		Thousands of U.S. dollars
	2014	2015	2015
Service cost	¥ 1,856	¥ 1,783	\$ 14,839
Interest cost	531	503	4,189
Expected return on pension assets	(267)	(267)	(2,226)
Amortization of actuarial differences	931	9	81
Amortization of prior service costs	(296)	(296)	(2,471)
Retirement benefit costs	¥ 2,756	¥ 1,731	\$ 14,412

Remeasurements of defined benefit plans	Millions of van		Thousands of U.S. dollars
	2014	2015	2015
Prior service cost	¥ -	¥ (296)	\$ (2,471)
Actuarial loss	_	1,086	9,038
Total	¥ -	¥ 789	\$ 6,566

Unrecognized remeasurements of defined benefit plans	Millions	s of yen	Thousands of U.S. dollars
	2014	2015	2015
Unrecognized prior service cost	¥(296)	¥ -	\$ -
Unrecognized actuarial (gain) loss	818	(267)	(2,222)
Total	¥ 522	¥(267)	\$(2,222)

The breakdown of pension assets by major category	2014	2015
Bonds	21%	25%
Equities	12%	13%
General account	64%	61%
other	3%	1%
Total	100%	100%

The items of actuarial assumptions	2014	2015
Discount rate	1.20%	1.20%
Expected long-term return on pension assets	1.20%	1.20%
Expected rate of salary raise	5.60%	5.60%

15. Deferred Tax Accounting

The tax effects of temporary differences which gave rise to deferred tax assets and liabilities at March 31, 2014 and 2015 are as follows:	Millions of yen		Thousands of U.S. dollars			
As of March 31	2014		2015		2015	
Deferred tax assets:						
Real estate for sale	¥	296	¥	293	\$	2,442
Buildings and structures		1,378		1,319		10,976
Investment securities		2,187		1,211		10,083
Allowance for doubtful receivables		727		461		3,840
Provision for bonuses		1,019		1,299		10,817
Provision for loss on construction contracts		5,523		2,456		20,440
Net defined benefit liability		7,593		6,875		57,215
Tax loss carryforwards	2	0,493		18,114		150,741
Other		2,946		2,323		19,335
Subtotal	4	2,167	;	34,355		285,894
Less: valuation allowance	(41	,885)	(3	3,939)	(282,425)
Deferred tax assets	¥	282	¥	416	\$	3,468
Deferred tax liabilities:						
Valuation difference on available-for-sale securities	(24	,940)	(3	5,356)	(294,217)
Net defined benefit asset		-		(741)		(6,172)
Other		(202)		[166]		(1,387)
Deferred tax liabilities	(25	5,142)	(3	6,264)	(301,777)
Net deferred tax assets (liabilities)	¥ (24	,860)	¥ (3	5,847)	\$ (298,309)

In addition to the above, the Companies recognized deferred tax liabilities of ¥9,418million and ¥8,268million (US\$68,808 thousand) related to revaluation reserve for land at March 31, 2014 and 2015, respectively.

Reconciliation between the statutory tax rate and the effective tax rate	2014	2015
Statutory tax rate	38.0%	35.6%
Expenses not deductible for income tax purposes	4.5%	3.1%
Non-taxable income	-8.4%	-2.5%
Gain on negative goodwill	-0.5%	-1.1%
Inhabitant taxes (per capita levy)	2.3%	1.6%
Valuation allowance	-30.5%	-30.3%
Other	-30.5 % -0.5 %	-30.3 <i>%</i> -1.7%
Effective tax rate	4.9%	4.7%

16. Business Combination (Transaction under common control)

1) Business combination of Chiyoda Tochi Tatemono Co., Ltd. and Toda Reform Co., Ltd..

(a) Summary of transaction

a) Name of the parties of the transaction and their businesses

• Continuing company

Company name	Business
Chiyoda Tochi Tatemono Co., Ltd.	Real estate management and insurance agency
Merged company	
Company name	Business
Toda Reform Co., Ltd.	Construction

b) Date of the business combination

April 1, 2014

c) Scheme of the business combination

Absorption-type Merger: Chiyoda Tochi Tatemono Co., Ltd. is the continuing company and Toda Reform Co., Ltd. is the merged company.

d) Name of the company after transaction

Toda Bldg. Partners Co., Ltd. e) Purpose of the transaction

To improve general building management technology by enhancement of business competitiveness and management foundation, while the Companies aim to enhance building aftercare management business which accompanies our construction business.

(b) Accounting for the transaction

The transaction was accounted as transaction under common control in accordance with ASBJ Statement No.21, "Accounting Standard for Business Combinations" and ASBJ Guidance No.10, "Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (both issued by ASBJ on December 26, 2008).

2) Acquisition of treasury stock by consolidated subsidiary

(a) Summary of transaction

a) Name of the parties of the transaction and their businesses

Company name	Business
Toda Bldg. Partners Co., Ltd.	Real estate management, construction and insurance agency

b) Date of the business combination

July 30, 2014

c) Scheme of the business combination

Acquisition of additional shares of subsidiary from minority interests by consolidated subsidiary

d) Name of the company after transaction

No change

e) Other information related to the summary of transaction

Toda Bldg. Partners Co., Ltd. which is one of the Company's consolidated subsidiaries purchased its treasury stock with the aim of enabling the execution of a flexible capital policy responding to the changes in its business environment.

(b) Accounting for the transaction

The transaction was accounted as transaction under common control in accordance with ASBJ Statement No.21, "Accounting Standard for Business Combinations" and ASBJ Guidance No.10, "Guidance on Accounting Standard for Business Combinations and Accounting Standard for Business Divestitures" (both issued by ASBJ on December 26, 2008).

(c) Acquisition of additional shares of subsidiary

a) Detail of acquisition cost

		Millions of yen	Thousands of U.S. dollars
Value of the acquisition	Cash and deposits	¥ 1,494	¥ 12,438
Acquisition cost		¥ 1,494	¥ 12,438

b) Amount of gain on negative goodwill and cause of gain on negative goodwill

Amount of gain on negative goodwill

¥461 million (\$3,838 thousand)

Cause of gain on negative goodwill

Gain on negative goodwill arose from the acquisition of additional shares of the subsidiary as the difference between the acquisition cost and the resulting decrease in minority interents.

17. Investment and rental properties

	Millions	of yen
As of March 31,2014	Book Value	Fair Value
Real estate for rent	¥ 49,103	¥ 69,437

	Millions	s of yen	Thousands of	U.S. dollars	
As of March 31,2015	Book Value	Fair Value	Book Value	Fair Value	
Real estate for rent	¥ 49,234	¥ 80,751	\$ 409,710	\$ 671,978	

18. Segment Information

Millions of yen													
			Reporting	segm	nents								
	9	Eng	Civil gineering	Re	al estate	(Other		Total	Adjı	ustments	Con	solidated
¥ 3	¥ 345,277		89,145	¥	14,006	¥	557	¥	448,987	¥	-	¥	448,987
	1,283	1,283 1,523			1,956		525		5,287		(5,287)		-
3	46,560		90,669	,669 15,962		15,962 1,082		4	454,275		(5,287)	4	448,987
¥	787	¥	2,535	¥	1,496	¥	6	¥	4,826	¥	(44)	¥	4,782
¥ 872		¥	135	¥	853	¥	13	¥	1,875	¥	-	¥	1,875
¥	27	¥	-	¥	-	¥	-	¥	27	¥	-	¥	27
	¥ 3. ¥ ¥	1,283 346,560 ¥ 787 ¥ 872	* 345,277	Building construction Civil Engineering ¥ 345,277 ¥ 89,145 1,283 1,523 346,560 90,669 ¥ 787 ¥ 2,535 ¥ 872 ¥ 135	Building construction Civil Engineering Re ¥ 345,277 ¥ 89,145 ¥ 1,283 1,283 1,523 346,560 90,669 ¥ 787 ¥ 2,535 ¥ 4 ¥ 872 ¥ 135 ¥	Construction Engineering Real estate ¥ 345,277 ¥ 89,145 ¥ 14,006 1,283 1,523 1,956 346,560 90,669 15,962 ¥ 787 ¥ 2,535 ¥ 1,496 ¥ 872 ¥ 135 ¥ 853	Reporting segments Building construction Civil Engineering Real estate ¥ 345,277 ¥ 89,145 ¥ 14,006 ¥ 1,283 1,283 1,523 1,956 346,560 90,669 15,962 ¥ 787 ¥ 2,535 ¥ 1,496 ¥ ¥ 872 ¥ 135 ¥ 853 ¥	Reporting segments Building construction Civil Engineering Real estate Other ¥ 345,277 ¥ 89,145 ¥ 14,006 ¥ 557 1,283 1,523 1,956 525 346,560 90,669 15,962 1,082 ¥ 787 ¥ 2,535 ¥ 1,496 ¥ 6 ¥ 872 ¥ 135 ¥ 853 ¥ 13	Reporting segments Civil Engineering Real estate Other	Reporting segments Building construction Civil Engineering Real estate Other Total ¥ 345,277 ¥ 89,145 ¥ 14,006 ¥ 557 ¥ 448,987 1,283 1,523 1,956 525 5,287 346,560 90,669 15,962 1,082 454,275 ¥ 787 ¥ 2,535 ¥ 1,496 ¥ 6 ¥ 4,826 ¥ 872 ¥ 135 ¥ 853 ¥ 13 ¥ 1,875	Reporting segments Building construction Civil Engineering Real estate Other Total Adju ¥ 345,277 ¥ 89,145 ¥ 14,006 ¥ 557 ¥ 448,987 ¥ 1,283 1,523 1,956 525 5,287 346,560 90,669 15,962 1,082 454,275 ¥ 787 ¥ 2,535 ¥ 1,496 ¥ 6 ¥ 4,826 ¥ ¥ 872 ¥ 135 ¥ 853 ¥ 13 ¥ 1,875 ¥	Reporting segments Civil Engineering Real estate Other Total Adjustments	Reporting segments Civil Engineering Real estate Other Total Adjustments Construction Adjustments Construction Engineering Real estate Other Total Adjustments Construction Y 345,277 Y 89,145 Y 14,006 Y 557 Y 448,987 Y - Y 448,

							Milli	ons of yen						
For the year ended				Reporting	segn	nents								
March 31, 2015		uilding struction	Civil Engineering		Real estate		Other		Total		Adjustments		Con	solidated
Net sales:														
Customers	¥:	313,453	¥	94,854	¥	11,485	¥	531	¥	420,324	¥	-	¥	420,324
Inter-segment		902		886		1,566		475		3,830		(3,830)		-
Total	:	314,355		95,741		13,051		1,007		424,155		(3,830)	-	420,324
Segment profit (loss)	¥	9,020	¥	3,051	¥	984	¥	(14)	¥	13,041	¥	(62)	¥	12,978
Depreciation and amortization	¥	807	¥	117	¥	728	¥	13	¥	1,667	¥	-	¥	1,667
Amortization of goodwill	¥	-	¥	-	¥	-	¥	-	¥	-	¥	-	¥	-

	I housands of U.S. dollars													
For the year ended March 31, 2015	Building construction		Civil Engineering		g Real estate		Other		Total		Adjustments		Cor	nsolidated
Net sales:														
Customers	\$	2,608,413	\$	789,333	\$	95,578	\$	4,422	\$	3,497,748	\$	-	\$	3,497,748
Inter-segment		7,507		7,379		13,032		3,959		31,878		(31,878)		
Total		2,615,920		796,713	96,713 108,610		8,381			3,529,626		(31,878)		3,497,748
Segment profit or loss	\$			25,390	\$	8,194	\$	(121)	\$	108,524	\$	(520)	\$	108,003
Depreciation and amortization	\$	\$ 6,722		979	\$	6,061	\$	110	\$	13,874	\$	-	\$	13,874
Amortization of goodwill	\$ - :		\$	-	\$	-	\$	-	\$	-	\$	-	\$	-

- Adjustments of segment profit (loss) is negative ¥44million and negative ¥62million (US\$520 thousand) elimination of intersegment transactions.
- Segment profit (loss) is adjusted in accordance with operating income as recorded in the consolidated statements of income.

The Companies operate in the following four reporting segments:

Building Construction	Research, planning, design, management and execution of building construction work, and architectural and comprehensive engineering
-	and consulting related thereto
Civil Engineering	Research, planning, design, management and execution of civil engineering work, such as tunnel construction, and architectural and
(comprehensive engineering and consulting related thereto
Real estate	Resale, rent and intermediating of real estate and building management
Other business	Norker dispatching and hotel business, and financing and leasing mainly for the group companies

19. Related Party Transactions

1. Related party transactions between the Corporation and related parties

Parent Company and major shareholders (Company, etc., of the Corporation

For the year ended March 31, 2014

	Category	Related Party	Address	Capital or Investment	Type of Business	voting rights held		Nature of Transaction	Amounts of Transaction Millions of Yen	Account	Balance at the end of the year	<u>r</u>
-	Main share-	Daiichi- Shokusan	Chuo-ku	(Millions of Yen)	Real estate	(Held by others) Direct:	interlocking	Rental of land*2	¥ 21	-	rikadis di Idii	-
	holder	Co.,Ltd.*1	Tokyo	12	business	(11.77%)	directors	Purchase of golf membership	¥ 55	-		-

- *1 51.4% of voting rights are held by our director and his close family.

 *2 About rental lands, the rental charge is decided by vicinal state.

 *3 About accept golf membership, trading price is decided by trader's quoting prices and considering normal market prices.

For the year ended March 31, 2015

Category	Related	Address	Capital or	Type of Business	Percentage of	f Relationship Nature of		Amounts of Transaction		Account	Balance at the end of the year	
	Party		Investment (Millions of Yen)		voting rights held (Held by others)		Transaction	Millions of Yen	Thousands of U.S. Dollars		Millions of Yen	Thousands of U.S. Dollars
Main share- holder	Daiichi- Shokusan Co.,Ltd.*1	Chuo-ku Tokyo	12	Real estate business	Direct: (12.55%)	interlocking directors	Purchase of land*2	¥820	¥6,823	-	-	-

- *1 64.5% of voting rights are held by our officer and his close family.

 *2 Purchase amount of the land was determined considering the valuations of independent real-estate appraisers.

For the year ended March 31, 2014 Not applicable

For the year ended March 31, 2015

Category	Related Party	Address	Capital or Investment (Millions of Yen)	Type of Business	Percentage of voting rights held (Held by others)	Relationship	Nature of Transaction	Millions of Yen	Thousands of U.S. Dollars	Account	Millions of Yen	Thousands of U.S. Dollars
Officer (equivaler to officer	Iouu	-	-	adviser (former director)	Direct: (4.79%)	-	Acquisition of treasury stock*1	¥831	¥6,918	-	-	-
and his clo family		-	-	Oldest son of Hideshige Toda	Direct: (1.96%)	-	Acquisition of treasury stock*1	¥1,073	¥8,930	-	-	-

^{*1} The Company purchased through an off auction treasury stock trading at Tokyo Stock Exchange, Inc. (ToSTNeT-3) on August 11, 2014 at 547 yen which was the closing price (including the final special bid and asked price) based on the resolution of the Board of Directors' meeting held on June 25, 2014.

2. Related party transactions between subsidiaries and related parties

Parent Company and major shareholders (Company, etc. only), etc., of the Corporation

For the year Category	ended Marcl Related Party	h 31, 2014 Address	Capital or Investment (Millions of Yen)	Type of Business	Percentage of voting rights held (Held by others)	Relationship	Nature of _ Transaction	Amounts of Transaction Millions of Yen	Account	Balance at the end of the year Millions of Yen
Main share- holder	Daiichi- Shokusan Co.,Ltd.*1	Chuo-ku Tokyo	12	Real estate business	Direct: (11.77%)	interlocking directors	Consolidated subsidiary's stock acquisition ¹² Acquisition price Gain on negative goodwill	¥715 ¥133	-	-

For the year ended March 31, 2015

Category	Related	Address	Capital or	Type of Business	Percentage of	Relationship	Nature of	Amounts of Transaction		Account	Balance at the end of the year	
	Party		Investment (Millions of Yen)		voting rights held (Held by others)	•	Transaction	Millions of Yen	Thousands of U.S. Dollars		Millions of Yen	Thousands of U.S. Dollars
Main	Daiichi-	Chuo-ku		Real estate	Direct:	interlocking	Consolidated subsidiary's stock acquisition *2					
share- holder	Shokusan Co.,Ltd.*1	Tokyo	12	business	(11.77%)	directors	Acquisition price	•	¥12,437	-	-	-
							Gain on negative goodwill	¥461	¥3,837	-	-	-

^{*1 64.5%} of voting rights are held by our officer(equivalent to officer) and his close family.

20. Per share information

Yen		en	U.S. dollars
As of March 31	2014	2015	2015
Net assets per share of common stock	¥ 443.32	¥ 587.83	\$ 4.891
Net income (loss) per share of common stock	32.87	45.42	0.377
	Millions of yen		Thousands of U.S. dollars
Years ended March 31	2014	2015	2015
Basis for calculation of net assets per share:			
Total net assets	¥ 141,880	¥ 182,988	\$ 1,522,747
Amount attributable to items other than common stock	3,930	2,443	20,334
Net assets attributable to common stock	¥ 137,949	¥ 180,544	\$ 1,502,412
Number of shares of common stock outstanding at fiscal year-end	311,174,707	307,136,162	
	shares	shares	
Basis for calculation of net income (loss) per share:			
Net income (loss)	¥ 10,228	¥ 14,026	\$ 116,721
Net income (loss) attributable to common stock	¥ 10,228	¥ 14,026	\$ 116,721
Average number of shares of common stock outstanding during the fiscal year	311,205,385	308,810,907	
	shares	shares	

^{*1 51.4%} of voting rights are held by our director and his close family.
*2 Trading price is decided by accordance with fair appraisal prices and consultation between both parties.

^{*2} Trading price is decided by accordance with fair appraisal prices and consultation between both parties.

Independent Auditor's Report

Toda Corporation and Consolidated Subsidiaries

Independent Auditor's Report

The Board of Directors Toda Corporation

We have audited the accompanying consolidated financial statements of Toda Corporation and its consolidated subsidiaries, which comprise the consolidated balance sheets as at March 31, 2015, and the consolidated statements of income, comprehensive income, changes in net assets, and cash flows for the year then ended and a summary of significant accounting policies and other explanatory information, all expressed in Japanese yen.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. The purpose of an audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control, but in making these risk assessments the auditor considers internal controls relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Toda Corporation and its consolidated subsidiaries as at March 31, 2015, and their consolidated financial performance and cash flows for the year then ended in conformity with accounting principles generally accepted in Japan.

Convenience Translation

We have reviewed the translation of these consolidated financial statements into U.S. dollars, presented for the convenience of readers, and, in our opinion, the accompanying consolidated financial statements have been properly translated on the basis described in Note 1.

Seinen Audit Corporation

June 26, 2015 Tokyo, Japan

Corporate Information

(As of March 31, 2015)

Company Name	TODA CORPORATION
Company Headquarters	7-1, Kyobashi 1-chome, Chuo-ku, Tokyo 104-8388, Japan
Founded	January 5, 1881
Stock Listings	Tokyo Stock Exchange
Capital Stock	¥23.0 billion
Number of Employees	4,817 (Consolidated) 3,861 (Non-consolidated)
	Research, planning, design, management and execution associated with all aspects of architectural and civil engineering together with related comprehensive engineering and consulting
Areas of Business	2. Research, planning, design, management and execution associated with local development, urban development and other comprehensive engineering and consulting
	3. Real estate sale and purchase, rental, intermediary services, management and appraisal

History

1881	Foundation: Toda-kata Construction is founded by Rihei Toda, who becomes its first president.
1908	Company changes its name from Toda-kata to Toda-gumi.
1914	Company participates in the construction of facilities for the Taisho Exhibition held in Tokyo .
1936	Incorporation: Company is reorganized as Toda-Gumi Co., Ltd.
1963	Company changes its name to the Toda Corporation.
1969	The company's stock is listed on the Tokyo Stock Exchange.
1970	Company builds nine pavilions, including the Swiss pavilion, for Expo '70 in Osaka.
1981	Company celebrates its centennial.
1988	Company participates in the construction of the Pacific Convention Plaza Yokohama, Japan's first building project involving foreign contractors (completed in 1991).
1994	Toda announces its Global Environment Charter.
1995	Toda becomes Japan's first general contractor to acquire ISO 9001 certification.
1999	Toda acquires ISO 14001 certification.
2000	Toda becomes Japan's first company to achieve zero emissions at construction sites.
2003	Toda announces its Charter of Corporate Behavior.
2005	Toda introduces an executive officer system.
2010	Toda is certified as an "Eco-First" company.
2013	Toda acquires ISO 27001 certification.
2015	The Toda Group Global Vision is unveiled.
+0 404 11	a coverage timeline

^{*} See p. 12 for the overseas timeline.



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Photograph of the Cover

Waseda University

Waseda Campus, Building No. 3





