



**ANNUAL REPORT OF  
NORTH EASTERN CARRYING CORPORATION LIMITED  
FOR THE FINANCIAL YEAR 2015-16**





## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Sunil Kumar Jain  
Mrs. Vanya Jain  
Utkarsh Jain  
Manoj Kumar Jain  
Mohak Jain  
Utsav Jain

Chairman & Managing Director  
Non Executive- Women Director  
Whole-Time Director  
Non Executive- Independent Director  
Non Executive- Independent Director  
Non Executive- Independent Director

### **CHIEF FINANCIAL OFFICER**

Shyam Lal Yadav

### **COMPANY SECRETARY**

Anand Kumar Pandey

### **REGISTERED & CORPORATE OFFICE**

9062/47, Ram Bagh Road,  
Azad Market, Delhi-110006  
Ph: 011-23517516-19  
Fax: 011-23527700, 23516102  
Email: [cs@neccgroup.com](mailto:cs@neccgroup.com)  
Web: [www.neccgroup.com](http://www.neccgroup.com)

### **STATUTORY AUDITORS**

M/s Sanghi & Co.  
F-7, 2nd Floor, 203, Main Road, Kalkaji, Delhi-110019  
Ph: 011-41329617  
Email: [ca\\_rksanghi@yahoo.co.in](mailto:ca_rksanghi@yahoo.co.in)

### **BANKERS**

Oriental Bank of Commerce  
Kotak Mahindra Bank

### **DEPOSITORIES**

National Securities Depository Limited  
Central Depository Securities Limited

### **CREDIT RATING AGENCY**

CRISIL LIMITED  
CRISIL House - 4th Floor, Central Avenue  
Road,  
Hiranandani Business Park, Powai, Mumbai-  
400076  
Phone number - 022-40405899  
Fax : (+91) 22- 40405800  
Website: [www.crisil.com](http://www.crisil.com)

### **REGISTRAR & TRANSFER AGENT**

MAS Services Limited  
T-34, 2nd Floor, Okhla Industrial Area,  
Phase – II, New Delhi-20  
Ph:- 26387281/82/83 Fax:- 26387384  
Email:- [info@masserv.com](mailto:info@masserv.com)  
Website: [www.masserv.com](http://www.masserv.com)

### **SENIOR MANAGEMENT TEAM**

Mr. Ravi Gupta  
Mr. Vinod Nair  
Mr. D K Singh  
Mr. S N Singh  
Mr. R N Prasad  
Mr. Prabhajeet Singh

Corporate Head & Key - Accounts  
Corporate Head (Legal & HR)  
Corporate Head (Operations)  
Manager - Accounts  
Manager - IT  
Manager - Administration

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### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF NORTH EASTERN CARRYING CORPORATION LIMITED WILL BE HELD ON FRIDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT 9062/47, RAM BAGH ROAD, AZAD MARKET, DELHI-110006 AT 11:00 AM TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of Auditors thereon
2. To re-appoint Mrs. Vanya Jain (DIN: 01364596) who is liable to retire by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of the Statutory Auditor of the Company and to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) appointment of M/s. Sanghi & Co., Chartered Accountants (Firm Registration No. 012619N), as Statutory Auditor of the Company, at such remuneration as already decided by Board of Directors on recommendations of Audit Committee be and is hereby ratified and confirmed to continue their term upto 32<sup>th</sup> Annual General Meeting.”

#### **SPECIAL BUSINESS:**

4. **VARIATION IN THE TERMS OF APPOINTMENT OF MR. SUNIL KUMAR JAIN, MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** in accordance with the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the approval of Central Government or other Government authority/agency/Board, if any, the consent of the Members be and is hereby accorded to increase the remuneration of Mr. Sunil Kumar Jain (DIN: 00010695), Managing Director of the Company remuneration up to Rs. 84,00,000/- (Rupees Eighty Four Lacs only) per annum w.e.f. October 1, 2016 for the remaining period of his tenure and the details of which are given in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company with the approval of Nomination & Remuneration Committee be and is hereby also authorized to amend, alter,

modify or otherwise vary the terms and conditions of appointment of Mr. Sunil Kumar Jain, Managing Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of 84,00,000/- (Rupees Eighty Four Lacs only) per annum.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

**5. VARIATION IN THE TERMS OF APPOINTMENT OF MR. UTKARSH JAIN, WHOLE-TIME DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** in accordance with the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the approval of Central Government or other Government authority/agency/Board, if any, the consent of the Members be and is hereby accorded to increase the remuneration of Mr. Utkarsh Jain (DIN: 05271884), Whole-Time Director of the Company remuneration up to Rs. 36,00,000/- (Rupees Thirty Six Lacs only) per annum w.e.f. October 1, 2016 for the remaining period of his tenure and the details of which are given in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company with the approval of Nomination & Remuneration Committee be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Utkarsh Jain (DIN: 05271884), Whole-Time Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of 36,00,000/- (Rupees Thirty Six Lacs only) per annum.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

On Behalf of the Board of Director of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**(Chairman and Managing Director)**

DIN: 00010695

**Place:** Delhi

**Date:** 10.08.2016

Address: C-3/15, Ashok Vihar, Phase-II, Delhi - 110052

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

**Proxies submitted on behalf of the companies, institutional investors, societies, etc. must be supported by appropriate resolution/authority, as applicable.**

**A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. a Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice. The Company will also send communication relating to e-voting which *inter alia* would contain details about USER ID and password along with a copy of this Notice to the Members, separately.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
5. A Statement pursuant to the Section 102(1) of the Companies Act, 2013 relating to the special business under Item No. 4 and 5 to be transacted at the Meeting is annexed hereto.
6. As a measure of economy, copies of Annual reports will not be distributed at the venue of Annual General Meeting, Members are therefore requested to bring their copies of Annual Report along with attendance slip duly completed and signed to the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from 24.09.2016 to 30.09.2016 (both days inclusive) for the purpose of Annual General Meeting.

9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding by filing **nomination form SH-13** and deposit the same with the Company or its RTA.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
12. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a “Green Initiative in Corporate Governance” by allowing paperless compliances and as a result of which Notice of Annual General Meeting alongwith Annual Report for the financial year 2015-16 is being sent to electronic mode to those members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies are being sent by the permitted mode.
13. The Members who have not registered their email address are requested to register/update the same in respect of equity shares held by them in demat form with their respective Depository Participant and in case of physical form with the Company or its RTA.
14. Members desire of obtaining any information/clarification are requested to address their questions, if any, in writing to the Director at the registered office of the Company at least 10 days before the date of the AGM, so that the information may be made available at the AGM.
15. Members/proxies are welcome at the AGM of the Company. However, the Members/proxies may please note that no gifts/coupon will be distributed at the AGM.
16. Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment/re-appointment at the ensuing AGM are provided in this notice.
17. The facility for voting through ballot / polling paper shall be made available at the Annual General Meeting, to all the Members attending the Annual General Meeting, who have not opted e-voting facility. Further, the Members who have opted e-voting facility may also attend the AGM but shall not cast their vote again at the Meeting.
18. The Board of Directors of the Company has appointed M/s A. K Friends & Co., Practicing Company Secretaries, Delhi as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.



19. The Login ID and password for e-voting is being sent to the Members who have not registered their e-mail IDs with the Company/ their respective Depository Participants alongwith the physical copy of the Notice. Those Members who have registered their e-mail IDs with the Company/ their respective Depository Participants are being forwarded the Login ID and password for e-voting by e-mail.
20. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, September 23, 2016. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of e-voting/poll.
21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, September 23, 2016 may obtain the user ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [info@masserv.com](mailto:info@masserv.com) or can vote through ballot paper to be downloaded from the Company's website [www.neccgroup.com](http://www.neccgroup.com).
- 22. Information and other instructions relating to e-voting as given in the Notice of the 31<sup>st</sup> Annual General Meeting are reproduced herein for easy reference -:**
- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, and as per the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting") on all the resolutions as set forth in the notice.
  - (ii) The remote e-voting facility will be available during the following period:  
Commencement of remote e-voting: From 9.00 a.m. (IST) on September 27, 2016  
  
End of remote e-voting: Up to 5.00 p.m. (IST) on September 29, 2016  
  
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by National Securities Depository Limited (NSDL) upon expiry of aforesaid period.
  - (iii) The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall simultaneously be communicated to the Stock Exchanges.
  - (iv) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2016.

**23. Instructions and procedure relating to remote e-voting**



**I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**

- (a) Open e-mail and open PDF file viz. "NECC-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- (c) Click on Shareholder-Login.
- (d) Put user ID and password as initial password noted in step (i) above. Click Login.
- (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (g) Select "EVEN" of "**North Eastern Carrying Corporation Limited**".
- (h) Now you are ready for remote e-voting as Cast Vote page opens.
- (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cs@neccgroup.com](mailto:cs@neccgroup.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**II. In case of Members receiving Physical copy of Notice of 31<sup>st</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**

- a. Initial password is provided in the box overleaf.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 23<sup>rd</sup> September, 2016.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016. They may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or MAS Services Limited (RTA) on [info@masserv.com](mailto:info@masserv.com); [sanjay@masserv.com](mailto:sanjay@masserv.com); [sm@masserv.com](mailto:sm@masserv.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset



your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. M/s A.K. Friends & Co., Practicing Company Secretary (Membership No. FCS 5129 & CP No. 4056), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.neccgroup.com](http://www.neccgroup.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and National Stock Exchange of India Limited.

On Behalf of the Board of Director of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**(Chairman and Managing Director)**

DIN: 00010695

**Place:** Delhi  
**Date:** 10.08.2016

Address: C-3/15, Ashok Vihar, Phase-II, Delhi - 110052



**EXPLANATORY STATEMENT**  
***(Pursuant to Section 102 of the Companies Act, 2013)***

**ITEM NO. 4**

Mr. Sunil Kumar Jain, aged 52 years, is a co-promoter and Managing Director of the Company and having versatile experiences of transport, real estate as well as information technology. He completed his graduation in commerce from University of Delhi and joined his family business in 1980 at an early age of 18 years. Since 1999-2000 he leads the company in all sectors vide operation, marketing and finance and had implemented new technologies vide computerization of head office, all regional offices and major branches in 2003. He equipped the vehicles with GPRS system.

In terms of the provisions of the Companies Act, 2013 and the approval of Nomination and Remuneration Committee and the Board of Directors have, at their Meeting held on Wednesday, 10<sup>th</sup> August, 2016, proposed the remuneration up to Rs. 84,00,000/- (Rupees Eighty Four Lacs only) per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Part II of the Schedule V of the Act.

Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Sunil Kumar Jain, Managing Director:-

Consolidated Salary, Perquisites and Performance Bonus, etc- Rs. 84,00,000/- (Rupees Eighty Four Lacs only) per annum.

In addition to the above, he shall be entitled to receive the following:-

- (a) Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- (b) Encashment of leave at the end of tenure.
- (c) Provision of car for use on Company's business.
- (d) Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company.
- (e) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 4 of the Notice.

**ITEM NO. 5**

Mr. Utkarsh Jain, aged 22 years, is a co-promoter and Whole-Time Director of the Company. He is graduated from the University of Nottingham, United Kingdom. Being the youngest Director on the Board Mr. Utkarsh Jain is full of energy and like his father is giving new shape to the business with his innovative and fresh ideas to enhance business.

In terms of the provisions of the Companies Act, 2013 and the approval of Nomination and Remuneration Committee and the Board of Directors have, at their Meeting held on Wednesday, 10<sup>th</sup> August, 2016, proposed the remuneration up to Rs. 36,00,000/- (Rupees Thirty Six Lacs only) per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration

shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Part II of the Schedule V of the Act.

Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Utkarsh Jain, Whole-Time Director:-

Consolidated Salary, Perquisites and Performance Bonus, etc- Rs. 36,00,000/- (Rupees Thirty Six Lacs only) per annum.

In addition to the above, he shall be entitled to receive the following:-

- (f) Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.
- (g) Encashment of leave at the end of tenure.
- (h) Provision of car for use on Company's business.
- (i) Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company.
- (j) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

Accordingly the Board recommends the passing of the special resolution as set out in the item no. 5 of the Notice.

#### **STATEMENT OF PARTICULARS FOR ITEM NO. 4 AND 5**

##### **I. General Information**

###### **1. Nature of Industry:**

Logistics/Transportation

Having big name in core transportation sector, the Company has turnover of Rs. 539.75 Crore (approx.) in the financial year 2015-16 as compared to Rs. 531.93 Crore (approx.) in the financial year 2014-15 through its 200 (approx.) branches and 800 employee base. The Company provides carriage of FTL (Full Truck Load) for clients including big giants of FMCG, beverage and electrical industries.

NECC provide a broad range of freight management and customized logistics solution backed by automated ERP based software. The Company leverage our operational expertise, technology and a high capacity network of transportation vehicles, to identify logistics problems and provide end-to-end supply chain solution from unique perspective clients. Since inception, NECC provide their clients with the flexibility, responsiveness and service they deserve, using deep operating knowledge to create solutions as unique as client's needed. Not much has changed in this regard even now.

###### **2. Date or expected date of Commencement of Commercial Production**

The Company was incorporated in the year 1984 and is already in commercial production for long.

### 3. Financial Performance of the Company

(Rs. Rupees)

Particulars	2015-16	2014-15
Revenue from operations and other Income	5,39,75,04,809	5,31,93,73,370
Profit before depreciation, Interest and Tax	20,66,76,231	20,11,67,007
Depreciation/Amortization	(3,06,56,581)	(3,30,56,822)
Profit / (Loss) before exceptional items and Tax	17,60,19,650	16,81,10,185
Finance Costs	8,64,37,589	8,27,33,930
Profit/(Loss) before Tax	8,95,82,061	8,53,76,255

### 4. Foreign Earnings, Investments or Collaborations

Particulars	2015-16	2014-15
Earnings in foreign exchange	Nil	Nil

## II. Information about the appointee:

Sl. No.	Particulars	Mr. Sunil Kumar Jain	Mr. Utkarsh Jain
1.	Background details	Mr. Sunil Kumar Jain, aged 52 years, is a co-promoter and Managing Director of the Company. He completed his graduation in commerce from University of Delhi and joined his family business in 1980 at an early age of 18 years. Since 1999-2000 he leads the company in all sectors vide operation, marketing and finance and had implemented new technologies vide computerization of head office, all regional offices and major branches in 2003. He equipped the vehicles with GPRS system.	Mr. Utkarsh Jain, aged 22 years, is a co-promoter and Whole-Time Director of the Company. He is graduated from the University of Nottingham, United Kingdom. Being the youngest Director on the Board Mr. Utkarsh Jain is full of energy and like his father is giving new shape to the business with his innovative and fresh ideas to enhance business.
2.	Past Remuneration	Rs.42,00,000/- (Rupees Forty Two Lacs only) per annum	Rs. 18,00,000/- (Rupees Eighteen Lacs only) per annum
3.	Recognition or Awards	As a result of his effort North Eastern Carrying Corporation Limited has been awarded for good business performance by "Inc. India 500" for a continuous period of Two years i.e. 2011-12 & 2012-13 & Parivahan Shresth Award for its regular contribution to the Indian Economy & Transport sector.	N.A.
4.	Job Profile and his	He is responsible for overall day	He is responsible for overall day

	suitability	to day management of the Company under the supervision and control of the Board of Directors of the Company	to day management of the Company under the supervision and control of the Board of Directors of the Company
5.	Remuneration proposed	The proposed remuneration would comprise of monthly basic salary, allowances and all perquisites as mentioned in the proposed Item no. 4 of this Annual General Meeting Notice.	The proposed remuneration would comprise of monthly basic salary, allowances and all perquisites as mentioned in the proposed Item no. 5 of this Annual General Meeting Notice.
6.	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	The remuneration of Mr. Sunil Kumar Jain, Managing Director and Mr. Utkarsh Jain, Whole-Time Director are fully justifiable and comparable to that prevailing in the industry, keeping in view the profile and the position of Managing Director and Whole Time Director respectively and enriched knowledge & vast experience of the appointees. They shall be looking after and responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company.	
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Sunil Kumar Jain is one of the Promoter and Shareholder of the Company. He has furnished personal guarantee in favor of the Corporate Debt Restructuring (CDR) Lenders of the Company for the Company's borrowings and also he draws remuneration from the Company.	Mr. Utkarsh Jain is one of the Promoter and Shareholder of the Company. He has furnished personal guarantee in favor of the Corporate Debt Restructuring (CDR) Lenders of the Company for the Company's borrowings and also he draws remuneration from the Company.

### III. Other Information:

#### 1. Reasons of loss or inadequate profits

Due to loss of shipment which is due to inefficiency associated with material handling and the loss of shipments by theft.

#### 2. Steps taken or proposed to be taken for improvement

The Company constituted the Risk Management Committee for shortlist the risk associated with operational activities and removal thereof.

#### 3. Expected Increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

### IV. Disclosures

The details of remunerations and other information is given in the Corporate Governance part of the Directors' Report.



The terms as set out in the resolution and explanatory statement may be treated may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 190 of the Companies Act, 2013.

None of the directors of the Company except Mr. Sunil Kumar Jain, Ms. Vanya Jain and Mr. Utkarsh Jain, are concerned or interested in the proposed resolution.

On Behalf of the Board of Director of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**(Chairman and Managing Director)**

DIN: 00010695

**Place:** Delhi

**Date:** 10.08.2016

Address: C-3/15, Ashok Vihar, Phase-II, Delhi - 110052



**BOARD'S REPORT**

To  
The Members of  
**North Eastern Carrying Corporation Limited**  
9062/47, Ram Bagh Road, Azad Market,  
**Delhi-110006**

Your Directors are pleased to present their 31<sup>st</sup> Directors' Report together with the Audited Financial Statements for the Financial Year ended March 31, 2016.

**1. FINANCIAL PERFORMANCE:**

The Financial Result of the Company for the Financial Year under report are as under:

(Rs. Rupees)

Particulars	For the year ended	
	31.03.2016	31.03.2015
Profit before Depreciation & Income Tax	12,02,38,642	11,84,33,077
Less: Depreciation	3,06,56,581	3,30,56,822
Profit after depreciation	8,95,82,061	8,53,76,255
Less: Provision for:		
Income Tax	2,91,76,507	2,82,99,985
Wealth Tax	0	0
Less/ Add: Deferred tax Saving/Liability	6,32,986	2,32,057
Add/Less : Previous year adjustment	33,76,352	18,64,543
Profit After Taxation	5,63,96,216	5,54,43,784
Add: Profit brought Forward	17,05,46,097	11,51,02,313
Balance Carried over to Balance Sheet	<b>22,69,42,313</b>	<b>17,05,46,097</b>

**2. OPERATIONS AND STATE OF THE COMPANY'S AFFAIRS**

The Company has achieved a sales turnover including other income of Rs.53975.05 Lacs vis-à vis Rs. 53913.73 Lacs in the previous year. The profit before tax in the current year was at Rs. 895.82 Lacs as compared to Rs. 853.76 Lacs in the previous year.

**3. EXTRACT OF ANNUAL RETURN:**

The Extracts of the Annual Return are enclosed herewith to this Directors Report in Form MGT-9 as "Annexure I".

**4. DIVIDEND:**

Your Company needs Capital for its expansion plans, therefore the Board of Director has decided to invest the profit into the operation of the Company. Hence, no dividend is recommended for the year ended 31<sup>st</sup> March, 2016.

**5. SHARE CAPITAL:**

During the period under review the Company has not issued/allotted any share Capital.

However as on date the total Paid-up Capital of the Company is Rs. 50,19,73,360/- (Rupees Fifty Crores Nineteen Lacs Seventy Three Thousand Three Hundred Sixty only) comprising of 5,01,97,336 equity shares of Rs. 10/- each. The Equity Shares of the Company are listed on Bombay Stock Exchange Limited, National Stock Exchange of India Limited and Delhi Stock Exchange Limited.

**6. CASH AND CASH EQUIVALENTS**

Cash and cash equivalent as at March 31, 2016 was Rs.324.39 Lacs. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

**7. DIRECTORS:**

Mrs. Vanya Jain, Director of the Company is liable to retire by rotation and being eligible, offer herself for re-appointment. Her re-appointment is subject to the approval of members at the ensuing Annual General Meeting.

**8. DIRECTORS QUALIFICATION:**

The Board of Directors hereby confirms and represent that none of the Directors of the Company are disqualified from being appointed as Director u/s 164 of the Companies Act, 2013.

**9. DIRECTORS RESPONSIBILITY STATEMENT U/S 134:**

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- i. In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and Loss of the Company for the that period;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts on a going concern basis.
- v. The Directors have laid down internal financial controls to be followed by the company and such controls are adequate and are operating effectively.
- vi. The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and such systems are adequate and are operating effectively.

**10. STATEMENT ON DECLARATION GIVEN BY INDEPENDANT DIRECTORS:**

Mr. Utsav Jain  
Mr. Manoj Kumar Jain

Mr. Mohak Jain

were the Independent Directors on the Board during the year being more than one third of the total strength of the Board and have remained Independent throughout the year as contemplated in sub section (6) of Section 149.

**11. NUMBER OF BOARD MEETINGS:**

The Board of Directors has duly met 6 times on 13.04.2015, 28.05.2015, 13.06.2015, 10.08.2015, 10.11.2015 and 10.02.2016.

Else than the above stated Meetings one Meeting of Independent Directors was held on 26.12.2015 to discuss the performance of the Board as whole and Director's independently.

**12. FORMAL ANNUAL EVALUATION OF BOARD:**

The formal annual evaluation of the Board, Directors and Committees of the Company has been done on the following criteria:

- (a) Attendance and contribution at Board and Committee meetings
- (b) His/her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards.
- (c) His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.
- (d) His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
- (e) Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
- (f) Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
- (g) Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
- (h) His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
- (i) His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.

**13. AUDIT COMMITTEE:**

The Company has duly constituted Audit Committee comprising of Mr. Manoj Kumar Jain, Mr. Mohak Jain and Mr. Utsav Jain all being the Independent Directors.

Further all the Members of the Audit Committee including Chairman possess adequate Financial Knowledge.

**14. RECOMMENDATION OF THE AUDIT COMMITTEE**

During the year, there was no such recommendation of the Audit Committee which was not accepted by the Board. Hence, there is no need for the disclosure of the same in this Report.

**15. PUBLIC DEPOSITS:**

The Company has not accepted any public deposits within the meaning of the Companies Act, 2013 and the rules framed there under.

**16. LISTING AGREEMENT**

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The Company entered into Listing Agreement with BSE Limited and the National Stock Exchange of India Limited

**17. LISTING INFORMATION:**

The shares of your Company are listed at The National Stock Exchange of India Limited and BSE Limited, and pursuant to clause C (9) (d) of Schedule V SEBI (LODR) Regulations, 2015, the Annual Listing fees for the year 2016-17 have been paid to them well before the due date i.e. April 30, 2016. Annual Custody/Issuer fee for the year 2016-17 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

The name and address of the Stock Exchange where the Company's shares are listed:-

**BSE Limited**

Phiroze Jeejeebhoy Towers, Dalal Street,  
**Mumbai - 400001**  
**(SCRIP 534615)**

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
**Mumbai – 400 051**  
**(SYMBOL: NECCLTD)**

**Delhi Stock Exchange Limited**

3 & 4/4 B, Asaf Ali Road,  
**New Delhi – 110002**

However Securities and Exchange Board of India ("SEBI") has cancelled the recognition of all non-operational Stock Exchanges including Delhi Stock Exchange Limited vide its Circular dated 29.12.2008, 30.05.2012 and 17.04.2015. But as your Company is listed on the BSE limited and National Stock Exchange of India Limited due to which it does not affect the Listing Status of your Company.

**18. CHANGES IN THE NATURE OF BUSINESS**

There is no change in the nature of the business of the Company during the Financial Year 2015-16.

**19. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a vigil mechanism policy to deal with instance of fraud and mismanagement, if any. The details of the Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

The website link is given below:

<http://www.neccgroup.com/wp-content/uploads/2015/02/Vigil-Mecchanism-Policy.pdf>

**20. BOARD DIVERSITY POLICY**

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors.

The Board Diversity Policy is available on our website:

<http://www.neccgroup.com/wp-content/uploads/2015/12/BOARDS-DIVERSITY-POLICY.pdf>

**21. COMMITTEES OF THE BOARD**

Currently, the Board has five committees: the Audit Committee, the Nomination and Remuneration Committee, the Corporate Social Responsibility Committee, the Share Transfer/ Stakeholders Relationship Committee, the Risk Management Committee (non mandatory committee). A detailed note on the composition of the Board and its committees is provided in the Corporate governance report section of this Annual Report.

**22. RISK MANAGEMENT POLICY:**

In the opinion of the Board, following are the risks which would threaten the existence of the Company:

- Material Handling
- Motor Vehicle Accidents
- Slips, Trips, And Falls
- Competition

Your Company has risk management team constituting the professionals and functional specialists who critically examines and audit the adequacy, relevancy, efficiency and effectiveness of the control system, compliance with policies. The Companies Risk Management Strategy has five stages comprising of following stages:

- Risk identification
- Risk analysis
- Risk evaluation
- Risk treatment
- Risk monitoring and review

The Policy and Strategy is duly implemented and monitored in the Company.

**23. NOMINATION AND REMUNERATION COMMITTEE AND COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The Company has duly established a Nomination and Remuneration Committee. The Board has duly adopted the policy with respect to remuneration for the Directors, Key Managerial Personnel and other Senior Management employees. The policy is annexed herewith as "Annexure II"

**24. STATUTORY AUDITORS:**

M/s Sanghi & Company, Chartered Accountants, were appointed as Statutory Auditors of the Company from the conclusion of previous Annual General Meeting to the Sixth Annual General Meeting subject to ratification of Members at every Annual General Meeting. M/s Sanghi & Company, Chartered Accountants being eligible offer themselves for ratification at this Annual General Meeting to continue their Term upto sixth Annual General Meeting from the conclusion of previous Annual General Meeting i.e. till 32<sup>nd</sup> Annual General Meeting of the Company.

**25. AUDITORS REPORT:**

Auditors Report on the final accounts of the Company is attached herewith. The Auditor's Report does not contain any adverse remark.

**26. ACCOUNTING STANDARDS:**

The Institute of Chartered Accountants of India has introduced various Accounting Standards to make the financial statements and disclosures in line with the international accounting practices and disclosures. Your Company duly follows all the notified Accounting Standards for the preparing of Financial Statements of the Company.

**27. SECRETARIAL AUDIT:**

M/s. Ashish Kumar & Friends, Company Secretaries Firm was appointed as Secretarial Auditor of the Company for the purposes of Secretarial Audit for the year ended 31<sup>st</sup> March, 2016 at its Board Meeting held on 10.08.2015.

Secretarial Audit Report as given by M/s Ashish Kumar & Friends in terms of Section 204 (1) is enclosed as "Annexure III". There are no qualifications in the Secretarial Audit Report.

**28. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the rules made in this regard your Company was required to spend 2% i.e. Rs.10,40,435/- (Rupees Ten Lacs Forty Thousand Four Hundred Thirty Five Only) of its Net profit for CSR activities and Company were spend Rs. 11,04,503/- (Rupees Eleven Lacs Four Thousand Five Hundred Three Only). The Annual Report on the CSR activities is enclosed as "Annexure IV".

**29. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:**

There is nothing to be disclosed in respect of Conservation of Energy, From A of Companies (Disclosure of particulars in the Report of Board of Director) Rules, 1988 does not apply to your Company since the Company is not engaged in any manufacturing activity. No agreement has been entered into for Technology absorption. The foreign exchange outgo is Nil.

**30. CORPORATE GOVERNANCE:**

Your Company believes in achieving highest standard of Corporate Governance. A Separate report on the Corporate Governance and Management Discussion and Analysis Report is annexed as “Annexure V” as part of this Board’s Report.

**31. LOANS, GAURANTEES AND INVESTMENTS BY COMPANY**

The Company has neither given any guarantee nor provided any security covered under the provision of Section 186 of the Companies Act, 2013 during the financial year.

**32. RELATED PARTIES TRANSACTION:**

In Form AOC-2 enclosed as “Annexure VI”.

**33. DISCLOSURES PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:**

**1) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-2016:**

Sl. No.	Name(s) of Director(s)	Designation	Ratio to Median Remuneration	Percentage Change
1.	Sunil Kumar Jain <sup>1</sup>	Managing Director	35.06	50.00
2.	Utkarsh Jain <sup>2</sup>	Whole-Time Director	15.02	N.A.

<sup>1</sup> Mr. Sunil Kumar Jain has been re-appointed as Managing Director of the Company w.e.f. October 1, 2015 and his salary has been revised from Rs. 36,00,000/- (Rupees Thirty Six Lacs Only) to Rs. 42,00,000/- (Rupees Forty Two Lacs only) subject to overall cap of Rs.54,00,000 (Rupees Fifty Four Lacs Only) as approved by shareholders by way of special resolution at the Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2015.

<sup>2</sup> Mr. Utkarsh Jain was appointed as Whole-Time Director of the Company and paid remuneration of Rs. 18,00,000/- (Rupees Eighteen Lacs Only) w.e.f. October 1, 2015 as approved by shareholders by way of special resolution at the Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2015.

**2) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, in the financial year 2015-2016**

Sl. No.	Name(s)	Designation	Ratio to Median Remuneration	Percentage Change
1.	Shyam Lal Yadav	Chief Financial	24.54	9% (Approx.)



		Officer		
2.	Anand Kumar Pandey*	Company Secretary	2.80	12%

\* Mr. Anand Kumar Pandey has been appointed as Company Secretary and Compliance Officer of the Company w.e.f. 13.06.2015.

(i)	Percentage increase in the median remuneration of employees in the financial year	Percentage: 10.6%	
(ii)	The median remuneration for the year 2015-16	Rs. 1,19,802/-	
(iii)	Number of permanent employees on the rolls of company;	There were 800 employees on the rolls of the Company as on March 31, 2016.	
(iv)	Explanation on the relationship between average increase in remuneration and company performance	Explanation: The Business as well as the profit of the Company has decreased hence the Company has not increased the salary much.	
(v)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	Comparison: The Business as well as the profit of the Company has decreased hence the Company has not increased their salary much.	
(vi)	The key parameters for any variable component of remuneration availed by the directors	Key Parameters: Not Availed	
(vii)	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	Name: Mr. Sunil Kumar Jain	Ratio: No Employee is paid salary in excess of Managing Director
(viii)	Affirmation	The Board affirms that the remuneration is as per the remuneration policy of the company	

#### **34. DISCLOSURES PURSUANT TO SECTION 197 (14) OF THE COMPANIES ACT, 2013:**

Mr. Sunil Kumar Jain, Managing Director of the Company, is in receipt of Rs. 42,00,000/- (Rupees Forty Two Lacs) per annum as remuneration.

#### **35. SUBSIDIARY COMPANY:**

During the period under review your Company has only one wholly owned Subsidiary in the name and style of 'N.E.C.C. Retail Solutions Private Limited' incorporated on 14<sup>th</sup> February, 2013.

#### **36. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:**

Name and Registered office of the Subsidiary/Associate/joint	% Holding	Particulars	Amount (Rs.)
--	-----------	-------------	--------------

venture company			
	100%	Income Earned During the year	-
		Profit before Taxes & Other adjustments	(11,292)
		Add prior period income	-
		Profit before Taxes	(11,292)
		Less: Provisions for Taxes	-
		Less: Current Tax	-
		Add/ (Less): Deferred Tax	-
		Profit for the period	(11,292)
		Profits carried forward from previous year	(83,063)
		Less proposed Dividend	-
		Less Dividend Distribution Tax	-
		Profits c/f to Balance Sheet	(94,355)

**37. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has about 20 women employees in various cadres. The Company has a Protection of women against Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee is set up in the Company to redress complaints received who directly report to the Chairman & Managing Director of the Company. All employees (Permanent, contractual, temporary, trainees) are covered under this policy. There was no complaint received from any employee during the financial year 2015-16 and hence no complaint is outstanding as on 31.03.2016 for redress.

**38. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has a comprehensive system of internal control to safeguard the Company's assets against any loss from unauthorized use and ensure proper authorization of financial transactions. The Company has internal control systems commensurate with the size and nature of the business and has experienced personnel positioned adequately in the organization to ensure internal control processes and compliances. The Company takes abundant care in designing, reviewing and monitoring regularly the working of internal control systems and their compliances for all important financial internal control processes. The Audit findings are reported on quarterly basis to the Audit Committee of the Board headed by a Non-executive Independent Director.

The Company has robust ERP systems. This ensures high degree of systems based checks and controls. The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the reliability of financial controls and compliance with laws and regulations.

The Companies Act, 2013 has introduced under Section 143(3)(i) of the Act which include the statutory auditors also to state in his audit report whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls in addition to the reporting by Board of Directors in director's responsibility statement. The concept of

reporting on internal financial controls is still new in India this new reporting requirement has thrown up many challenges. The Company has developed the internal financial control processes and that was vetted by the internal auditors during the year. The same has also been verified by the statutory auditors and who have reported that all the material Internal financial controls exist during the financial year 2015-16.

The Company, with the help of reputed professionals has developed a compliance tool for the purpose of legal compliance of all the applicable Acts to the Company.

### 39. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (i) Details relating to deposits covered under Chapter V of the Act.
- (ii) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- (iv) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### 40. POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies.

All our corporate governance policies are available on our website i.e. [www.neccgroup.com](http://www.neccgroup.com)

POLICY (IES)	WEB-LINK
Policy for Determination of Materiality of Information or Events	<a href="http://www.neccgroup.com/wp-content/uploads/2016/03/POLICY-FOR-DETERMINATION-OF-MATERIALITY-OF-INFORMATION-OR-EVENTS.pdf">http://www.neccgroup.com/wp-content/uploads/2016/03/POLICY-FOR-DETERMINATION-OF-MATERIALITY-OF-INFORMATION-OR-EVENTS.pdf</a>
Boards Diversity Policy	<a href="http://www.neccgroup.com/wp-content/uploads/2015/12/BOARDS-DIVERSITY-POLICY.pdf">http://www.neccgroup.com/wp-content/uploads/2015/12/BOARDS-DIVERSITY-POLICY.pdf</a>
Corporate Social Responsibility Policy	<a href="http://www.neccgroup.com/wp-content/uploads/2015/02/CSR-Policy.pdf">www.neccgroup.com/wp-content/uploads/2015/02/CSR-Policy.pdf</a>
Vigil Mechanism / Whistle Blower Policy	<a href="http://www.neccgroup.com/wp-content/uploads/2015/02/Vigil-Mecchanism-Policy.pdf">http://www.neccgroup.com/wp-content/uploads/2015/02/Vigil-Mecchanism-Policy.pdf</a>
Nomination And Remuneration Policy	<a href="http://www.neccgroup.com/wp-content/uploads/2015/02/Nomination-Remuneration-Policy.pdf">http://www.neccgroup.com/wp-content/uploads/2015/02/Nomination-Remuneration-Policy.pdf</a>
Records and Archives Management Policy	<a href="http://www.neccgroup.com/wp-content/uploads/2015/12/RECORDS-AND-ARCHIVES-MANAGEMENT-POLICY.pdf">http://www.neccgroup.com/wp-content/uploads/2015/12/RECORDS-AND-ARCHIVES-MANAGEMENT-POLICY.pdf</a>
Policy Related Party Transactions	<a href="http://www.neccgroup.com/wp-content/uploads/2015/12/RECORDS-AND-ARCHIVES-MANAGEMENT-POLICY.pdf">http://www.neccgroup.com/wp-content/uploads/2015/12/RECORDS-AND-ARCHIVES-MANAGEMENT-POLICY.pdf</a>

	<a href="http://www.neccgroup.com/wp-content/uploads/2016/03/Policy-on-Related-Party-Transaction-NECC.pdf">content/uploads/2016/03/Policy-on-Related-Party-Transaction-NECC.pdf</a>
Code of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by insiders	<a href="http://www.neccgroup.com/wp-content/uploads/2015/05/Code-of-Conduct-for-Prevention-of-Insider-Trading-NECC.pdf">http://www.neccgroup.com/wp-content/uploads/2015/05/Code-of-Conduct-for-Prevention-of-Insider-Trading-NECC.pdf</a>
Code of Conduct for Directors and Senior Management of the company	<a href="http://www.neccgroup.com/wp-content/uploads/2016/08/Code-of-Conduct.pdf">http://www.neccgroup.com/wp-content/uploads/2016/08/Code-of-Conduct.pdf</a>

#### **41. ACKNOWLEDGEMENT**

The directors acknowledge the dedicated services of the employees of the Company during the year under review:

On Behalf of the Board of Director of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**Chairman & Managing Director**

DIN: 00010695

C-3/15, Ashok Vihar, Phase-II, Delhi – 110052

**Place:** Delhi

**Date:** 30.05.2016



**"ANNEXURE I" TO THE DIRECTORS REPORT**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**as on the Financial Year ended on 31<sup>st</sup> march, 2016**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN : L51909DL1984PLC 019485
- ii) Registration Date : 5<sup>th</sup> day of December, 1984
- iii) Name of the Company : North Eastern Carrying Corporation Limited
- iv) Category/Sub-Category of the Company : Category: Public Listed Company  
Sub –Category: Limited by shares
- v) Address of the Registered office and contact details : 9062/47 Ram Bagh Road, Azad Market, Delhi-110006, Ph: 011-23517516-19, Fax: 011-23516102, 23527700
- vi) Whether listed company Yes / No : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : MAS Services Limited  
T-34, IInd Floor, Okhla Industrial Area Phase-II, New Delhi 110020, Ph : 011-26387281 82, 83  
Fax : 011-26387384

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Transportation/Logistics	492 – Other Land Transport	100%

*\*As per National Industrial Classification, 2008 – Ministry of Statistics and Programme Implementation (Government of India).*

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	N.E.C.C. Retail Solutions Private Limited 9062/47 Ram Bagh Road, Azad Market, Delhi-110006	U60230DL2013PTC 248276	Subsidiary	100	2(87) of Companies Act, 2013

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

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
g) Individual/ HUF	1,79,38,668	0	1,79,38,668	35.74	1,79,38,668	0	1,79,38,668	35.74	Nil
h) Central Govt	0	0	0	0	0	0	0	0	Nil
i) State Govt(s)	0	0	0	0	0	0	0	0	Nil
j) Bodies Corp.	1,96,22,432	0	1,96,22,432	39.09	1,96,22,432	0	1,96,22,432	39.09	Nil
k) Banks / FI	0	0	0	0	0	0	0	0	Nil
l) Any Other	0	0	0	0	0	0	0	0	Nil
Sub-total (A) (1):-	3,75,61,100	0	3,75,61,100	74.83	3,75,61,100	0	3,75,61,100	74.83	Nil
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	Nil
b) Other – Individuals	0	0	0	0	0	0	0	0	Nil
c) Bodies Corp.	0	0	0	0	0	0	0	0	Nil
d) Banks / FI	0	0	0	0	0	0	0	0	Nil
e) Any Other	0	0	0	0	0	0	0	0	Nil
Subtotal (A) (2)	0	0	0	0	0	0	0	0	Nil
Total share holding of Promoter (A)= (A)(1)+(A)(2)	3,75,61,100	0	3,75,61,100	74.83	3,75,61,100	0	3,75,61,100	74.83	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	Nil
b) Banks / FI	0	0	0	0	0	0	0	0	Nil
c) Central Govt	0	0	0	0	0	0	0	0	Nil
d) State Govt(s)	0	0	0	0	0	0	0	0	Nil

e) Venture Capital Funds	0	0	0	0	0	0	0	0	Nil
f) Insurance Companies	0	0	0	0	0	0	0	0	Nil
g) FIIs	0	0	0	0	0	0	0	0	Nil
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	Nil
i) Others (specify)	0	0	0	0	0	0	0	0	Nil
<b>Subtotal (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>Nil</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	93,80,017	0	93,80,017	18.69	95,87,162	0	95,87,162	19.10	0.41
ii) Overseas	0	0	0	0	605	0	605	0.001	0.001
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,36,321	4,36,666	5,72,987	1.14	3,02,282	4,61,226	7,63,508	1.52	0.38
ii) Individual shareholders holding nominal Share capital in excess of Rs 1 lakh	21,70,112	1,24,800	22,94,912	4.57	21,31,890	84,200	22,16,090	4.41	(0.16)
c) Others (specify) Clearing Members	3,88,320	0	3,88,320	0.77	68,871	0	68,871	0.14	(0.63)
<b>Subtotal (B)(2)</b>	<b>1,20,74,770</b>	<b>5,61,466</b>	<b>1,26,36,236</b>	<b>25.17</b>	<b>1,20,90,810</b>	<b>5,45,426</b>	<b>1,26,36,236</b>	<b>25.173</b>	<b>Nil</b>
Total Public Shareholding (B)= (B)(1)+ (B)(2)							1,26,36,236	25.173	Nil
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	Nil
<b>Grand Total (A+B+C)</b>	<b>4,96,35,870</b>	<b>5,61,466</b>	<b>5,01,97,336</b>	<b>100</b>	<b>4,96,51,910</b>	<b>5,45,426</b>	<b>5,01,97,336</b>	<b>100</b>	<b>Nil</b>



**(ii) Shareholding of Promoters:**

Sl No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Vanya Jain	22,74,900	4.532	0	22,74,900	4.532	0	Nil
2.	Sunil Kumar Jain	1,26,63,768	25.228	0	1,26,63,768	25.228	0	Nil
3.	Utkarsh Jain	30,00,000	5.976	0	30,00,000	5.976	0	Nil
4.	Suvi Developers Private Limited	36,31,400	7.234	0	36,31,400	7.234	0	Nil
5.	NECC Securities Private Limited	76,56,880	15.254	0	76,56,880	15.254	0	Nil
6.	NECC Automobiles Private Limited	83,34,152	16.603	0	83,34,152	16.603	0	Nil
<b>TOTAL</b>		<b>3,75,61,100</b>	<b>74.83</b>	<b>0</b>	<b>3,75,61,100</b>	<b>74.83</b>	<b>0</b>	<b>Nil</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>NIL</b>			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	<b>NIL</b>			

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

Sl. No.	Name of the Shareholder(s)	Shareholding at the beginning of the year		Date	Increase/decrease in shareholding	Reason	Cumulative shareholding during the year 01.04.2015 to 31.03.2016	
		No. of Shares	% total of shares of the Company				No. of shares	% of total shares of the Company
1.	Religare Finvest Ltd	60,36,494	12.03	31.03.2015	No Change		60,36,494	12.03
		60,36,494	12.03	31.03.2016				
2.	Peeyush Kumar Aggarwal	14,52,092	2.89	31.03.2015	No Change		14,52,092	2.89
		14,52,092	2.89	31.03.2016				
3.	B.G.R Finvest Private Limited	2,44,000	0.49	31.03.2015	No Change		2,44,000	0.49
		2,44,000	0.49	31.03.2016				
4.	Omkam Infotel Private Limited	2,42,000	0.48	31.03.2015	No Change		2,42,000	0.48
		2,42,000	0.48	31.03.2016				
5.	Pioneer Offshore Private Limited	2,40,000	0.48	31.03.2015	No Change		2,40,000	0.48
		2,40,000	0.48	31.03.2016				
6.	Omkam Communications Private Ltd	2,40,000	0.48	31.03.2015	No Change		2,40,000	0.48
		2,40,000	0.48	31.03.2016				
7.	B P Capital Limited	2,38,000	0.47	31.03.2015	No Change		2,38,000	0.47
		2,38,000	0.47	31.03.2016				
8.	Ontime Cargo & Couriers Private Limited	2,38,000	0.47	01.04.2014	No Change		2,38,000	0.47
		2,38,000	0.47	31.03.2016				
9.	RCC Cements Limited	2,36,000	0.47	31.03.2015	No change		2,36,000	0.47
		2,36,000	0.47	31.03.2016				
10.	Neelabh Spinning Mills Private Limited	2,34,000	0.47	31.03.2015	No change		2,34,000	0.47
		2,34,000	0.47	31.03.2016				

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl.		Shareholding at the beginning of	Cumulative Shareholding
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No.		the year		during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	<b>For Each of the Directors and KMP</b>				
	At the beginning of the year				
	Mr. Sunil Kumar Jain, Chairman & Managing Director	1,26,63,768	25.228	1,26,63,768	25.228
	Mrs. Vanya Jain, Non Executive Director	22,74,900	4.532	22,74,900	4.532
	Mr. Utkarsh Jain, Non Executive Director	30,00,000	5.976	30,00,000	5.976
	Mr. Shyam Lal Yadav, Chief Financial Officer	6,000	0.012	6,000	0.012
	Mr. Anand Kumar Pandey, Company Secretary	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year				
	Mr. Sunil Kumar Jain, Chairman & Managing Director	1,26,63,768	25.228	1,26,63,768	25.228
	Mrs. Vanya Jain, Non Executive Director	22,74,900	4.532	22,74,900	4.532
	Mr. Utkarsh Jain, Non Executive Director	30,00,000	5.976	30,00,000	5.976
	Mr. Shyam Lal Yadav, Chief Financial Officer	6,000	0.012	6,000	0.012
	Mr. Anand Kumar Pandey, Company Secretary	Nil	Nil	Nil	Nil

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	3,63,45,636	50,00,000	0	4,13,45,636
ii) Interest due but not paid	0	0	0	
iii) Interest accrued but not due	47,15,467	0	0	47,15,467
<b>Total (i+ii+iii)</b>	4,10,61,103	50,00,000	0	4,60,61,103
<b>Change in Indebtedness during the financial year</b>				
▪ Addition	6,08,72,523	0	0	6,08,72,523
▪ Reduction	(3,68,30,904)	(50,00,000)	0	(4,18,30,904)

<b>Net Change</b>	2,40,41,619	(50,00,000)	0	1,90,41,619
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6,51,02,722	0	0	6,51,02,722
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	65,02,258	0	0	65,02,258
<b>Total (i+ii+iii)</b>	7,16,04,980	0	0	7,16,04,980

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SI No.	Particulars of Remuneration	Name of MD /WTD/ Manager			Total Amount
		MD	WTD	Manager	
1	Gross salary			NA	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	42,00,000	18,00,000		72,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-		-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-		-
2	Stock Option	-	-		-
3	Sweat Equity	-	-		-
4	Commission				
	- as % of profit	-	-		-
	- others, specify	-	-		-
5	Others, please specify	-	-		-
	<b>Total (A)</b>	42,00,000	18,00,000		72,00,000
	<b>*Ceiling as per the Act to each managerial person</b>	54,00,000			

\*Section 196 and Section 197 read with the part II of Schedule V of the Companies Act, 2013

### B. Remuneration to other directors:

SI No.	Particulars of Remuneration	Name of Directors				Total Amount
		Manoj Kumar Jain	Mohak Jain	Utsav Jain	Vanya Jain	
	1. Independent Directors					

	<ul style="list-style-type: none"> <li>Fee for attending board / committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
	2. Other Non-Executive Directors					
	<ul style="list-style-type: none"> <li>Fee for attending board / committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	8,95,820.61				

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	NA			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961		3,93,852	29,40,000	32,76,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission				
	- as % of profit		-	-	-
	- others, specify		-	-	-
5	Others, please specify		-	-	-

	Total		3,93,852	29,40,000	32,76,000
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**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY - NIL</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS - NIL</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT - NIL</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

On Behalf of the Board of Director of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**(Chairman and Managing Director)**

DIN: 00010695

Address: C-3/15, Ashok Vihar, Phase-II, Delhi - 110052

**Place:** Delhi

**Date:** 30.05.2016

**NOMINATION & REMUNERATION POLICY**

*"An employee is sheep. His employer is the shepherd. His salary is grass."*

**CONTENTS:**

1. OBJECTIVE
2. DEFINITIONS
3. APPLICABILITY
4. APPOINTMENT OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT
5. TERM/TENURE
6. EVALUATION
7. REMOVAL
8. RETIREMENT
9. REMUNERATION, PERQUISITES FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL
10. REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR

**OBJECTIVE**

The policy is framed with the following objective(s):

1. That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
2. That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
3. That the remuneration to Directors, Key Managerial Personnel (KMP), and other employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
4. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and to determine their remuneration
5. To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry
6. To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations; and
7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.





8. To lay down criteria for appointment, removal of Directors, Key Managerial Personnel and Senior Management Personnel and evaluation of their performance

In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee.

#### **DEFINITIONS**

- **“Act”** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- **“Board”** means Board of Directors of the Company.
- **“Directors”** mean Directors of the Company.
- **“Key Managerial Personnel”** means
  - Chief Executive Officer or the Managing Director or the Manager;
  - Whole-time director;
  - Chief Financial Officer;
  - Company Secretary; and
  - such other officer as may be prescribed.
- **“Senior Management”** means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.
- **“Committee”** means Nomination and Remuneration Committee as constituted by the Company pursuant to the provisions of Companies Act, 2013.

#### **APPLICABILITY**

This Policy is applicable to:

- I. Directors viz. Executive, Non-executive and Independent
- II. Key Managerial Personnel
- III. Senior Management Personnel
- IV. Other Employees of the Company

#### **APPOINTMENT OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules thereunder.
4. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to



the notice for such motion indicating the justification for extension of appointment beyond seventy years

#### **TERM / TENURE**

##### **Of Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Executive Director, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### **Of Independent Director**

Subject to the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable Regulations, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure(s) of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

#### **EVALUATION**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

#### **REMOVAL**

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions of the Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

#### **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Regulations and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

#### **REMUNERATION, PERQUISITES FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL**

1. The remuneration / compensation / profit-linked commission etc. to the Whole-time Director or Directors will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / profit-linked commission etc. shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company, Companies Act, 2013 and shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
2. As regards the remuneration of KMP, Senior Management Personnel and other employees, the determination shall be effected by way of annual presentation before the Committee by Principal – HR and / or by the Chief Financial Officer, which would have requisite details. The Committee shall peruse the same and approve accordingly.



3. Org-wide Increments to the existing remuneration / compensation structure shall be approved by the Committee. Increments to the Whole Time Director(s) should be within the slabs approved by the Shareholders. Increments will be effective from 1<sup>st</sup> April in respect of a Whole-time Director as well as in respect of other employees of the Company, unless otherwise decided.

**CONSIDERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR**

1. **Sitting Fees-** The Non-executive Independent Directors of the Company may be paid sitting fees as per the applicable Regulations and no sitting fee is paid to Non-executive Non Independent Directors. The quantum of sitting fees will be determined as per the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company. Further the boarding and lodging expenses shall be reimbursed to the Directors based out of Delhi.
2. **Profit-linked Commission** - The profit-linked Commission may be paid to Directors except Independent Director within the monetary limit approved by the shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Regulations.

**Stock Options** - Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company. Only such employees of the Company and its subsidiaries as approved by the Nomination and Remuneration Committee will be granted ESOPs.

On Behalf of the Board of Director of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**(Chairman and Managing Director)**

DIN: 00010695

**Place:** Delhi

**Date:** 30.05.2016

Address: C-3/15, Ashok Vihar, Phase-II, Delhi - 110052



**"ANNEXURE III" TO THE DIRECTORS REPORT**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31.03.2016**

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

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31.03.2016**

To,  
The Members,  
**North Eastern Carrying Corporation Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **North Eastern Carrying Corporation Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **North Eastern Carrying Corporation Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **North Eastern Carrying Corporation Limited** ("the Company") for the financial year ended on 31/03/2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;



- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- (i) The Securities and Exchange Board of India (Listing obligations and Disclosures requirements) Regulations, 2015 applicable w.e.f. December 1, 2015;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited; (applicable up to 30<sup>th</sup> November, 2015).

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

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place: New Delhi**  
**Date: 30.05.2016**

**Ashish Kumar Friends**  
**Practicing Company Secretary**  
**FCS No. 5129; C.P. No. 4056**

"ANNEXURE IV" TO THE DIRECTORS REPORT

**REPORT ON  
CORPORATE SOCIAL RESPONSIBILITY**



**FOR THE FINANCIAL YEAR 2015-16**



### **REPORT ON CSR ACTIVITIES OF THE COMPANY**

Since Initial the Company has always been keen to do something for the Children hence in the year 1998 the Company started a Scholarship Program for the Employees of the Children wherein the Company sponsor the Education of Employee's Meritorious Children who are studying in Class 5<sup>th</sup> to 12<sup>th</sup>.

The Company strongly believes that education implies:

*"the entire process of social life by means of which individuals and social groups learn to develop consciously within, and for the benefit of, the national and international communities, the whole of their personal capabilities, attitudes, aptitudes and knowledge."*

Keeping the above philosophy of the Company in mind after implementation of the Section 135 of the Companies Act, 2013 the Company at its Board Meeting held on 21<sup>st</sup> Day of July, 2014 constituted a CSR Committee consisting of the following Members:-

<b>Name of the Member</b>	<b>Designation</b>
Mr. Sunil Kumar Jain	Chairman
Mrs. Vanya Jain	Member
Mr. Utsav Jain	Member
Mr. Shaym Lal Yadav	Executive Member
Mr. Vinod Nair	Executive Member

The Members of the Committee after its constitution formulated a CSR Policy of the Company which was duly approved by the Board of Director at its Meeting held on 13.08.2014 along with this the Total CSR Budget of Rs. 17,00,000/- (Rupees Seventeen Lacs Only) for CSR Activities dedicated to Education of Children.

The Company was approached by Sewa Bharti which is one of the largest NGOs working for the upliftment & empowerment of the neglected and under-privileged sections of the society since its inception in 1979 at Delhi. The target groups of Sewa Bharti include Adivasis, Dalits, Women, Children, Rural Artisans, Small farmers, Marginal farmers, and youths. The thrust area of the organization includes empowerment of communities, secure sustainable livelihoods, promotion of micro-finance, curative, primitive, preventive health care, advocacy and lobby, promotion of societal peace, alternative energy option, community based calamity preparedness, promotion of people's culture and research and documentation.

The Company has decided to financially support the Organization by making donation for the renovation of the Lal Bagh Center of Sewa Bharti in various tranches to promote education and Social Welfare and in line with this the Company has already invested Rs. 7,50,000/- (Rupees Seven Lacs Fifty Thousand Only) during the Financial Year 2015-16 in Sewa Bharti for Lal Bagh Center which works towards the Literacy of Poor and under privileged children of the Society.

Not only this, the Company is also encouraging Education through "Unnati" a NGO Project which support children for higher education by running Schools and providing Scholarships of upto Rs. 50,000/- per Student to children of weaker section specially belonging to families below poverty line or those whose family income of less than Rs. 2 Lacs per annum.



Your Company is sponsoring the Salary's of Teachers of the said Project on Monthly basis. The Company has spend Rs. 3,54,503/- (Three Lacs Fifty Four Thousand Five Hundred Three Only) towards Teachers Salary in the Financial Year 2015-16.

Hence your Company has spend a Total Sum of Rs. 11,04,503/- towards CSR Activities which comprises of 2% of the average Net Profit which is very close to 2% of the average Net Profit and also undertake to continue such CSR Activities.

On Behalf of the Board of Director of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**(Chairman and Managing Director)**

DIN: 00010695

**Place:** Delhi

**Date:** 30.05.2016

Address: C-3/15, Ashok Vihar, Phase-II, Delhi - 110052



**changing lives...**  
**through**  
**education**





## "ANNEXURE V" TO THE BOARD'S REPORT

### REPORT ON CORPORATE GOVERNANCE

#### PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The key to good Corporate Governance is a well functioning Board of Directors. The Board should have a core group of excellent Directors who understand their role and honestly discharge their fiduciary responsibilities towards the Company's stakeholders. The implementation of the recommendations in totality is a critical success factor for survival, and an aid to brand building. Therefore, ultimate responsibility for putting into the practice lies directly with the Board of Directors and the Management of the Company. The deriving forces of Corporate Governance at North Eastern Carrying Corporation are its core values-belief in people, entrepreneurship, customer orientation and the pursuit of excellence.

The Company's goal is to find creative and productive ways of informing its stakeholders, that is, Investors, Customers and Associates, while fulfilling the role of a responsible Corporate committed to best practice. A report on the implementation of the code of Corporate Governance introduced by SEBI and incorporated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.

#### BOARD OF DIRECTORS

##### **Composition & Category as on March 31<sup>st</sup>, 2016**

The Board of Directors comprises of Six members, One Director is Executive managing Director, Two are Non Executive Directors and the other three comprising of half of the Total Board are Independent Directors. The Independent Directors are independent of management responsibilities, free from business or any other relationship, which could materially interfere with the exercise of their independent judgment. The Directors bring to the Board a wide range of experience and skills. The Board consists of the following directors:

Composition Category and attendance of each Director as on March 31<sup>st</sup>, 2016 including retired/resigned, at the Board Meetings and the last Annual General Meeting.

Name	Position	Category	Particulars of Change		Attendance		No. of Directors hip in other public company	No. of Committee position held in other public company	
			Appt.	Resign	BM	Last AGM		Chairman	Member
Mr. Sunil Kumar Jain	Chairman & Managing Director	Executive	10.08.2015	NA	6	Yes	01	-	2
Ms. Vanya Jain	Director	Non-Executive	18.08.2014	NA	6	Yes	01	-	1
Mr. Utkarsh Jain	Director	Whole-Time Director	10.08.2015	NA	6	Yes	Nil	-	-



Mr. Manoj Kumar Jain	Director	Independent	01.04.2014	NA	6	Yes	02	-	1
Mr. Mohak Jain	Director	Independent	01.04.2014	NA	6	Yes	01	-	-
Mr. Utsav Jain	Director	Independent	04.01.2014	NA	6	Yes	01	-	-

**NOTE:**

- Private Limited Companies, Foreign Companies and Companies constituted under section 25 of the Companies Act, 1956 and Section 8 of the Companies Act, 2013 are excluded for the above purpose.
- Only Audit Committee and Stakeholders' Relationship Committee /Share Transfer/Investors Grievance Committee are considered for the purpose of Committee positions as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- None of the Director is a member of more than ten Board level committees or a chairman of five such committees as required under Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- None of the Independent Directors is related to any other directors. None of the Independent Directors has any business relationship with the Company.

**Board Meeting Held**

During the year the Board of Directors met 6 times on 13.04.2015, 28.05.2015, 13.06.2015, 10.08.2015, 10.11.2015 and 10.02.2016. Further the maximum gap between any two Board Meetings was not more than four months.

Else than the above stated Meetings one Meeting of Independent Directors was held on 26.12.2015 to discuss the performance of the Board as whole and Director's independently.

**COMMITTEES OF BOARD**

**AUDIT COMMITTEE**

**Compositions of Audit Committee**

Members	Designation	Category (as Director)	Attendance In Meeting
Mr. Manoj Kumar Jain	Chairman	Independent Director	4
Mr. Mohak Jain	Member	Independent Director	4
Mr. Utsav Jain	Member	Independent Director	4

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Members of the Audit Committee possess financial / accounting expertise / exposure.

**Role of the Audit Committee, inter alia, includes the following:**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, remuneration, and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process
8. Approval or any subsequent modification of transactions of the company with related parties,
9. Scrutiny of inter-corporate loans and investments,
10. Valuation of undertakings or assets of the company, wherever it is necessary,
11. Evaluation of internal financial controls and risk management systems,
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors of any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing



19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Such other role/functions as may be specifically referred to the Committee by the Board of Directors and / or other committees of Directors of the Company and as specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Meeting Details:**

During the year the committee has met 4 times on 28.05.2015, 10.08.2015, 10.11.2015 and 10.02.2016. The minutes of the Audit Committee were duly placed before the Board.

#### **General Details:**

The internal auditor reports directly to the Audit Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting.

#### **NOMINATION AND REMUNERATION COMMITTEE**

##### **Composition of Nomination and Remuneration Committee**

Members	Designation	Category (as Director)	Attendance in Meeting
Mr. Manoj Kumar Jain	Chairman	Independent Director	3
Mr. Mohak Jain	Member	Independent Director	3
Mr. Utsav Jain	Member	Independent Director	3

The Committee's composition meets with requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### **Role of the Nomination and Remuneration Committee, inter alia, includes the following:**

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal
2. To carry out evaluation of every Director's performance To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees
3. To formulate the criteria for evaluation of Independent Directors and the Board
4. To devise a policy on Board diversity To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria
5. To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme including:
  - ❖ the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;

- ❖ the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
  - ❖ the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
  - ❖ the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
  - ❖ the right of an employee to exercise all options vested in him at one time or various points of time within the exercise period;
  - ❖ the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
  - ❖ the granting, vesting and exercising of options in case of employees who are on long leave; and the procedure for cashless exercise of options.
6. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
  7. To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### **Meeting Details**

Nomination and Remuneration Committee met 3 times on 13.06.2015, 07.08.2015 and 10.01.2016.

#### **General Details:**

In compliance with Schedule XIII of the Companies Act, 1956, relating to appointment of Director, Remuneration Committee was constituted by the Board of Directors of your Company on September 18<sup>th</sup> 2004. After implementation of Section 178 of the Companies Act, 2013 the nomenclature of the Remuneration Committee was changed to Nomination and Remuneration Committee on 30.05.2014.

#### **Remuneration of Directors:**

Details of remuneration paid to Directors during 1<sup>st</sup> April 2015 to 31<sup>st</sup> March 2016 & part thereof are as follows:

<b>Name</b>	<b>Designation</b>	<b>Salary (Rs.)</b>	<b>Commission</b>	<b>Sitting Fees</b>
Mr. Sunil Kumar Jain	Chairman & Managing Director	*42,00,000	Nil	Nil
Mrs. Vanya Jain	Non Executive Director	Nil	Nil	Nil
Mr. Utkarsh Jain	Non Executive Director	**18,00,000	Nil	Nil
Mr. Manoj Kumar Jain	Independent Director	Nil	Nil	Nil
Mr. Mohak Jain	Independent Director	Nil	Nil	Nil
Mr. Utsav Jain	Independent Director	Nil	Nil	Nil

\*Mr. Sunil Kumar Jain has been re-appointed as Managing Director of the Company **w.e.f. October 1, 2015** and his salary has been revised from Rs. 36,00,000/- (Rupees Thirty Six Lacs Only) to Rs. 42,00,000/- (Rupees Forty Two Lacs only) subject to overall cap of Rs.54,00,000 (Rupees Fifty Four



Lacs Only) as approved by shareholders by way of special resolution at the Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2015.

**\*\*Mr. Utkarsh Jain** was appointed as Whole-Time Director of the Company and paid remuneration of Rs. 18,00,000/- (Rupees Eighteen Lacs Only) **w.e.f. October 1, 2015** as approved by shareholders by way of special resolution at the Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2015.

No sitting fees have been paid to Non-Executive and Independent Directors for attending the Board/Committee meetings.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE / SHAREHOLDERS/INVESTORS GRIEVANCES & SHARE TRANSFER COMMITTEE**

##### **Composition of Stakeholders Relationship Committee / Shareholders/Investors Grievances & Share Transfer Committee**

Members	Designation	Category (as Director)	Attendance in Meeting
Mr. Manoj Kumar Jain	Chairman	Independent Director	3
Mr. Mohak Jain	Member	Independent Director	3
Mr. Utsav Jain	Member	Independent Director	3

The Committee's composition meets with requirements of Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### **Role of the Stakeholders Relationship Committee / Shareholders/Investors Grievances & Share Transfer Committee, inter alia, includes the following:**

1. Oversee and review all matters connected with the transfer of the Company's securities
2. Approve issue of the Company's duplicate share /debenture certificates
3. Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.
4. Oversee the performance of the Company's Registrars and Transfer Agents
5. Recommend methods to upgrade the standard of services to investors
6. Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading
7. Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable
8. Perform such other functions as may be necessary or appropriate for the performance of its duties

##### **Meeting Details**

Shareholders/Investors Grievances & Share Transfer Committee met 3 times on 01.07.2015, 01.10.2015 and 01.01.2016.

##### **General Details:**



All the complaints as received were resolved to the satisfaction of investors during the Financial Year 2015-16 and as on 31.03.2016 there is no pending Investor Grievance.

### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

#### **Composition of Corporate Social Responsibility Committee**

Members	Designation	Category (as Director)	Attendance in Meeting
Mr. Sunil Kumar Jain	Chairman	Managing Director	2
Mrs. Vanya Jain	Member	Non Executive Director	2
Mr. Utsav Jain	Member	Independent Director	2
Mr. Shyam Lal Yadav	Executive Member	Chief Financial Officer	2
Mr. Vinod Nair	Executive Member	Corporate Head (HR & Legal)	2

The Committee's composition meets with requirements of Section 135 of the Companies Act, 2013.

#### **Role of the Corporate Social Responsibility Committee, inter alia, includes the following:**

1. Review the proposals for CSR projects/programs/activities received from various locations.
2. Approve proposals for various CSR projects/programs/activities.
3. Identify the projects/activities to be undertaken by the Company for CSR
4. Recommend to the Board CSR Activities to be undertaken alongwith detailed plan, modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities;
5. Monitor the CSR Policy of the Company from time to time;
6. Ensure compliance of CSR Policy and the Rules;
7. Any Other functions and compliances as may be prescribed by the Companies Act, 2013 and the rules framed thereunder.
8. Such other functions as may be delegated and/or assigned by the Board from time to time.

#### **Meeting Details**

Corporate Social Responsibility Committee has met 2 times on 01.10.2015 and on 11.01.2016.

### **RISK MANAGEMENT COMMITTEE (NON-MANDATORY)**

#### **Composition of Risk Management Committee**

Members	Designation	Category (as Director)	Attendance in Meeting
Mrs. Vanya Jain	Member	Non Executive Director	2
Mr. Utsav Jain	Member	Independent Director	2
Mr. Mohak Jain	Member	Independent Director	2
Mr. Shyam Lal Yadav	Executive Member	Chief Financial Officer	2

#### **Role of the Risk Management Committee, inter alia, includes the following:**



1. Defines overall risk appetite and defines the risk management culture.
2. Boards of Directors are responsible for overall implementation of risk management strategy in the whole organization.
3. Validate risk assessments.
4. Agree on assignment of risk responses to risk owners.
5. Coordinate the reporting of corporate risks.
6. Develop plans to improve risk management.
7. Assumes overall responsibility for the agency's system of internal control.
8. Ensures clarity of accountability for risk management.
9. Reviews performance, progress, and compliance with risk management process.
10. Supports the chief executive Officer with assurance on a sound system of internal control.
11. Ensure that risk management policy and processes are complied with.
12. Identify lessons learned; disseminate risk management guidance and training.
13. Coordinate the identification of risks from within their sphere of control.
14. Any other matter as the Risk Management Committee may deem appropriate after approval of the Board of Directors or as may be directed by Board of Directors of the Company

#### **Meeting Details**

Risk Management Committee has met 3 times on 01.10.2015 and on 11.01.2016.

#### **WHISTLE BLOWER POLICY**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Vigilance Officer who operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

#### **RECONCILIATION OF SHARE CAPITAL AUDIT**

As required by the Securities and Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and The National Stock Exchange of India Limited and is also placed before Share Transfer/Stakeholders' Relationship Committee and the Board of Directors.

#### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured parameters has been prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.





The Board has carried out an exercise to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company etc. The performance evaluation of the Directors was carried out by the entire Board except the director being evaluated.

The Nomination and Remuneration Committee has formulated the criteria for evaluation of Independent Directors. The criteria are given below:

1. **Initiative and Resourcefulness:** Deals skillfully and promptly with new situations, difficulties or regularly assigned work. Demonstrates a readiness and ability to take actions within prescribed time.
2. **Judgment:** Applies sound logic in making decisions. Maintains awareness of Organizational realities and audience perspectives.
3. **Adaptability:** Able to adjust to changing responsibilities, work environment and other factors.
4. **Decisiveness:** Able to make decisions or resolve problems within reasonable time frames.
5. **Innovation and Creativity:** Able to develop new approaches or procedure, adapts existing procedures to meet new work demands.
6. **Leadership:** Able to guide others by example or by fostering Team work or by direct or indirect supervision.
7. **Interpersonal Relationship:** Works well with others. Resolves conflicts amicably and professionally. Maintains composure in stressful situation.
8. **Oral Communication:** Able to communicate clearly so that the listener can readily and fully understand.
9. **Written Communication:** Able to communicate information in writing at the level commensurate with the job.
10. **Job knowledge and skills:** Has the knowledge and skills to perform effectively. Adds to the organization through professional or vocational abilities, knowledge of legislation, regulations, use tools and equipment, etc.
11. **Learning Ability:** Keen in learning new and latest developments in the field of automobile sector w.r.t. laws, rules and regulations.
12. **Evaluating subordinates:** Regular Meetings with Manager level employee to discuss their teams performance and plans.
13. **Self-Management:** How well does they focus, manage their time, avoid distractions, etc.
14. **Attendance and Grooming:** Regularity to the visits of the office and presentation before the officials of other departments as Directors of the Company.

#### **RELATED PARTY TRANSACTIONS**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. And none of the transaction was in conflict with the interest of the Company. Suitable disclosure as required by the Companies Act, 2013 and Accounting Standards (AS18) has been made in the note nos. 28 & 28A of notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link is given below:

<http://www.neccgroup.com/wp-content/uploads/2016/03/Policy-on-Related-Party-Transaction-NECC.pdf>



A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee and also noted in the Board Meeting.

## **DISCLOSURES**

### **Penalties**

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

### **Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed all the Accounting Standards as amended up to date.

### **Internal Controls**

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/ regulatory compliances. The Company's business processes are on ERP platform and have a strong monitoring and reporting process resulting in financial discipline and accountability.

### **CEO/ MD and CFO Certification**

The CEO/MD and the CFO have issued certificate pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

## **GENERAL BODY MEETING**

### **Annual General Meetings:**

Form Last three years the Annual General meeting of your Company is being held at the Registered Office of the Company at 9062/47, Ram Bagh Road, Azad Market, Delhi-110006

Year	Date	Time	Special Resolution passed
2014-15	23.09.2015	11:00 A.M.	<i>Reappointment of Mr. Sunil Kumar Jain as Managing Director of the company</i>
			<i>Appointment of Mr. Utkarsh Jain as Whole-Time Director of the Company</i>
2013-14	30.09.2014	11:00 A.M.	<i>Increase in Borrowing power under Section 180(1) (c) to a sum not exceeding Rs. 250 Crores</i>
			<i>Approval for creation of charge / mortgage on assets/ undertakings of the company, subject to the limits approved under section 180(1)(c)</i>
			<i>Appointment of Mr. Manoj Kumar Jain as an Independent Director</i>
2012-13	30.09.2013	11:00 A.M.	<i>No Special Resolution passed</i>

### **Extraordinary General Meeting:**

There was no Extraordinary General Meeting held during the Financial Year 2015-16



## **DISCLOSURES**

- a) None of the transactions of material nature with any of the related parties was in conflict with the interest of the Company at large.
- b) The Company has no litigation with SEBI, BSE & DSE for non-compliance of any of regulations wide SEBI (SAST) Regulation 1997, SEBI (Prohibition of insider Trading) Regulations, 2002 and Listing Agreement (for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. No penalties were imposed on the Company by Stock Exchanges, SEBI or by any Statutory Authority related to Capital Market.

## **MEANS OF COMMUNICATION**

Half yearly report sent to each household of Shareholder	No
Quarterly Results, in which newspaper normally published	Economic Times(English & Hindi)
Any Website, where displayed	<a href="http://www.neccgroup.com">www.neccgroup.com</a>
Whether it also displays official news releases and Presentations made to institutional investors/Analysts	No
Whether Shareholder Information section forms part of the Annual Report	Yes

## **GENERAL SHAREHOLDER INFORMATION**

### **1. Annual General Meeting:**

The 31<sup>st</sup> Annual General Meeting of the Company will be held on Friday, the 30<sup>th</sup> September, 2016 at the registered office of the company at 9062/47, Ram Bagh Road, Azad Market, Delhi-110006 at 11:00 A.M.

### **2. Tentative Financial Calendar:**

Financial Year	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017
Financial Year (under review)	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March 2017
Result for quarter ending 30 <sup>th</sup> June 16	Latest by 15 <sup>th</sup> August 2016
Result for quarter ending 30 <sup>th</sup> September 16	Latest by 15 <sup>th</sup> November 2016
Result for quarter ending 31 <sup>st</sup> December 16	Latest by 15 <sup>th</sup> February 2017
Result for quarter ending 31 <sup>st</sup> March 17	Latest by 30 <sup>th</sup> May 2017

### **3. Book Closure Date:**

The register of members and Share transfer register shall remain closed during the 24<sup>th</sup> day of September, 2016 to 30<sup>th</sup> day of September 2016 (both days inclusive) for the purpose of Annual General Meeting.

### **4. Listing of Equity shares:**

The equity shares of the Company are listed at:



NAME & ADDRESS OF THE STOCK EXCHANGES	STOCK CODE/SCRIP CODE/SYMBOL	ISIN NUMBER FOR NSDL/ CDSL (DEMATERIALIZED SHARES)
<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (East), <u>Mumbai- 400051</u>	NECCLTD	<b>INE553C01016</b>
<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, <u>Mumbai-4000 01</u> (SCRIP 534615)	534615	
<b>The Delhi Stock Exchange Limited</b> 3 & 4/4 B, Asaf Ali Road, <u>New Delhi – 110002</u>	16093	

However Securities and Exchange Board of India (“SEBI”) has cancelled the recognition of all non-operational Stock Exchanges including Delhi Stock Exchange Limited vide its Circular dated 29.12.2008, 30.05.2012 and 17.04.2015. But as your Company is listed on Bombay Stock Exchange & National Stock Exchange hence till it not affect the Listed Status of your Company.

#### 5. Credit Rating

CRISIL Limited (our credit rating agency) has accredited and assigned BBB-(Stable) rating to our Long Term Borrowings and A3 to our Short Term borrowings.

#### 6. Stock Market Price Data:

During the Financial Year 2015-16, there was no trading of shares of the Company on Delhi Stock Exchange Limited, however there was trading of shares on the BSE Limited and National Stock Exchange of India Limited. Therefore, high and low prices for the Financial Year 2015-16 on BSE Limited on month basis were as follows:

	BSE LIMITED			NATIONAL STOCK EXCHANGE OF INDIA LIMITED*		
Month	High Price (Rs.)	Low Price (Rs.)	Volume (No.)	High Price (Rs.)	Low Price (Rs.)	Volume (No.)
April, 2015	85.80	72.00	1118	-	-	-
May, 2015	81.50	74.00	749	-	-	-
June, 2015	80.00	74.00	293	-	-	-
July, 2015	77.30	74.00	664	-	-	-
August, 2015	77.00	70.00	237	-	-	-
September, 2015	85.90	73.00	470	-	-	-
October, 2015	75.00	64.50	745	-	-	-
November, 2015	80.90	51.70	590	-	-	-
December, 2015	69.00	58.80	1434	-	-	-
January, 2016	65.00	50.00	511	-	-	-



February, 2016	66.00	47.50	314	-	-	-
March, 2016	61.60	43.00	332	44.00	44.00	4

*\*The Securities of North Eastern Carrying Corporation Limited has been listed and admitted to deal on the National Stock Exchange of India Limited w.e.f. March 2, 2016 vide exchange letter NSE/LIST/ 63425 dated February 29, 2016.*

#### **7. Payment of Listing Fee**

Your Company has duly paid the Listing fee for the Financial Year 2015-16 to National Stock Exchange of India Limited and Bombay Stock Exchange Limited. Further payment to Delhi Stock Exchange will be made on receipt of invoice.

#### **8. Payment of Depository Fees**

Annual Custody/Issuer fees for the year 2015-16 have been paid by the Company to NSDL and CDSL on receipt of the invoices.

#### **9. Registrar & Share Transfer Agents:**

MAS Services Limited, having its office at T-34 II<sup>nd</sup> Floor, Okhla Industrial Area Phase-II, New Delhi - 20 is appointed Registrar & Share Transfer agent of the Company. Investors' queries/request for transfer, transmission and issue of duplicate share certificates etc. shall be sent to MAS Services Limited.

#### **10. Share Transfer System:**

Requests for Share Transfer in physical form can be lodged with the Registrar & Share Transfer agents, MAS Services Limited at their address given above. The Share transfers which are received in physical form are registered and the share certificates are returned within 15 days from the date of receipt, subject to the documents being valid and complete in all respects. Shares under objection are, in general, returned within 7 days.

#### **11. Nomination facility**

Pursuant to the provisions of Companies Act, 2013 the members are allowed to nominate any person to whom they are desirous of making/changing a nomination in respect of their shareholding in the Company in form SH-13, Members are requested to submit to the MAS Services Limited for this purpose.

#### **12. Distribution & Categories of Shareholding**

Distribution of shareholding as on 31st March, 2016:

No. of Shares held with the NSDL	2,71,96,741	54.18%
No. of Shares held with the CDSL	2,24,55,169	44.73%
No. of Shares held in Physical form	5,45,426	1.09%
<b>Total</b>	<b>5,01,97,336</b>	<b>100.00%</b>

Shareholding pattern as on March 31, 2016:

Category of Shareholder(s)	Number of Shareholders	Total Number of Shares	No. of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares (%)
<b>(A) Indian Promoters</b>	6	3,75,61,100	3,75,61,100	74.83
<b>Sub-total (A)</b>	<b>6</b>	<b>3,75,61,100</b>	<b>3,75,61,100</b>	<b>74.83</b>
<b>(B) Public Shareholding</b>				
<b>Non-Institutions</b>				
Individual shareholders holding nominal share capital upto Rs. 2 lakh	1,076	7,63,508	3,02,282	1.52
Individual shareholders holding nominal Share capital in excess of Rs. 2 lakh	14	22,16,090	21,31,890	4.41
Bodies Corporate	128	95,87,162	95,87,162	19.10
Overseas Corporate Bodies	4	605	605	0.00
Clearing Members	26	68,871	68,871	0.14
<b>Sub-total (B)</b>	<b>1248</b>	<b>1,26,36,236</b>	<b>1,20,90,810</b>	<b>25.17</b>
<b>Total</b>	<b>1254</b>	<b>5,01,97,336</b>	<b>4,96,51,910</b>	<b>100.00</b>
<b>% of Dematerialization</b>				<b>98.91%</b>

Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group” as on March 31, 2016:

Sl. No.	Name(s)	Total Shares Held	
		Number	Percentage (%)
1.	Sunil Kumar Jain	1,26,63,768	25.23
2.	Vanya Jain	22,74,900	4.53
3.	Utkarsh Jain	30,00,000	5.98
4.	Suvi Developers Private Limited	36,31,400	7.23
5.	NECC Securities Private Limited	76,56,880	15.25
6.	NECC Automobiles Private Limited	83,34,152	16.60

**No shares have been pledged by the promoters.**

### 13. Dematerialization:

The Company had proceeded towards dematerialized of its equity share and in this behalf Company had altered its Articles of Association (AOA) by inserting a new clause 52A and some important definitions in its AOA.

### 14. Reporting of Internal Auditor

The Internal Auditor of the Company directly reports to the Audit Committee.



**15. Outstanding GDR/ ADRs/Warrants/Options:**

There are no outstanding GDRs/ADRs/Warrants/ Options or any convertible instruments.

**16. Details on use of public funds obtained in the last three years:**

No funds have been raised from the public since the last three years.

**17. Transfer of unclaimed amounts to Investor Education and Protection Fund:**

No amount was transferred to Investor Education and Protection Fund during the Financial Year 2015-16.

**18. Address for Correspondence**

North Eastern Carrying Corporation Limited  
9062/47, Ram Bagh Road  
Azad Market, Delhi – 110006  
Email: [cs@neccgroup.com](mailto:cs@neccgroup.com)/[slyadav@neccgroup.com](mailto:slyadav@neccgroup.com)

On Behalf of the Board of Director of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**(Chairman and Managing Director)**

DIN: 00010695

**Place:** Delhi

**Date:** 30.05.2016

Address: C-3/15, Ashok Vihar, Phase-II, Delhi - 110052



**COMPLIANCE CERTIFICATE BY CEO/MD AND CHIEF FINANCIAL OFFICER**

*(Pursuant to Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To  
The Board of Directors  
North Eastern Carrying Corporation Limited

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of North Eastern Carrying Corporation Limited, to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief, we state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (d) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- (e) We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee;
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

**Place:** Delhi  
**Date:** 30.05.2016

**Sunil Kumar Jain**  
(Chairman & Managing Director)  
DIN: 00010695

**Shyam Lal Yadav**  
(Vice President and C.F.O.)  
PAN: AAAPY4171C





## DECLARATION

To,

The Members of  
North Eastern Carrying Corporation Limited

I, Sunil Kumar Jain, Chairman & Managing Director of North Eastern Carrying Corporation Limited ("the Company"), hereby declare that all Board Members and senior Management of the Company have individually affirmed compliance with the code of business conduct and ethics adopted by the Company during the Financial Year 2015-16. This code of conduct is available at the registered office of the Company.

On Behalf of the Board of Directors of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**Chairman & Managing Director**

DIN: 00010695

**Place:** Delhi

**Date:** 30.05.2016

Address: C-3/15, Ashok Vihar, Phase-II, Delhi - 110052



### **COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

*(Pursuant to Regulation 34(3) read with the Schedule V of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To  
The Members of  
North Eastern Carrying Corporation Limited

We have examined the compliance of conditions of corporate governance by North Eastern Carrying Corporation Limited, for the year ended on March 31, 2016, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

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

**For, M/s Sanghi & Co.**  
Chartered Accountants

**Place:** Delhi  
**Date:** 30.05.2016

Ram Kishan Sanghi  
Proprietor  
M. No. 091534



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

*(Pursuant to Regulation 34 read with the Schedule V of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

### INDIAN ROAD TRANSPORT INDUSTRY

The long-distance road transport industry in India in order to identify inefficiencies that could reduce the benefits to be derived from the large investments now being made by the Government in the nation's highway infrastructure. The road transportation industry has been the most significant constituent of the Indian logistics industry. However, the segment continues to struggle to cater to the country's size and widely spread consumption hubs. The road transport and logistics market is one of the key sector of growth of the Indian Economy.

India has an extensive road network and provides amenity to millions of people every day, thus road transport is one of the important ingredients for the social and economic development of the country. India has the third largest road network in the world stretching 4.24 million kilometers in length out of which approx 32% is single lane, 56% is double lane and rest is four of more lane standard. The country had approximately 2.00 lacs km of national (state & national) highway. The significance of transportation is relative to the economy and the population of a country; India being the world's second fastest growing economy and being the second largest populated, transportation plays a crucial role in its economic development and sustainable growth.

### OPERATION AND FUTURE OUTLOOK (ABOUT NECC)

North Eastern Carrying Corporation Limited, part of NECC Group, is a leading giant founded in 1984, the Company started the business of core transportation & carriage of goods in FTL and Parchoon segment in 1999-2000. Since then it never looks back and achieved its target turnover for the Financial Year 2015-16. During the period the Company had not only enhances its turnover but also its client base and its fleet.

The Company currently operates through its 200 (approx) branches and 800 employee base. The Company provides carriage of both FTL (Full Truck Load) and Parchoon products throughout four corners of India, Nepal and Bhutan. FTL clients include big giants of FMCG, beverage and electrical industries while textile & hosiery, FMCG, Auto & Motor parts, Pharma and chemicals sectors is the parchoon client.

The Company's strategy is well thought of and in line with domestic market trend and industry. The Company is growing its traditional parchoon market and simultaneously spreading and picking the FTL market segment. The new clients have been introduced and associated with our services. The Company is broadening and condensing its market throughout the Indian subcontinent, Nepal and Bhutan.

### OPPORTUNITIES & THREATS

Historically, road freight in India has increased since its 1950–51 level of 6 billion tonne kilometers (BTKMs) to 1,086 BTKMs in 2009–2010, witnessing a CAGR of 9.21 percent during this period. However, the market scenario is uncertain in future, given the uncertainty in global and domestic economies. Hence, several possible scenarios have been considered to plot market projections for the next few years. While the optimistic scenario assumes GDP growth of 6.1 percent — implying a freight CAGR ~ 7.6 percent — the optimistic scenario assumes a GDP of 9.0 percent, implying a freight CAGR ~ 9.6 percent. The resulting road freight opportunity is estimated to range from about 1,300 BTKMs in 2012–13 to more than 2,000 BTKMs in 2016–17.



As said above, the Indian Road transport industry is on a tremendous growth path which leaves many opportunities and threats which determine the Company's growth:

#### **Opportunities**

- Increased demand of 3PL (third party Logistics). The improving infrastructure and rising focus on core business operations will lead the future growth of the Indian 3PL.
- Infrastructural Development Investment policies of Central & State governments shall result in higher growth opportunity for transportation business.
- Expected increase in freight during 2010-2020.
- Successful completion of National Highways Projects shall open up new venues and improved service quality.
- The satellite watch over fleets through GPRS system shall also enhance the timely and prompt delivery of consignments to the prospective clients.
- ERP system under development shall, after its installation, improve the quality of documentation, records, billings etc.
- The increased fleets shall ease the operation.
- Online system will increase the efficiency and effectiveness towards decision making and accountability towards the clients which develops healthy relations with clients.

#### **Threat**

- Competition from local and multinational players.
- Damages, accident and theft are matter of concern during voyage.
- Natural disturbance inform of floods, cyclone, landslides in major parts of India.
- Due to above two conditions, the claims from clients increases and inflow of revenue decreases and finally resulted into long legal litigation.

#### **INTERNAL CONTROL SYSTEM**

The Company has in place adequate internal control systems commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, compliance with applicable statutes and safeguarding of assets of the Company.

These systems ensure that transactions are executed in accordance with specified policies and resources are deployed as per the business plans and policies. The Company has an in-house internal audit division and the head of internal audit function reports directly to the Audit Committee to ensure independence of this function.

The Internal control team, reviews and evaluates the adequacy and effectiveness of internal control, ensuring adherence to operating guidelines and statutory requirements. This system comprises well documented policies, guidelines and authorization and approval procedures.

#### **RISK MANAGEMENT**

The Indian transport industry is a growing avenue and widely opens for new entrepreneurs. The Company takes a very extensive view of business risk. The Company always keeps itself changing with the changed environment of operation, technology and innovative ideas. The Company has risk management team constituting the professionals and functional specialists who critically examines and audit the adequacy, relevancy, efficiency and effectiveness of the control system, compliance with policies. The Company however faces the following risks:



- **Competition Risk:** This risk arises from more players wanting a share in the same pie. Like in most other industries, opportunity brings with itself competition. We face different levels of competition in each segment, from domestic as well as multinational players. However, NECC has established strong brand goodwill in the market and a strong foothold in the entire logistics value spectrum.
- **Regulatory Risk:** If we are unable to obtain required approvals and licenses in a timely manner, our business and operations may be adversely affected. However, the Government has come up with a number of initiatives to boost the logistics sector and has planned massive investments in the infrastructure sector. As all industry predictions suggest that this will be the trend in the future as well and given our own experience in obtaining such permissions, we do not expect this risk to affect us materially in the coming years.
- **Liability Risk:** This risk refers to our liability arising from any damage to cargo, equipment, life and third parties which may adversely affect our business. The Company attempts to mitigate this risk through contractual obligations and insurance policies.

#### **CONTINGENT LIABILITIES**

The details of the Company's contingent liabilities has given the Balance Sheet as on 31<sup>st</sup> March 2016 as attached herewith.

#### **GOOD & SERVICE TAX (GST)**

The Government of India has been taking several steps to rationalize the tax systems in the country. Among the major initiatives of the past being the introduction of Value Added Tax (VAT) System. Subsequent to the success of the VAT regime, the Government embarked on efforts for implementation of a much more refined and globally preferred tax system known as Goods and Services Tax (GST) in 2007. GST is defined as a 'nationwide uniform taxation system' which replaces multiple taxations by central and state governments in a country. The concept is that a specific product or service would have the same level of taxation across the entire country irrespective of being manufactured and sold in different sub-national territories (states). Across the world, GST is the most popular trade tax regime practiced by over 150 countries.

Benefits to Logistics Sector due to GST

- Centralization of inventory into larger regional warehouses
- Move from Local to regional distribution (service levels to areas outside major distribution centers will have to improve)
- Shift to larger full truckload movements servicing inventory transfers to the larger warehouses
- Improved travel speeds due to reduction in regulatory delays

#### **HUMAN RESOURCE**

We truly believe that NECC's biggest strength is its people, fondly called as NECC'ites, and is the single most important factor to ensure sustainable business growth and become 'Future Ready'. This is why we have a relentless focus on strengthening our talent management and employee engagement processes.

For effective and meaningful Human Resource management at NECC, we concentrate on all aspects of the employee lifecycle to provide a holistic experience to the NECC'ites. During their tenure with NECC, a NECC'ite is motivated through various skill development interventions, including job rotations, customized training programme and engagement and volunteering programs. To ensure



good mix of experience with fresh perspective, we have been focusing both on hiring high potential candidates from premier campuses and other companies as well as internal promotion to grow and nurture existing talent pool. We also strived to be more open, transparent and objective in our people processes. Through the annual employee engagement survey, a number of key focus areas were identified and many NECC'ites were invited and consulted to create action plan to address it. We encourage debate and open dialogue on various processes directly impacting NECC'ites which helps us to develop and improvise our people strategy for future.

Our people practices have received recognition at different forums and we are committed to provide professional and enabling working environment at all levels envisaging a boundary less workplace, ensuring free flow of ideas and information through unified organisation structure and defined processes. We are a non-discriminating employer ensuring our HR and CSR initiatives are devoid of any prejudices protected by law. Our affirmative actions include actively hiring women candidates, support hiring of differently abled and other CSR initiatives which touches more than 15000 lives.

#### **CAUTIONARY STATEMENT**

Statements in the Management Discussion Analysis Report may be forward looking statement within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include socio-economic conditions, affection demand/supply and freight rate condition in the market in which Company operates. Changes in govt. regulations, policies and other statutes including tax laws are other incidental factors to the growth of Company.

On Behalf of the Board of Director of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**(Chairman and Managing Director)**

DIN: 00010695

**Place:** Delhi  
**Date:** 30.05.2016

Address: C-3/15, Ashok Vihar, Phase-II, Delhi - 110052

**"ANNEXURE VI" TO THE DIRECTORS REPORT**

**Form No. AOC-2**

**DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY  
WITH RELATED PARTIES**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies  
(Accounts) Rules, 2014)*

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

**A. Details of contracts or arrangements or transactions not at arm's length basis:**

Sl. No.	Particulars	Details
1.	<b>Details of contracts or arrangements or transactions not at arm's length basis</b>	Not Applicable
	a) Name(s) of the related party and nature of relationship	
	b) Nature of contracts/arrangements/transactions	
	c) Duration of the contracts/arrangements/transactions	
	d) Salient terms of the contracts or arrangements or transactions including the value, if any	
	e) Justification for entering into such contracts or arrangements or transactions	
	f) date(s) of approval by the Board	
	g) Amount paid as advances, if any:	
	h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

**B. Details of material contracts or arrangement or transactions at arm's length basis:**

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1.	M/s. Jaswant Rai Jain & Sons (HUF) <b>Nature:</b> Mr. Sunil Kumar Jain, Managing Director of the Company is	Lease Agreement	01.04.2015 to 31.03.2018	Rent of INR 75,000/- (Rupees Seventy Five Thousand Only) per	13.04.2015	Nil

	also the Karta of M/s Jaswant Rai Jain & Sons (HUF)			Month		
2.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.06.2015 to 31.03.2018	Rent of INR 15,000/- (Rupees Fifteen Thousand Only) per Month	28.05.2015	Nil
3.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.07.2015 to 31.03.2018	Rent of INR 75,000/- (Rupees Seventy Five Thousand Only) per Month	13.06.2015	Nil
4.	M/s. Jaswant Rai Jain & Sons (HUF) <b>Nature:</b> Mr. Sunil Kumar Jain, Managing Director of the Company is also the Karta of M/s Jaswant Rai Jain & Sons (HUF)	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 97,500/- (Rupees Ninety Seven Thousand Five Hundred Only) per Month	10.02.2016	Nil
5.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 97,500/- (Rupees Ninety Seven Thousand Five Hundred Only) per Month	10.02.2016	Nil
6.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 52,000/- (Rupees Fifty Two Thousand Only) per Month	10.02.2016	Nil
7.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 52,000/- (Rupees Fifty Two Thousand Only) per Month	10.02.2016	Nil
8.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 97,500/- (Rupees Ninety Seven Thousand Five	10.02.2016	Nil



	Corporation Limited			Hundred Only) per Month		
9.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 26,000/- (Rupees Twenty Six Thousand Only) per Month	10.02.2016	Nil
10.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 32,500/- (Rupees Thirty Two Thousand Five Hundred Only) per Month	10.02.2016	Nil
11.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 39,000/- (Rupees Thirty Nine Thousand Only) per Month	10.02.2016	Nil
12.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 97,500/- (Rupees Ninety Seven Thousand Five Hundred Only) per Month	10.02.2016	Nil
13.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 65,000/- (Rupees Sixty Five Thousand Only) per Month	10.02.2016	Nil
14.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 32,500/- (Rupees Thirty Two Thousand Five Hundred Only) per Month	10.02.2016	Nil
15.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 23,400/- (Rupees Twenty Three Thousand Four Hundred Only) per Month	10.02.2016	Nil

16.	Mr. Sunil Kumar Jain <b>Nature:</b> Sunil Kumar Jain is the Managing Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 13,000/- (Rupees Thirteen Thousand Only) per Month	10.02.2016	Nil
17.	Sunil Kumar Jain & Sons (HUF) <b>Nature:</b> Mr. Sunil Kumar Jain, Managing Director of the Company is also the Karta of Sunil Kumar Jain & Sons (HUF)	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 46,800/- (Rupees Forty Six Thousand Eight Hundred Only) per Month	10.02.2016	Nil
18.	Sunil Kumar Jain & Sons (HUF) <b>Nature:</b> Mr. Sunil Kumar Jain, Managing Director of the Company is also the Karta of Sunil Kumar Jain & Sons (HUF)	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 46,800/- (Rupees Forty Six Thousand Eight Hundred Only) per Month	10.02.2016	Nil
19.	Mrs. Vanya Jain <b>Nature:</b> Mrs. Vanya Jain is in the Board of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 97,500/- (Rupees Ninety Seven Thousand Five Hundred Only) per Month	10.02.2016	Nil
20.	Mrs. Vanya Jain <b>Nature:</b> Mrs. Vanya Jain is in the Board of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 7,500/- (Rupees Seven Thousand Five Hundred Only) per Month	10.02.2016	Nil
21.	Mr. Utkarsh Jain <b>Nature:</b> Mr. Utkarsh Jain is the Whole-Time Director of North Eastern Carrying Corporation Limited	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 23,000/- (Rupees Twenty Three Thousand Only) per Month	10.02.2016	Nil
22.	Shreyans Buildtech Private Limited <b>Nature:</b> Directors of the Company are in	Lease Agreement	01.04.2016 to 31.03.2019	Rent of INR 97,500/- (Rupees Ninety Seven	10.02.2016	Nil



	the Board of Shreyans Buildtech Private Limited			Thousand Five Hundred Only) per Month		
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On Behalf of the Board of Director of  
**North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
**(Chairman and Managing Director)**

DIN: 00010695

**Place:** Delhi

**Date:** 30.05.2016

Address: C-3/15, Ashok Vihar, Phase-II, Delhi - 110052



## **STANDALONE FINANCIAL STATEMENTS AND NOTES**

### **Independent Auditor's Report**

**To the Members of  
North Eastern Carrying Corporation Limited**

#### **Report on the Financial Statements**

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

#### **Management's Responsibility for the standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these **standalone** financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal



financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid **standalone** financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash Flow for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d) in our opinion, the aforesaid **standalone** financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Date: 30.05.2016  
Place: Delhi

**For M/s Sanghi & Company**  
Chartered Accountants  
Firm No: 012619N  
Ram Kishan Sanghi  
Proprietor  
M. No. 091534



**NORTH EASTERN CARRYING CORPORATION LIMITED**

**Annexure A to the Independent Auditors' Report**

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

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we further state as under:

1. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of the fixed assets.  
  
(b) All the fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.  
  
(c) The title deeds of immovable properties are held in the name of the company.
2. The company is not dealing in any physical inventory and therefore there is no question of physical verification of inventory.
3. (a) The company has not granted any loans, secured or unsecured, to the companies, firms or other parties covered in the register U/s. 189 of the Companies Act, 2013.  
  
(b) As the company has not granted any loans, the terms and conditions of the grant of such loans being prejudicial does not arise.  
  
(c) As the company has not granted any loans, no schedule of repayment of principal and interest has been stipulated.  
  
(d) As the company has not granted any loans, there are no overdue amounts.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments guarantees and security.
5. The Company has not accepted any deposits from the public. Therefore, the directive issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under does not arise.
6. As informed to us, maintenance of cost records has not been prescribed by the Central Government U/s. 148(1) of the Companies Act, 2013.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the company is regular in depositing undisputed statutory dues within in the prescribed time to the appropriate authorities and there are no arrears of outstanding statutory dues as on the last day of the financial year for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, following statutory dues are not been deposited on account of any dispute.

Nature of the Dues	Tax Amount under Contest (approx.) In Rs	Period to which the amount relates	Forum where the dispute is pending
Income tax	2,12,030/-	FY 2012-13	CIT(Appeals)

8. According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or banks.
9. According to the information and explanation given to us, the moneys raised during the year, by way of term-loans/IPOs, were applied for the purpose for which those were raised.
10. Based on the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company and nor any fraud on the company by its officers or employees has been noticed or reported during the year.
11. Based on the audit procedures performed and the information and explanations given by the management, Managerial Remuneration has been paid or provided in accordance with provisions of Companies Act, 2013.
12. In our opinion, the company is not a Nidhi company within the meaning of relevant law.
13. Based on the audit procedures performed and the information and explanations given by the management, all transactions with related parties are in compliance with section 188 of the Companies Act, 2013 and requisite details have been disclosed in the financial statements as required by the applicable accounting standards.
14. Based on the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or partly convertible debentures u/s 42 of the Companies Act, 2013 during the year.
15. Based on the audit procedures performed and the information and explanations given by the management, the company has not entered in to any non-cash transaction with directors or others in contravention of section 192 of the Companies Act, 2013.
16. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For M/s Sanghi & Company**

Chartered Accountants

Firm No: 012619N

Ram Kishan Sanghi

Proprietor

M. No. 091534

Date: 30.05.2016

Place: Delhi





## **NORTH EASTERN CARRYING CORPORATION LIMITED**

**Annexure B** to the Independent Auditor's Report of even date on the Financial Statements of North Eastern Carrying Corporation Limited

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of North Eastern Carrying Corporation Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the **standalone** financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial



statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 30.05.2016  
Place: Delhi

**For M/s Sanghi & Company**  
Chartered Accountants  
Firm No: 012619N  
Ram Kishan Sanghi  
Proprietor  
M. No. 091534

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016**

PARTICULARS	NOTES	AS AT 31.03.2016 AMT. (IN RS.)	AS AT 31.03.2015 AMT. (IN RS.)
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	4	50,19,73,360	50,19,73,360
(b) Reserves and Surplus	5	22,69,43,414	17,05,47,198
(c) Money received against share warrants		0	0
<b>(2) Share application money pending allotment</b>		0	0
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	6	5,03,55,648	3,73,50,418
(b) Deferred Tax Liabilities (Net)		0	0
(c) Other long Term Liabilities		0	0
(d) Long Term Provisions		0	0
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings	7	73,26,12,134	70,49,84,500
(b) Trade Payables	8	4,15,06,955	1,00,34,347
(c) Other Current Liabilities	9	3,92,01,839	1,69,28,549
(d) Short-Term Provisions	10	7,76,06,149	19,00,98,329
<b>Total Equity and Liabilities</b>		<b>1,67,01,99,499</b>	<b>163,19,16,701</b>
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	11		
(i) Gross Block		35,38,13,789	37,37,60,740
(ii) Depreciation		17,01,86,194	22,60,22,578
(iii) Net Block		18,36,27,595	14,77,38,162
(b) Non-current Investments		0	0
(c) Deferred Tax Assets (Net)		48,99,816	55,32,802
(d) Long Term Loans and Advances	12	4,19,06,995	4,17,64,281
(e) Other Non-current Assets		0	0
<b>(2) Current Assets</b>			
(a) Current Investments	13	1,00,000	1,00,000
(b) Inventories		0	0
(c) Trade Receivables	14	1,20,14,47,422	1,13,58,35,724
(d) Cash and Cash Equivalents	15	3,24,39,380	3,68,85,242
(e) Short-term Loans and Advances	16	20,57,78,291	26,40,60,490
(f) Other Current Assets		0	0
<b>Total Assets</b>		<b>1,67,01,99,499</b>	<b>1,63,19,16,701</b>



The Notes No. 1 to 36 are integral part of these financial statements.

Auditor's Report  
As per our separate report of our even  
date attached  
**For M/s Sanghi & Co.**  
Chartered Accountants  
Firm Regn. No.: 012619N

**For and on behalf of the Board of  
North Eastern Carrying Corporation Limited**

**Ram Kishan Sanghi**  
**Proprietor**  
**M. No. : 091534**

**Sunil Kumar Jain**  
(Managing Director)  
DIN: 00010695

**Utkarsh Jain**  
(Director)  
DIN: 05271884

Place: Delhi  
Date: 30.05.2016

**Anand Kumar Pandey**  
(Company Secretary)  
Mem. No.: 38239

**Shyam Lal Yadav**  
(Chief Financial Officer)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

PARTICULARS	NOTES	AS AT 31.03.2016 AMT. (IN RS.)	AS AT 31.03.2015 AMT. (IN RS.)
<b>INCOME</b>			
Revenue from operations	17	5,38,35,49,876	5,30,65,35,188
Other Income	18	1,39,54,933	1,28,38,182
<b>Total</b>		<b>5,39,75,04,809</b>	<b>5,31,93,73,370</b>
<b>EXPENSES</b>			
Operating/Direct Cost/ Service Aailed	19	4,93,39,92,241	4,88,72,10,906
Purchase of Stock-in-trade		0	0
Changes in Inventories of Finished Goods, WIP & Stock		0	0
Employees Benefit Expenses	20	11,37,09,697	10,20,13,644
Financial Costs	21	8,64,37,589	8,27,33,930
Depreciation and Amortization Expense	22	3,06,56,581	3,30,56,822
Other Administrative Expenses	23	14,31,26,639	12,89,81,813
<b>Total</b>		<b>5,30,79,22,748</b>	<b>5,23,39,97,115</b>
Profit before exceptional and extraordinary items and Tax		8,95,82,061	8,53,76,255
Exceptional Items		0	0
Profit before extraordinary items and Tax		8,95,82,061	8,53,76,255
Extraordinary Items		0	0
Profit before Tax		8,95,82,061	8,53,76,255
<b><u>Tax Expense:</u></b>			
(1) Provision for Current Tax (Income Tax)		2,91,76,507	2,82,99,985
(2) Provision for Current Tax (Wealth Tax)		0	0
(3) Deferred Tax Savings/ (Charge)		(6,32,986)	2,32,057
(4) Provision for Tax (earlier year) W/back		33,76,352	18,64,543
Profit/(Loss) from the period from continuing operations		5,63,96,216	5,54,43,784
Profit/(Loss) from discontinued operations		0	0
Tax expenses from discontinued operations			
<b>Profit/(Loss) for the period</b>		<b>5,63,96,216</b>	<b>5,54,43,784</b>
<b><u>Earning per equity per share:</u></b>			
(1) Basic		1.12	1.10
(2) Diluted		1.12	1.10



Significant Accounting Policies 1, 2, 3

The Notes No. 1 to 36 are integral part of these financial statements.

Auditor's Report

As per our separate report of our even  
date attached

**For M/s Sanghi & Co.**

Chartered Accountants

Firm Reg. No.: 012619N

**For and on behalf of the Board of  
North Eastern Carrying Corporation Limited**

**Ram Kishan Sanghi**

**Proprietor**

**M. No. : 091534**

**Sunil Kumar Jain**

(Managing Director)

DIN: 00010695

**Utkarsh Jain**

(Director)

DIN: 05271884

Place: Delhi

Date: 30.05.2016

**Anand Kumar Pandey**

(Company Secretary)

Mem. No.: 38239

**Shyam Lal Yadav**

(Chief Financial Officer)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2016**

PARTICULARS	AMT. (IN RS.)	AS AT 31.03.2016 AMT. (IN RS.)	AMT. (IN RS.)	AS AT 31.03.2015 AMT. (IN RS.)
<b>A. Cash Flow from Operating Activities:</b>				
Net Profit before taxation	8,95,82,061		8,53,76,255	
Add: Depreciation	3,06,56,581		3,30,56,822	
Sub-total	12,02,38,642		11,84,33,077	
Less: Profit on Sale of fixed assets	1,57,577		1,19,97,705	
Less: Interest on Income Tax refund/other interest	4,05,101		2,71,725	
Operating Profit before working capital changes	11,96,75,964		10,61,63,647	
Less: Increase in Sundry Debtors	6,56,11,698		55,29,624	
Add: Decrease in Loans & Advances	5,81,39,485		10,32,55,360	
Add: Increase in Current Liabilities	(5,87,46,281)		3,22,54,080	
Cash generated from operations	5,34,57,469		4,06,91,991	
Less: Income Tax paid/provided	3,25,52,859		3,01,64,528	
Net Cash from operating activities	2,09,04,611	2,09,04,611	1,05,27,464	1,05,27,464
<b>B. Cash Flow from Investing Activities:</b>				
Add: Sale proceeds of fixed assets	56,82,701		1,21,05,580	
Add: Interest on Income Tax refund/other interest	4,05,101		2,71,725	
Less: Purchase of fixed assets	7,20,71,137		3,45,60,075	
Net Cash Outflow from Investing Activities	(6,59,83,335)	(6,59,83,335)	(2,21,82,770)	(2,21,82,770)
<b>C. Cash Flow from Financing Activities:</b>				
Add: Increase in secured loans	4,56,32,864		2,39,88,162	
Less: Decrease in unsecured loans	50,00,000		75,00,000	
Net Cash Inflow from	4,06,32,864	4,06,32,864	1,64,88,162	1,64,88,162



Financing Activities				
Net Increase in Cash & Cash Equivalents (A+B+C)		(44,45,861)		48,32,854
Add: Cash & Cash Equivalents		3,68,85,243		3,20,52,389
<b>Cash &amp; Cash Equivalents at end of the year</b>		<b>3,24,39,380</b>		<b>3,68,85,243</b>

**For and on behalf of the Board of  
North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
(Managing Director)  
DIN: 00010695

**Utkarsh Jain**  
(Director)  
DIN: 05271884

Place: Delhi  
Date: 30.05.2016

**Anand Kumar Pandey**  
(Company Secretary)  
Mem. No.: 38239

**Shyam Lal Yadav**  
(Chief Financial Officer)

**Auditor's Certificate:**

We have examined the above Cash Flow Statement of North Eastern Carrying Corporation Limited for the year ended 31.03.2016. The statement has been prepared by the Company in accordance with the requirement of listing agreement with Stock Exchange and is based on and in agreement with the books and records of the Company and also the statement of Profit & Loss and Balance Sheet of the Company covered by our report of even date to the Members of the Company.

**For M/s Sanghi & Co.**  
Chartered Accountants  
Firm Reg. No.: 012619N

Place: Delhi  
Date: 30.05.2016

**Ram Kishan Sanghi**  
**Proprietor**  
**M. No. : 091534**





## **NORTH EASTERN CARRYING CORPORATION LIMITED**

### **Notes to the financial statements for the year ended March 31, 2016**

#### **1. Corporate information**

North Eastern Carrying Corporation Limited is a Limited Company incorporated under the provisions of the Companies Act, 1956. The company is engaged in the business of transportation.

#### **2. Basis of preparation**

- The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP).
- The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013.
- The company follows the Mercantile System of Accounting recognizing Income and Expenditure on accrual basis.
- The directors have certified that there are no outstanding expenses not provided for and nor there are income which have fallen due but not accounted for. The accounts are prepared on historical cost basis and as a going concern.
- The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### **3. Summary of significant accounting policies**

From the year ended 31 March 2014, the Schedule III notified under the Companies Act 2013, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

- **Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

- **Contingent Liabilities**

Contingent Liability are disclosed by way of notes in the Balance Sheet.

- **Fixed Assets**

Fixed Assets are stated at cost. Depreciation of fixed assets is calculated on the basis of useful life of the assets as per Schedule II of the Companies Act, 2013.

- **Leases**  
Lease rentals in respect of operating lease arrangements are recognized as an expense in the profit & loss account on accrual basis with reference to lease terms and other considerations.
- **Investment**  
Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost.  
Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.
- **Inventories**  
Raw materials, components, stores and spares are valued at lower of cost and net realizable value. Work in progress and finished goods are valued at lower of cost and net realizable value.
- **Revenue Recognition**  
Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
- **Income tax**
  - Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
  - Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years.
- **Retirement Benefits**
  - **Gratuity:** The company has a defined employee benefit scheme in the form of gratuity. Accordingly gratuity is provided on the basis of calculations made by the company and is payable on the termination of the services of employee.
  - **Provident Fund:** Contribution to the Provident Fund as per provisions of Employees Provident Fund Act 1952 is remitted to the P.F. Commissioner and is charged to the Profit & loss Account.
  - **Leave Encashment:** Leave Encashment benefits (short term compensated absences) are provided on the basis of calculations made by the Company based on average encashable salary of the employee.

	As on 31.03.2016 Amt. (In Rs.)	As on 31.03.2015 Amt. (In Rs.)
<b>4. Share Capital</b>		
<b>Authorised Share Capital</b>	54,00,00,000	54,00,00,000
54000000 (54000000) Equity Shares of Rs 10 each		
<b>Issued , Subscribed and fully paid up shares:</b>	50,19,73,360	50,19,73,360
50197336 (50197336) Equity Shares of Rs 10 each fully paid up		
<b>Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period</b>		
At the beginning of the period	50,19,73,360	50,19,73,360
Issued during the period	0	0
At the end of the period	50,19,73,360	50,19,73,360

**Terms/Rights attached to equity shares**

- The company has only one class of share referred to as equity share having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The equity shareholders are eligible for dividend, if so declared. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting except in case of interim dividend.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period and during five years immediately preceding the reporting date**

Shares issued during the year 2012-13 3,76,48,002

**Details of Shareholders holding more than 5% equity shares in the Company:**

Particulars	As on 31.03.2016	As on 31.03.2015
NECC Automobiles (P) Ltd	8334152(16.60%)	8334152(16.60%)
NECC Securities (P) Limited	7656880(15.25%)	7656880(15.25%)
Sunil Kumar Jain	12663768(25.23%)	12663768(25.23%)
Suvi Developers P Ltd	3631400(7.23%)	3631400(7.23%)
Religare Finvest Limited	6036494(12.03%)	6036494(12.03%)
Utkarsh Jain	3000000(5.98%)	3000000(5.98%)

	As on 31.03.2016 Amt. (In Rs.)	As on 31.03.2015 Amt. (In Rs.)
<b>Note: 5 Reserves &amp; Surplus</b>		
Shree Ganesh Ji Maharaj	1,101	1,101
<b>Surplus/Deficit in the statement of profit and loss</b>		
Balance as per last financial statements	17,05,46,097	11,51,02,313
Profit (-Loss) after tax for the year	5,63,96,216	5,54,43,784
Closing Balance	22,69,42,313	17,05,46,097
<b>Total</b>	<b>22,69,43,414</b>	<b>17,05,47,198</b>
<b>Note : 6 Long Term Borrowings</b>		
Kotak Mahindra Bank	2,83,55,272	1,92,64,510
HDFC Bank Limited	74,75,197	24,97,320
Audi Finance Limited	3,60,065	24,30,095
BMW Financial Services Limited	40,29,214	0
(Secured against hypothecation of Vehicles financed)		
Kotak Mahindra Bank Term Loan	1,01,35,901	1,31,58,493
(Loans secured against hypothecation/charge on all the current assets incl. Book Debts and collaterally secured by charge against properties of Directors of the Company and other associate Companies and personal guarantee of some of Directors their HUF and Corporate Guarantee of Associate Companies)		
<b>Total</b>	<b>5,03,55,648</b>	<b>3,73,50,418</b>
<b>Note : 7 Short Term Borrowings</b>		
HDFC Bank Limited	62,96,380	81,85,275
ICICI Bank Limited	0	2,95,628
Volkswagen	0	36,684
Kotak Mahindra Bank	2,08,82,468	64,91,655
Audi Finance Limited	20,70,030	18,59,936
BMW Financial Services Limited	21,36,353	0
(Secured against hypothecation of Vehicles financed)		
Kotak Mahindra Bank Term Loan	3,80,00,176	1,54,45,531
Oriental Bank of Commerce (WDCL)	35,00,00,000	35,00,00,000
Kotak Mahindra Bank (OD A/c)	22,42,98,499	22,75,01,339
Oriental Bank of Commerce (OD A/c)	8,89,28,228	901,68,453
(All the loans secured against hypothecation/charge on all the current assets incl. Book Debts and collaterally secured by charge against properties of Directors of the Company and other associate Companies and personal guarantee of some of Directors, their HUF and Corporate Guarantee of Associate Companies)		

Unsecured Loans (Inter Corporate – Un related)	0	50,00,000
<b>Total</b>	<b>73,26,12,134</b>	<b>70,49,84,500</b>
<b>Note : 8 Trade Payables</b>		
Sundry Creditors	4,15,06,955	1,00,34,347
<b>Note : 9 Other Current Liabilities</b>		
Security Deposits	9,11,147	5,24,000
E. S. I. Payable	1,90,958	1,84,586
Provident Fund Payable	8,14,330	7,69,476
Professional Tax Payable	10,578	11,910
T. D. S. Payable	24,80,166	11,52,222
Service Tax Payable	11,67,109	9,66,794
Bonus/ Ex-Gratia Payable	73,52,173	41,51,122
Lorry Freight Payable	79,94,147	2,66,322
Claim Payable	1,36,070	1,71,051
Other Expenses & Liabilities Payable	1,60,90,880	87,31,066
Service Tax Not Due*	20,54,281	0
<b>Total</b>	<b>3,92,01,839</b>	<b>1,69,28,549</b>
<b>*On Freight In Transit for which Income has been recognised although service is yet to be completed</b>		
<b>Note : 10 Short Term provisions</b>		
Provision for I. Tax (AY 2016-2017)	2,91,76,507	0
Provision for I. Tax (AY 2015-2016)	0	2,82,99,985
Provision for I. Tax (AY 2014-2015)	0	3,69,82,720
Provision for I. Tax (AY 2013-2014)	0	3,18,67,064
Provision for I. Tax (AY 2012-2013)	0	2,92,52,040
Provision for I. Tax (AY 2011-2012)	2,21,60,772	2,21,60,772
Provision for I. Tax (AY 2010-2011)	0	1,72,00,000
Provision for Fringe Benefit Tax (AY 2009-10)	12,96,751	12,96,751
Provision for Wealth Tax	0	25,000
Provision for Gratuity	2,49,72,119	2,30,13,997
<b>Total</b>	<b>7,76,06,149</b>	<b>19,00,98,329</b>
<b>Note : 12 Long Term Loans &amp; Advances</b>		
Security Deposits	1,75,732	1,75,232
Earnest Money Deposits	1,10,16,889	97,82,598
Landlord Security Deposits	3,07,14,374	3,18,06,451
<b>Total</b>	<b>4,19,06,995</b>	<b>4,17,64,281</b>
<b>Note : 13 Current Investments – At Cost</b>		
10,000/- fully paid up equity shares of N.E.C.C. Retail Solutions Private Limited (Wholly Owned Subsidiary)	1,00,000	1,00,000
<b>Total</b>	<b>1,00,000</b>	<b>1,00,000</b>

**Note 11: Fixed Assets Annexed to and Forming Part of the Balance Sheet as on 31.03.2016**

Particulars	Rate (s)	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01.04.2015	Addition during the year	Sale during the year	As at 31.03.2016	As at 01.04.2015	Sale Adjustment	For the Year	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
<b>Tangible Assets</b>											
Land		24,45,049	0	0	24,45,049	0	0	0	0	24,45,049	24,45,049
Building - 60 Years		2,51,71,829	0	0	2,51,71,829	99,61,266	0	7,40,754	1,07,02,020	1,44,69,809	1,52,10,563
<b>Office Equipments - 5 Years</b>											
Office Equipments		1,05,59,232	5,32,920	74,53,184	36,38,968	94,52,903	74,53,184	6,66,176	26,65,895	9,73,073	11,06,329
<b>Motor Vehicles</b>											
Car - 8 Years		3,38,99,963	95,76,752	25,73,502	4,09,03,213	2,33,33,833	20,33,229	67,87,372	2,80,87,976	1,28,15,237	1,05,66,130
Scooter and Cycle - 10 Years		1,44,15,360	2,33,349	40,74,332	1,05,74,377	66,50,706	40,74,332	4,96,840	30,73,214	75,01,163	77,64,654
Lorry & Trucks (SLM) - 6 Years		18,51,72,714	5,98,20,149	4,70,06,641	19,79,86,223	13,27,50,953	4,20,21,790	1,87,41,708	10,94,70,871	8,85,15,352	5,24,21,761
<b>Electrical</b>											



<b>Install. &amp; Fitt. - 10 Years</b>											
Electrical Install. & Fitt.		13,16,090	17,500	7,10,905	6,22,685	10,42,948	7,10,905	82,249	4,14,292	2,08,393	2,73,142
<b>Computers - 3Years</b>											
Computers		3,59,45,056	18,26,360	2,62,55,579	1,15,15,837	3,21,94,922	2,62,55,579	29,83,570	89,22,913	25,92,924	37,50,134
Typewriters		1797	0	0	1797	1797	0	0	1797	0	0
<b>Furniture &amp; Fixtures - 10 Years</b>											
Furniture & Fixtures		1,14,59,650	64,107	39,43,946	75,79,811	1,06,33,250	39,43,946	1,57,912	68,47,216	7,32,595	8,26,400
		32,03,86,740	7,20,71,137	9,20,18,089	30,04,39,789	22,60,22,578	8,64,92,965	3,06,56,581	17,01,86,194	13,02,53,595	9,43,64,162
<b>Intangible Assets</b>											
Goodwill		5,33,74,000	0	0	5,33,74,000	0	0	0	0	5,33,74,000	5,33,74,000
<b>Total</b>		37,37,60,740	7,20,71,137	9,20,18,089	35,38,13,789	22,60,22,578	8,64,92,965	3,06,56,581	17,01,86,194	18,36,27,595	14,77,38,162
<b>Previous year</b>		35,18,06,773	3,45,60,075	1,26,06,108	37,37,60,740	20,54,63,989	1,24,98,233	3,30,56,822	22,60,22,578	14,77,38,162	14,63,42,784

	As on 31.03.2016 Amt. (In Rs.)	As on 31.03.2015 Amt. (In Rs.)
<b>Note : 14 Trade Receivables</b> (Unconfirmed, Unsecured and Considered Good)		
Debts outstanding for more than six months	9,43,79,097	9,33,55,264
Others Debts	1,10,70,68,325	1,04,24,80,459
<b>Total</b>	<b>1,20,14,47,422</b>	<b>1,13,58,35,724</b>
<b>Note : 15 Cash &amp; Cash Equivalent</b>		
<b>Cash-in-Hand</b>		
Cash-in-Hand	66,20,791	89,73,378
Funds In Transit	62,25,933	70,41,177
	1,28,46,724	1,60,14,554
<b>Bank Balance</b>		
Balance - In Current A/c	1,52,52,732	1,79,20,757
Balance - In Fixed Deposits	43,39,924	29,49,931
	1,95,92,656	2,08,70,688
<b>Total</b>	<b>3,24,39,380</b>	<b>3,68,85,242</b>
<b>Note : 16 Short Term Loans and Advances</b> (Unconfirmed, Unsecured & Considered Good) (Advance recoverable in cash or in kind or for value to be recd.)		
Staff Advances	1,32,65,218	95,78,324
Rates & Taxes Receivable	1,80,93,778	1,88,87,609
Prepaid Expenses & Recoverables	19,81,100	12,19,491
Refund Due ( A/Y 09-10)	10,44,163	18,11,405
Advance Income Tax/TDS (AY 10-11)	0	2,01,85,133
Advance Income Tax/TDS (AY 11-12)	2,20,43,455	2,20,43,455
Advance Income Tax/TDS (AY 12-13)	0	2,99,19,412
Advance Income Tax/TDS (AY 13-14)	0	3,18,67,171
Advance Income Tax/TDS (AY 14-15)	0	3,70,61,797
Advance Income Tax/TDS (AY 15-16)	0	2,36,88,764
Advance Income Tax/TDS (AY 16-17)	2,10,55,176	0
Advance Fringe Benefit Tax (AY 09-10)	13,25,000	13,25,000
TDS Recoverable	61,827	0
Other Advances	12,63,77,494	6,61,90,810
Interest Accrued but not received on FDR	5,31,081	2,82,119
<b>Total</b>	<b>20,57,78,291</b>	<b>26,40,60,490</b>
<b>Note : 17 Revenue from Operations</b>		
Freight*	5,37,86,19,611	5,29,40,41,518
Commission on Freight	0	1,24,93,670
Loading & Unloading	49,30,265	0
<b>Total</b>	<b>5,38,35,49,876</b>	<b>5,30,65,35,188</b>
* Includes the amount of freight of Rs 5,79,03,198/- for which income has been recognised on the issuance of "To Pay" consignment note but provision of service has not been completed..		



<b>Note : 18 Other Income</b>		
Profit on sale of Fixed Assets	1,57,577	1,19,97,705
Discount on Finance	51,13,448	3,19,639
Insurance Claim	39,94,452	2,49,113
Interest received	4,05,101	2,71,725
Lorry Running and Maintenance	6,67,992	0
Interest on Income Tax	9,33,636	0
Warehouse Income	26,82,726	0
<b>Total</b>	<b>1,39,54,933</b>	<b>1,28,38,182</b>
<b>Note : 19 Operating / Direct Cost/ Services Aailed</b>		
Lorry Freight	4,90,49,78,112	4,83,06,85,382
Lorry Maintenance	0	2,19,20,649
Commission	1,02,68,846	79,65,942
Claims	1,87,45,283	2,66,38,933
<b>Total</b>	<b>4,93,39,92,241</b>	<b>4,88,72,10,906</b>
<b>Note : 20 Employee Benefit Expenses</b>		
Establishment Expenses	9,46,24,740	8,47,72,227
PF/ESI	67,66,855	62,52,279
Gratuity	45,87,653	44,64,631
Recruitment & Training Expenses	33,147	2,19,651
Directors Remuneration	48,00,000	36,00,000
Staff Welfare	28,97,303	27,04,856
<b>Total</b>	<b>11,37,09,697</b>	<b>10,20,13,644</b>
<b>Note : 21 Financial Cost</b>		
Bank Interest	8,64,37,589	8,18,33,930
Interest paid on unsecured loans	0	9,00,000
<b>Total</b>	<b>8,64,37,589</b>	<b>8,27,33,930</b>
<b>Note : 22 Depreciation &amp; Amortization Cost</b>		
Depreciation	3,06,56,581	3,30,56,822
<b>Total</b>	<b>3,06,56,581</b>	<b>3,30,56,822</b>

<b>Note : 23 Other Administrative Expenses</b>		
Advertisement & Publicity	16,39,703	12,14,720
Bad Debt	0	366894
Books & Periodicals	13,187	10,050
Business Promotion	24,693	32,123
Bank Charges & Comm.	40,63,223	24,46,977
Car Expenses	31,43,603	29,05,834
Conveyance & Scooter Petrol	17,78,010	17,53,448
Corporate Social Responsibility Expenditure	11,04,503	11,20,000
Diwali Expenses	3,36,045	5,37,268
Donations	2,77,000	13,000
Electricity & Water Charges	60,69,703	58,81,313
Fees, Rates & Taxes	9,29,345	5,35,290
General Expenses	13,78,351	11,47,475
Generator Hire & Maintenance Charges	9,30,191	11,32,248
Insurance	34,72,976	23,00,539
Interest/Penalty on Late Deposit TDS	17,859	84,093
Interest on Late Deposit S. Tax/Additional Demand of S. Tax*	22,10,238	33,33,828
Internet Charges	5,42,347	3,16,724
Legal & Professional Expenses	77,79,909	48,89,940
Office Expenses	5,74,110	742,268
Packing & Forwarding Expenses	4,09,186	13,14,460
Payment to Auditors	1,50,000	1,15,000
Postage & Courier	17,68,981	17,64,826
Printing & Stationery	41,02,358	42,77,879
Rent	6,46,34,949	5,99,95,034
Repair & Maintenance	80,04,450	57,03,169
Scooter Expenses	28,31,627	27,40,361
Security Guard Charges	16,95,080	12,91,937
Scholarship	1,35,000	1,45,000
Subscriptions	2,66,509	4,16,531
Telephone Expenses	54,69,175	56,18,995
Travelling Expenses	97,39,104	1,01,15,055
Warehouse Charges	11,32,966	0
Finance Cost – Vehicles	65,02,258	47,19,537
<b>Total</b>	<b>14,31,26,639</b>	<b>12,89,81,813</b>

#### 24. Related Party Disclosures

Related party disclosures as required under Accounting Standard (AS) – 18 “Related Party Disclosures”

##### a. Related parties and nature of related party relationships where control exists

Name of the party	Description of relationship
-------------------	-----------------------------



NECC Retail Solutions Private Limited

Wholly owned subsidiary company

Sunil Kumar Jain

Key Management Personnel

**b. Related parties and nature of related party relationship with whom transactions have been taken place**

**Name of the party**

**Description of relationship**

Shreyans Buildtech Private Limited

Enterprises over which Key Managerial Personnel are able to exercise significant influence

Shreyans Buildwell Private Limited

Enterprises over which Key Managerial Personnel are able to exercise significant influence

NECC Retail Solutions Private Limited

Wholly owned subsidiary company

Sunil Kumar Jain

Key Managerial Personnel

Utkarsh Jain

Relatives of Key Managerial Personnel

Vanya Jain

Relatives of Key Managerial Personnel

Jaswant Rai Jain & Sons (HUF)

Others

Sunil Kumar Jain & Sons (HUF)

Others

**Transactions during the year with related parties**

**(Rs)**

	<b>Key Managerial Personnel</b>	<b>Relatives of Key Managerial Personnel</b>	<b>Enterprises over which Key Managerial Personnel are able to exercise significant influence</b>	<b>Wholly owned subsidiary company</b>	<b>Others</b>
Rent Paid	58,11,000 (52,56,000)	12,00,000 (9,60,000)	12,26,269 (10,76,269)	-	17,64,000 (11,64,000)
Directors Remuneration	42,00,000 (36,00,000)	6,00,000	-	-	-
Reimbursement Recoverable	-	-	-	800	-

Personal/Corporate Guarantees obtained to the extent of loan taken by the Company	Yes	Yes	Yes	-	Yes
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Figure in bracket reflect the preceding year figures

- 25.** The Company has paid fixed monthly remuneration to the directors in accordance with the provisions of section 196, 197, 203 and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Schedule V of the Companies Act 2013.
- 26.** Contingent Liability not provided for:
- (a) In Respect of Bank Guarantees issued by the bank on behalf of the company Rs 2,50,32,316/-.
  - (b) For claims/shortage not ascertained nor settled during the year. Claims lodged by customers but not settled by the company Rs 98,96,154/-.
  - (c) Approximate Liability on account of major cases filed against the company in various courts aggregating to Rs 1,25,63,305/-
  - (d) Income Tax Demand being contested before CIT (Appeals) Rs 2,12,030/-
- 27.** Sundry Debtors include freight receivable against GRs issued during the year.
- 28.** Tax Deducted at Source (A.Y. 2016-2017) is not final as more TDS Certificates might be received by the company in future.
- 29.** There is nothing to be disclosed under AS 17 – Segment Reporting since there is no business segment or geographical segment which is a reportable segment based on the definitions contained in the accounting standard.
- 30.** Deferred Tax has been created as per AS-22 issued by Institute of Chartered Accountants of India.
- 31.** The debit and credit balances standing in the name of parties are subject to confirmation from them.

Particulars	Deferred Assets/(Liability) as at 01.04.2015	Tax as	Deferred Credit/(Charge) for the year	Tax for	Deferred Asset/(Liability) as at 31.03.16
On account of difference between book & tax dep.	(19,34,089)		(14,22,627)		(33,56,716)
On account of provision of Gratuity	74,66,891		7,89,641		82,56,532
<b>Total</b>	<b>55,32,802</b>		<b>2,32,057</b>		<b>48,99,816</b>

- 32.** The company has not received any intimation from “suppliers” regarding their status under Micro Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any,



relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been furnished.

33. In the opinion of the Board of Directors, the current assets, loans & advances are fully realizable at the value stated, if realized in the ordinary course of business. The provisions for all known liabilities are adequate in the opinion of board.

34. Being a service company quantitative information/ clause are not applicable.

35. <u>Payment to Auditors</u>	<u>Amt. In Rs.</u>
Audit Fee	Rs.1,50,000/- (Previous Year Rs.1,15,000/-)

36. Previous year figures have been regrouped/ reclassified wherever necessary.

Auditor's Report  
As per our separate report of our even  
date attached

**For M/s Sanghi & Co.**  
Chartered Accountants  
Firm Regn. No.: 012619N

**For and on behalf of the Board of  
North Eastern Carrying Corporation Limited**

**Ram Kishan Sanghi**  
**Proprietor**  
**M. No. : 091534**

**Sunil Kumar Jain**  
(Managing Director)  
DIN: 00010695

**Utkarsh Jain**  
(Director)  
DIN: 05271884

Place: Delhi  
Date: 30.05.2016

**Anand Kumar Pandey**  
(Company Secretary)  
Mem. No.: 38239

**Shyam Lal Yadav**  
(Chief Financial Officer)



## **CONSOLIDATED FINANCIAL STATEMENTS AND NOTES**

### **Independent Auditor's Report**

**To the Members of  
North Eastern Carrying Corporation Limited**

#### **Report on the Financial Statements**

We have audited the accompanying **consolidated** financial statements of **NORTH EASTERN CARRYING CORPORATION LIMITED** ("the Company") and its subsidiary (M/s N.E.C.C. Retail Solutions Private Limited) which comprise the **Consolidated** Balance Sheet as at March 31, 2016, the **Consolidated** Statement of Profit and Loss, **Consolidated** Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these **consolidated** financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the



**consolidated** financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the **consolidated** financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid **consolidated** financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit/Loss and its Cash Flow for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

3. As required by section 143 (3) of the Act, we report that:

- h) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- i) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- j) the **Consolidated** Balance Sheet, the **Consolidated** Statement of Profit and Loss and the **Consolidated** Cash Flow Statement dealt with by this Report are in agreement with the books of account
- k) in our opinion, the aforesaid **consolidated** financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- l) On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- m) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".
- n) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- iv. The Company does not have any pending litigations which would impact its financial position.
- v. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- vi. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For M/s Sanghi & Company**  
Chartered Accountants  
Firm No: 012619N

Ram Kishan Sanghi  
Proprietor  
M. No. 091534

Date: 30.05.2016  
Place: Delhi





## **NORTH EASTERN CARRYING CORPORATION LIMITED**

**Annexure A** to the Independent Auditor's Report of even date on the **Consolidated** Financial Statements of North Eastern Carrying Corporation Limited

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of North Eastern Carrying Corporation Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the **consolidated** financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the **consolidated** financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**



A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of **consolidated** financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of **consolidated** financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the **consolidated** financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/s Sanghi & Company**  
Chartered Accountants  
Firm No: 012619N

Ram Kishan Sanghi  
Proprietor  
M. No. 091534

Date: 30.05.2016  
Place: Delhi

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016**

PARTICULARS	NOTES	AS AT 31.03.2016 AMT. (IN RS.)	AS AT 31.03.2015 AMT. (IN RS.)
<b>EQUITY AND LIABILITIES</b>			
<b>(5) Shareholder's Funds</b>			
(d) Share Capital	4	50,19,73,360	50,19,73,360
(e) Reserves and Surplus	5	22,68,49,059	17,04,69,597
(f) Money received against share warrants		0	0
<b>(6) Share application money pending allotment</b>		0	0
<b>(7) Non-Current Liabilities</b>			
(e) Long-Term Borrowings	6	5,03,55,648	3,73,50,418
(f) Deferred Tax Liabilities (Net)		0	0
(g) Other long Term Liabilities		0	0
(h) Long Term Provisions		0	0
<b>(8) Current Liabilities</b>			
(e) Short-Term Borrowings	7	73,26,12,134	70,49,84,500
(f) Trade Payables	8	4,15,06,955	1,00,34,347
(g) Other Current Liabilities	9	3,92,01,839	1,69,28,549
(h) Short-Term Provisions	10	7,76,06,149	19,00,98,329
<b>Total Equity and Liabilities</b>		<b>1,67,01,05,144</b>	<b>163,18,33,638</b>
<b>ASSETS</b>			
<b>(3) Non-Current Assets</b>			
(f) Fixed Assets	11		
(iv) Gross Block		35,38,13,789	37,37,60,740
(v) Depreciation		17,01,86,194	22,60,22,578
(vi) Net Block		18,36,27,595	14,77,38,162
(g) Non-current Investments		0	0
(h) Deferred Tax Assets (Net)		48,99,816	55,32,802
(i) Long Term Loans and Advances	12	4,19,06,995	4,17,64,281
(j) Other Non-current Assets		0	0
<b>(4) Current Assets</b>			
(g) Current Investments	13	1,00,000	1,00,000
(h) Inventories		0	0
(i) Trade Receivables	14	1,20,14,47,422	1,13,58,35,724
(j) Cash and Cash Equivalents	15	3,24,48,025	3,69,04,379
(k) Short-term Loans and Advances	16	20,57,75,291	26,40,58,290
(l) Other Current Assets		0	0
<b>Total Assets</b>		<b>1,67,01,05,144</b>	<b>163,18,33,638</b>

Significant Accounting Policies 1, 2, 3



The Notes No. 1 to 27 are integral part of these financial statements.

Auditor's Report  
As per our separate report of our even  
date attached  
**For M/s Sanghi & Co.**  
Chartered Accountants  
Firm Regn. No.: 012619N

**For and on behalf of the Board of  
North Eastern Carrying Corporation Limited**

**Ram Kishan Sanghi**  
Proprietor  
M. No. : 091534

**Sunil Kumar Jain**  
(Managing Director)  
DIN: 00010695

**Utkarsh Jain**  
(Director)  
DIN: 05271884

Place: Delhi  
Date: 30.05.2016

**Anand Kumar Pandey**  
(Company Secretary)  
Mem. No.: 38239

**Shyam Lal Yadav**  
(Chief Financial Officer)

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

PARTICULARS	NOTES	AS AT 31.03.2016 AMT. (IN RS.)	AS AT 31.03.2015 AMT. (IN RS.)
<b>INCOME</b>			
Revenue from operations	17	5,38,35,49,876	5,30,65,35,188
Other Income	18	1,39,54,933	1,28,38,182
<b>Total</b>		<b>5,39,75,04,809</b>	<b>5,31,93,73,370</b>
<b>EXPENSES</b>			
Operating/Direct Cost/ Service Aailed	19	4,93,39,92,241	4,88,72,10,906
Purchase of Stock-in-trade		0	0
Changes in Inventories of Finished Goods, WIP & Stock		0	0
Employees Benefit Expenses	20	11,37,09,697	10,20,13,644
Financial Costs	21	8,64,37,681	8,27,33,930
Depreciation and Amortization Expense	22	3,06,56,581	3,30,56,822
Other Administrative Expenses	23	14,31,37,839	12,89,98,650
<b>Total</b>		<b>5,30,79,34,040</b>	<b>5,23,40,13,952</b>
Profit before exceptional and extraordinary items and Tax		8,95,70,769	8,53,59,418
Exceptional Items		0	0
Profit before extraordinary items and Tax		8,95,70,769	8,53,59,418
Extraordinary Items		0	0
Profit before Tax		8,95,70,769	8,53,59,418
<b>Tax Expense:</b>			
(5) Provision for Current Tax (Income Tax)		2,91,76,507	2,82,94,523
(6) Provision for Current Tax (Wealth Tax)		0	0
(7) Deferred Tax Savings/ (Charge)		(6,32,986)	2,32,057
(8) Provision for Tax (earlier year) W/back		33,81,814	18,64,543
Profit/(Loss) from the period from continuing operations		5,63,79,462	5,54,32,409
Profit/(Loss) from discontinued operations		0	0
Tax expenses from discontinued operations			
<b>Profit/(Loss) for the period</b>		<b>5,63,79,462</b>	<b>5,54,32,409</b>
<b>Earning per equity per share:</b>			
(3) Basic		1.12	1.10
(4) Diluted		1.12	1.10



The Notes No. 1 to 27 are integral part of these financial statements.

Auditor's Report  
As per our separate report of our even  
date attached  
**For M/s Sanghi & Co.**  
Chartered Accountants  
Firm Reg. No.: 012619N

**For and on behalf of the Board of  
North Eastern Carrying Corporation Limited**

**Ram Kishan Sanghi**  
**Proprietor**  
**M. No. : 091534**

**Sunil Kumar Jain**  
(Managing Director)  
DIN: 00010695

**Utkarsh Jain**  
(Director)  
DIN: 05271884

Place: Delhi  
Date: 30.05.2016

**Anand Kumar Pandey**  
(Company Secretary)  
Mem. No.: 38239

**Shyam Lal Yadav**  
(Chief Financial Officer)

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2016**

PARTICULARS	AMT. (IN RS.)	AS AT 31.03.2016 AMT. (IN RS.)	AMT. (IN RS.)	AS AT 31.03.2015 AMT. (IN RS.)
<b>D. Cash Flow from Operating Activities:</b>				
Net Profit before taxation	8,95,70,769		8,53,59,418	
Add: Depreciation	3,06,56,581		3,30,56,822	
Sub-total	12,02,27,350		11,84,16,240	
Less: Profit on Sale of fixed assets	1,57,577		1,19,97,705	
Less: Interest on Income Tax refund/other interest	4,05,101		2,71,725	
Operating Profit before working capital changes	11,96,64,672		10,61,46,810	
Less: Increase in Sundry Debtors	6,56,11,698		55,29,624	
Add: Decrease in Loans & Advances	5,81,40,285		10,32,53,160	
Add: Increase in Current Liabilities	(5,87,40,819)		3,22,48,617	
Cash generated from operations	5,34,52,439		4,06,71,893	
Less: Income Tax paid/provided	3,25,58,321		3,01,59,066	
Net Cash from operating activities	2,08,94,119	2,08,94,119	1,05,12,827	1,05,12,827
<b>E. Cash Flow from Investing Activities:</b>				
Add: Sale proceeds of fixed assets	56,82,701		1,21,05,580	
Add: Interest on Income Tax refund/other interest	4,05,101		2,71,725	
Less: Purchase of fixed assets	7,20,71,137		3,45,60,075	
Net Cash Outflow from Investing Activities	(6,59,83,335)	(6,59,83,335)	(2,21,82,770)	(2,21,82,770)
<b>F. Cash Flow from Financing Activities:</b>				
Add: Increase in secured loans	4,56,32,864		2,39,88,162	
Less: Decrease in unsecured loans	50,00,000		75,00,000	



Net Cash Inflow from Financing Activities	4,06,32,864	4,06,32,864	1,64,88,162	1,64,88,162
Net Increase in Cash & Cash Equivalents (A+B+C)		(44,56,353)		48,18,217
Add: Cash & Cash Equivalents		3,69,04,379		3,20,86,162
<b>Cash &amp; Cash Equivalents at end of the year</b>		<b>3,24,48,025</b>		<b>3,69,04,379</b>

**For and on behalf of the Board of  
North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**  
(Managing Director)  
DIN: 00010695

**Utkarsh Jain**  
(Director)  
DIN: 05271884

Place: Delhi  
Date: 30.05.2016

**Anand Kumar Pandey**  
(Company Secretary)  
Mem. No.: 38239

**Shyam Lal Yadav**  
(Chief Financial Officer)

**Auditor's Certificate:**

We have examined the above Consolidated Cash Flow Statement of North Eastern Carrying Corporation Ltd. for the year ended 31.03.16. The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchange and is based on and in agreement with the books and records of the company and also the statement of Profit & Loss and Balance Sheet of the company covered by our report of even date to the members of the Company.

**For M/s Sanghi & Co.**  
Chartered Accountants  
Firm Reg. No.: 012619N

Place: Delhi  
Date: 30.05.2016

**Ram Kishan Sanghi**  
**Proprietor**  
**M. No. : 091534**





## Consolidated Notes to the financial statements for the year ended March 31, 2016

### 1. Corporate information

North Eastern Carrying Corporation Limited is a Limited Company incorporated under the provisions of the Companies Act, 1956. The Consolidated financial statements(CFS) relates to the financial statements of North Eastern Carrying Corporation Limited (Holding Company)and its Subsidiary N.E.C.C. Retail Solutions Private Limited. The company is engaged in the business of transportation.

### 2. Basis of preparation

The CFS have been prepared in accordance with the Accounting Standard-21 on "Consolidated Financial Statements" (AS-21) and are prepared on the following basis:

- The financial statements of the Holding Company and its Subsidiary are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating the inter-group balances and inter-group transactions including unrealized profits/ losses in the period-end assets, such as inventories, fixed assets, etc. The difference between the Holding Company's cost of investments in the Subsidiary, over its portion of equity at the time of acquisition of shares, is recognized in the consolidated financial statements as Goodwill or Capital Reserve on consolidation, as the case may be.
- The Consolidated Financial Statements are prepared by using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any, and to the extent possible, are made in the Consolidated Financial Statements and are presented in the same manner as the Company's separate financial statements except otherwise stated elsewhere in this schedule.
- Figures pertaining to the subsidiaries have been re-classified wherever necessary to bring them in line with the holding company's financial statements.

### 3. Other Significant accounting policies

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

	As on 31.03.2016 Amt. (In Rs.)	As on 31.03.2015 Amt. (In Rs.)
<b>Note - 4: Share Capital</b>		
<b>Authorised Share Capital</b>		
54000000 (54000000) Equity Shares of Rs 10 each	54,00,00,000	54,00,00,000
<b>Issued , Subscribed and fully paid up shares:</b>		
50197336 (50197336) Equity Shares of Rs 10 each fully paid up	50,19,73,360	50,19,73,360



**Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period**

At the beginning of the period	50,19,73,360	50,19,73,360
Issued during the period	0	0
At the end of the period	50,19,73,360	50,19,73,360

**Terms/Rights attached to equity shares**

a) The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share. The equity share holders are eligible for dividend, if so declared. The dividend proposed by the board of directors is subject to the approval of the share holders in the ensuing annual general meeting, except in case of Interim Dividend

b) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period and during five years immediately preceding the reporting date**

Shares issued during the year 2012-13 3,76,48,002

**Details of Shareholders holding more than 5% equity shares in the Company:**

Particulars	As on 31.03.2016	As on 31.03.2015
NECC Automobiles (P) Ltd	8334152(16.60%)	8334152(16.60%)
NECC Securities (P) Limited	7656880(15.25%)	7656880(15.25%)
Sunil Kumar Jain	12663768(25.23%)	12663768(25.23%)
Suvi Developers P Ltd	3631400(7.23%)	3631400(7.23%)
Religare Finvest Limited	6036494(12.03%)	6036494(12.03%)
Utkarsh Jain	3000000(5.98%)	3000000(5.98%)

	As on 31.03.2016 Amt. (In Rs.)	As on 31.03.2015 Amt. (In Rs.)
<b>Note: 5 Reserves &amp; Surplus</b>		
Shree Ganesh Ji Maharaj	1,101	1,101
<b>Surplus/Deficit in the statement of profit and loss</b>		
Balance as per last financial statements	17,04,68,496	11,50,36,086
Profit (-Loss) after tax for the year	5,63,79,462	5,54,32,409
Closing Balance	22,68,47,958	17,04,68,496

<b>Total</b>	<b>22,68,49,059</b>	<b>17,04,69,597</b>
<b>Note : 6 Long Term Borrowings</b>		
<b>Vehicle Loans</b>		
Kotak Mahindra Bank	2,83,55,272	1,92,64,510
HDFC Bank Limited	74,75,197	24,97,320
Audi Finance Limited	3,60,065	24,30,095
BMW Financial Services Limited	40,29,214	0
(Secured against hypothecation of Vehicles financed)		
Kotak Mahindra Bank Term Loan	1,01,35,901	1,31,58,493
(Loans secured against hypothecation/charge on all the current assets incl. Book Debts and collaterally secured by charge against properties of Directors of the Company and other associate Companies and personal guarantee of some of Directors their HUF and Corporate Guarantee of Associate Companies)		
<b>Total</b>	<b>5,03,55,648</b>	<b>3,73,50,418</b>
<b>Note : 7 Short Term Borrowings</b>		
HDFC Bank Limited	62,96,380	81,85,275
ICICI Bank Limited	0	2,95,628
Volkswagen	0	36,684
Kotak Mahindra Bank	2,08,82,468	64,91,655
Audi Finance Limited	20,70,030	18,59,936
BMW Financial Services Limited	21,36,353	0
(Secured against hypothecation of Vehicles financed)		
Kotak Mahindra Bank Term Loan	3,80,00,176	1,54,45,531
Oriental Bank of Commerce (WDCL)	35,00,00,000	35,00,00,000
Kotak Mahindra Bank (OD A/c)	22,42,98,499	22,75,01,339
Oriental Bank of Commerce (OD A/c)	8,89,28,228	901,68,453
(All the loans secured against hypothecation/charge on all the current assets incl. Book Debts and collaterally secured by charge against properties of Directors of the Company and other associate Companies and personal guarantee of some of Directors, their HUF and Corporate Guarantee of Associate Companies)		
Unsecured Loans	0	50,00,000
(Inter Corporate – Un related)		
<b>Total</b>	<b>73,26,12,134</b>	<b>70,49,84,500</b>
<b>Note : 8 Trade Payables</b>		
Sundry Creditors	4,15,06,955	1,00,34,347

**Note : 9 Other Current Liabilities**

Security Deposits	9,11,147	5,24,000
E. S. I. Payable	1,90,958	1,84,586
Provident Fund Payable	8,14,330	7,69,476
Professional Tax Payable	10,578	11,910
T. D. S. Payable	24,80,166	11,52,222
Service Tax Payable	11,67,109	9,66,794
Bonus/ Ex-Gratia Payable	73,52,173	41,51,122
Lorry Freight Payable	79,94,147	2,66,322
Claim Payable	1,36,070	1,71,051
Other Expenses & Liabilities Payable	1,60,90,880	87,31,066
Service Tax Not Due*	20,54,281	0
<b>Total</b>	<b>3,92,01,839</b>	<b>1,69,28,549</b>

\*On Freight In Transit for which Income has been recognised although service is yet to be completed

**Note : 10 Short Term provisions**

Provision for I. Tax (AY 2016-2017)	2,91,76,507	0
Provision for I. Tax (AY 2015-2016)	0	2,82,94,523
Provision for I. Tax (AY 2014-2015)	0	3,69,82,720
Provision for I. Tax (AY 2013-2014)	0	3,18,67,064
Provision for I. Tax (AY 2012-2013)	0	2,92,52,040
Provision for I. Tax (AY 2011-2012)	2,21,60,772	2,21,60,772
Provision for I. Tax (AY 2010-2011)	0	1,72,00,000
Provision for Fringe Benefit Tax (AY 2009-10)	12,96,751	12,96,751
Provision for Wealth Tax	0	25,000
Provision for Gratuity	2,49,72,119	2,30,13,997
<b>Total</b>	<b>7,76,06,149</b>	<b>19,00,92,867</b>

**Note : 12 Long Term Loans & Advances**

Security Deposits	1,75,732	1,75,232
Earnest Money Deposits	1,10,16,889	97,82,598
Landlord Security Deposits	3,07,14,374	3,18,06,451
<b>Total</b>	<b>4,19,06,995</b>	<b>4,17,64,281</b>

**Note : 13 Trade Receivables**

**(Unconfirmed, Unsecured and Considered Good)**

Debts outstanding for more than six months	9,43,79,097	9,33,55,265
Others Debts	1,10,70,68,325	1,04,24,80,459
<b>Total</b>	<b>1,20,14,47,422</b>	<b>1,13,58,35,724</b>

**Note : 14 Cash & Cash Equivalent**

**Cash-in-Hand**

Cash in Hand	66,20,791	89,73,378
Funds In Transit	62,25,933	70,41,177
<b>Total</b>	<b>1,28,46,724</b>	<b>1,60,14,554</b>



<b>Bank Balance</b>		
Balance - In Current A/c	1,52,61,377	1,79,39,894
Balance - In Fixed Deposits	43,39,924	29,49,931
	<b>1,96,01,301</b>	<b>2,08,89,825</b>
<b>Total</b>	<b>3,24,48,025</b>	<b>3,69,04,379</b>

**Note 11: Fixed Assets Annexed to and Forming Part of the Balance Sheet as on 31.03.2016**

Particulars	Rate (s)	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01.04.2015	Addition during the year	Sale during the year	As at 31.03.2016	As at 01.04.2015	Sale Adjustment	For the Year	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
<b>Tangible Assets</b>											
Land		24,45,049	0	0	24,45,049	0	0	0	0	24,45,049	24,45,049
Building - 60 Years		2,51,71,829	0	0	2,51,71,829	99,61,266	0	7,40,754	1,07,02,020	1,44,69,809	1,52,10,563
<b>Office Equipments - 5 Years</b>											
Office Equipments		1,05,59,232	5,32,920	74,53,184	36,38,968	94,52,903	74,53,184	6,66,176	26,65,895	9,73,073	11,06,329
<b>Motor Vehicles</b>											
Car - 8 Years		3,38,99,963	95,76,752	25,73,502	4,09,03,213	2,33,33,833	20,33,229	67,87,372	2,80,87,976	1,28,15,237	1,05,66,130
Scooter and Cycle - 10 Years		1,44,15,360	2,33,349	40,74,332	1,05,74,377	66,50,706	40,74,332	4,96,840	30,73,214	75,01,163	77,64,654
Lorry & Trucks (SLM) - 6 Years		18,51,72,714	5,98,20,149	4,70,06,641	19,79,86,223	13,27,50,953	4,20,21,790	1,87,41,708	10,94,70,871	8,85,15,352	5,24,21,761
<b>Electrical Install. &amp;</b>											



<b>Fitt. - 10 Years</b>											
Electrical Install. & Fitt.		13,16,090	17,500	7,10,905	6,22,685	10,42,948	7,10,905	82,249	4,14,292	2,08,393	2,73,142
<b>Computers - 3Years</b>											
Computers		3,59,45,056	18,26,360	2,62,55,579	1,15,15,837	3,21,94,922	2,62,55,579	29,83,570	89,22,913	25,92,924	37,50,134
Typewriters		1797	0	0	1797	1797	0	0	1797	0	0
<b>Furniture &amp; Fixtures - 10 Years</b>											
Furniture & Fixtures		1,14,59,650	64,107	39,43,946	75,79,811	1,06,33,250	39,43,946	1,57,912	68,47,216	7,32,595	8,26,400
		<b>32,03,86,740</b>	<b>7,20,71,137</b>	<b>9,20,18,089</b>	<b>30,04,39,789</b>	<b>22,60,22,578</b>	<b>8,64,92,965</b>	<b>3,06,56,581</b>	<b>17,01,86,194</b>	<b>13,02,53,595</b>	<b>9,43,64,162</b>
<b>Intangible Assets</b>											
Goodwill		5,33,74,000	0	0	5,33,74,000	0	0	0	0	5,33,74,000	5,33,74,000
<b>Total</b>		<b>37,37,60,740</b>	<b>7,20,71,137</b>	<b>9,20,18,089</b>	<b>35,38,13,789</b>	<b>22,60,22,578</b>	<b>8,64,92,965</b>	<b>3,06,56,581</b>	<b>17,01,86,194</b>	<b>18,36,27,595</b>	<b>14,77,38,162</b>
<b>Previous year</b>		<b>35,18,06,773</b>	<b>3,45,60,075</b>	<b>1,26,06,108</b>	<b>37,37,60,740</b>	<b>20,54,63,989</b>	<b>1,24,98,233</b>	<b>3,30,56,822</b>	<b>22,60,22,578</b>	<b>14,77,38,162</b>	<b>14,63,42,784</b>

	As on 31.03.2016 Amt. (In Rs.)	As on 31.03.2015 Amt. (In Rs.)
<b>Note : 15 Short Term Loans and Advances (Unconfirmed, Unsecured &amp; Considered Good) (Advance recoverable in cash or in kind or for value to be recd.)</b>		
Staff Advances	1,32,65,218	95,78,324
Rates & Taxes Receivable	1,80,93,778	1,88,87,609
Prepaid Expenses & Recoverables	19,81,100	12,19,491
Refund Due ( A/Y 09-10)	10,44,163	18,11,405
Advance Income Tax/TDS (AY 10-11)	0	2,01,85,133
Advance Income Tax/TDS (AY 11-12)	2,20,43,455	2,20,43,455
Advance Income Tax/TDS (AY 12-13)	0	2,99,19,412
Advance Income Tax/TDS (AY 13-14)	0	3,18,67,171
Advance Income Tax/TDS (AY 14-15)	0	3,70,61,797
Advance Income Tax/TDS (AY 15-16)	0	2,36,88,764
Advance Income Tax/TDS (AY 16-17)	2,10,55,176	0
Advance Fringe Benefit Tax (AY 09-10)	13,25,000	13,25,000
TDS Recoverable	61,827	0
Other Advances	12,63,74,494	6,61,88,610
Interest Accrued but not received on FDR	5,31,081	2,82,119
<b>Total</b>	<b>20,57,75,291</b>	<b>26,40,58,290</b>
<b>Note : 16 Revenue from Operations</b>		
Freight*	5,37,86,19,611	5,29,40,41,518
Commission on Freight	0	1,24,93,670
Loading & Unloading	49,30,265	0
<b>Total</b>	<b>5,38,35,49,876</b>	<b>5,30,65,35,188</b>
<i>* Includes the amount of freight of Rs 5,79,03,198/- for which income has been recognised on the issuance of "To Pay" consignment note but provision of service has not been completed..</i>		
<b>Note : 17 Other Income</b>		
Profit on sale of Fixed Assets	1,57,577	1,19,97,705
Discount on Finance	51,13,448	3,19,639
Insurance Claim	39,94,452	2,49,113
Interest received	4,05,101	2,71,725
Lorry Running and Maintenance	6,67,992	0
Interest on Income Tax	9,33,636	0
Warehouse Income	26,82,726	0
<b>Total</b>	<b>1,39,54,933</b>	<b>1,28,38,182</b>
<b>Note : 18 Operating / Direct Cost/ Services Availed</b>		
Lorry Freight	4,90,49,78,112	4,83,06,85,382
Lorry Maintenance	0	2,19,20,649
Commission	1,02,68,846	79,65,942
Claims	1,87,45,283	2,66,38,933



<b>Total</b>	<b>4,93,39,92,241</b>	<b>4,88,72,10,906</b>
<b>Note : 19 Employee Benefit Expenses</b>		
Establishment Expenses	9,46,24,740	8,47,72,227
PF/ESI	67,66,855	62,52,279
Gratuity	45,87,653	44,64,631
Recruitment & Training Expenses	33,147	2,19,651
Directors Remuneration	48,00,000	36,00,000
Staff Welfare	28,97,303	27,04,856
<b>Total</b>	<b>11,37,09,697</b>	<b>10,20,13,644</b>
<b>Note : 20 Financial Cost</b>		
Bank Interest	8,64,37,681	8,18,33,930
Interest paid on unsecured loans	0	9,00,000
<b>Total</b>	<b>8,64,37,681</b>	<b>8,27,33,930</b>
<b>Note : 21 Depreciation &amp; Amortization Cost</b>		
Depreciation	3,06,56,581	3,30,56,822
<b>Total</b>	<b>3,06,56,581</b>	<b>3,30,56,822</b>
<b>Note : 22 Other Administrative Expenses</b>		
Advertisement & Publicity	16,39,703	12,14,720
Bad Debt	0	3,66,894
Books & Periodicals	13,187	10,050
Business Promotion	24,693	32,123
Bank Charges & Comm.	40,63,223	24,46,977
Car Expenses	31,43,603	29,05,834
Conveyance & Scooter Petrol	17,78,010	17,53,448
Corporate Social Responsibility Expenditure	11,04,503	11,20,000
Diwali Expenses	3,36,045	5,37,268
Donations	2,77,000	13,000
Electricity & Water Charges	60,69,703	58,81,313
Fees, Rates & Taxes	9,29,345	5,35,290
General Expenses	13,78,351	11,47,475
Generator Hire & Maintenance Charges	9,30,191	11,32,248
Insurance	34,72,976	23,00,539
Interest/Penalty on Late Deposit TDS	17,859	84,093
Interest on Late Deposit S. Tax/Additional Demand of S. Tax*	22,10,238	33,33,828
Internet Charges	5,42,347	3,16,724
Legal & Professional Expenses	77,91,109	49,06,776
Office Expenses	5,74,110	742,269
Packing & Forwarding Expenses	4,09,186	13,14,460
Payment to Auditors	1,50,000	1,15,000
Postage & Courier	17,68,981	17,64,826
Printing & Stationery	41,02,358	42,77,879

Rent	6,46,34,949	5,99,95,034
Repair & Maintenance	80,04,450	57,03,169
Scooter Expenses	28,31,627	27,40,361
Security Guard Charges	16,95,080	12,91,937
Scholarship	1,35,000	1,45,000
Subscriptions	2,66,509	4,16,531
Telephone Expenses	54,69,175	56,18,995
Travelling Expenses	97,39,104	1,01,15,055
Warehouse Charges	11,32,966	0
Finance Cost – Vehicles	65,02,258	47,19,537
<b>Total</b>	<b>14,31,37,839</b>	<b>12,89,98,650</b>

**23. Enterprises consolidated as subsidiary in accordance with Accounting Standard 21 – Consolidated Financial Statements**

Sr. No.	Name of Enterprise	Country of Incorporation	Proportion of ownership as on 31 <sup>st</sup> March 2016
1.	N.E.C.C. Retail Solutions Private Limited	India	100 %

Note: Ownership in subsidiary is based on equity shareholding.

**24. Significant Enterprises consolidated as Associates in accordance with Accounting Standard 23 – Accounting for Investments in Associates in Consolidated Financial Statements**

Sr. No.	Name of Enterprise	Country of Incorporation	Proportion of ownership as on 31 <sup>st</sup> March 2016
<b>NIL</b>			

**25. Related Party Disclosures**

Related party disclosures as required under Accounting Standard (AS) – 18 “ Related Party Disclosures”

**a. Related parties and nature of related party relationships where control exists**

<b>Name of the party</b>	<b>Description of relationship</b>
--------------------------	------------------------------------

Sunil Kumar Jain	Key Management Personnel
------------------	--------------------------

**b. Related parties and nature of related party relationship with whom transactions have been taken place**

<b>Name of the party</b>	<b>Description of relationship</b>
--------------------------	------------------------------------

Shreyans Buildtech Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence
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Shreyans Buildwell Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence
Sunil Kumar Jain	Key Managerial Personnel
Utkarsh Jain	Relatives of Key Managerial Personnel
Vanya Jain	Relatives of Key Managerial Personnel
Jaswant Rai Jain & Sons (HUF)	Others
Sunil Kumar Jain & Sons (HUF)	Others

**Transactions during the year with related parties (Rs)**

	Key Managerial Personnel	Relatives of Key Managerial Personnel	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Others
Rent Paid	58,11,000 (52,56,000)	12,00,000 (9,60,000)	12,26,269 (10,76,269)	17,64,000 (11,64,000)
Directors Remuneration	42,00,000 (36,00,000)	6,00,000	-	-
Personal/Corporate Guarantees obtained to the extent of loan taken by the Company	Yes		Yes	Yes

Figure in bracket reflect the figures of preceding financial year.

**26. Contingent Liability not provided for:**

- In Respect of Bank Guarantees issued by the bank on behalf of the company Rs 2,50,32,316/-.
- For claims/shortage not ascertained nor settled during the year. Claims lodged by customers but not settled by the company Rs 98,96,154/-.
- Approximate Liability on account of major cases filed against the company in various courts aggregating to Rs 1,25,63,305/-.
- Income Tax Demand being contested before CIT(Appeals) Rs 2,12,030/-

**27. Additional information required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Subsidiary/Associates/Joint ventures.**



Name of the Enterprise	Net Assets i.e. total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated net assets	Amount (Rs. in lakhs)	As % of Consolidated profit or loss	Amount (Rs. in lakhs)
<b>Parent</b>				
North Eastern Carrying Corporation Limited	100.01%	7289.17	100.03%	563.96
<b>Subsidiaries</b>				
<b>Indian</b>				
N.E.C.C. Retail Solutions Private Limited	(-)0.01%	(-)0.95	(-)0.03%	(-)0.17
<b>Total</b>	<b>100%</b>	<b>7288.22</b>	<b>100%</b>	<b>563.79</b>

Auditor's Report  
As per our separate report of our even date attached  
**For M/s Sanghi & Co.**  
Chartered Accountants  
Firm Regn. No.: 012619N

**For and on behalf of the Board of  
North Eastern Carrying Corporation Limited**

**Ram Kishan Sanghi**  
**Proprietor**  
**M. No. : 091534**

**Sunil Kumar Jain**  
(Managing Director)  
DIN: 00010695

**Utkarsh Jain**  
(Director)  
DIN: 05271884

**Place: Delhi**  
**Date: 30.05.2016**

**Anand Kumar Pandey**  
(Company Secretary)  
Mem. No.: 38239

**Shyam Lal Yadav**  
(Chief Financial Officer)



**ATTENDANCE SLIP- 31<sup>ST</sup> ANNUAL GENERAL MEETING**

Name of the attending Member: \_\_\_\_\_  
Name of the proxy: \_\_\_\_\_  
No. of share held: \_\_\_\_\_ (\_\_\_\_\_ equity shares)  
Ledger Folio no: \_\_\_\_\_  
DP ID/Client ID no: \_\_\_\_\_;

I hereby record my presence at the Annual General Meeting on Friday, 30<sup>th</sup> September, 2016 at 11:00 A.M. at the registered office of the Company at 9062/47, Ram Bagh Road, Azad Market, Delhi-110006.

\_\_\_\_\_  
Member's signature

\_\_\_\_\_  
Proxy Signature

**Shareholder/proxies are requested to bring the attendance slip with them. Duplicate slip will not be issued. Signature (s) of member (s) should tally with specimen signature (s) registered with the Company.**



**FORM NO. MGT-11**

**PROXY FORM**

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

**NORTH EASTERN CARRYING CORPORATION LIMITED**

**CIN:** L51909DL1984PLC019485

**Regd. Office:** 9062/47, Ram Bagh Road, Azad Market, Delhi – 110006

Name of the Member(s):

e-mail Id:

Folio No/ \*Client Id:

Regd. Address:

\*DP Id

I/We being the member(s) of \_\_\_\_\_ shares of North Eastern Carrying Corporation Limited, hereby appoint:

(1) Name:

Address:

E-mail ID:

Signature:

;or failing him

(2) Name:

Address:

E-mail ID:

Signature:

;or failing him

(3) Name:

Address:

E-mail ID:

Signature:

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on Friday, September 30, 2016 at 11.00 a.m. at 9062/47, Ram Bagh Road, Azad Market, Delhi – 110006 and at any adjournment thereof in respect of such resolutions as are indicated below:

**\*\* I wish my above Proxy to vote in the manner as indicated in the box below:**

Sl. No.	Resolutions	For	Against
1.	To receive, consider and adopt: c) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and d) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of Auditors thereon		



2.	Re-appointment Mrs. Vanya Jain (DIN: 01364596) who is liable to retire by rotation and being eligible, offers herself for re-appointment		
3.	Ratify the appointment of the Statutory Auditor of the Company		
4.	Variation in the terms of appointment of Mr. Sunil Kumar Jain, Managing Director of the Company		
5.	Variation in the terms of appointment of Mr. Utkarsh Jain, Whole-Time Director of the Company		

Signed this..... day of.....2016

(signature of the Shareholder)

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of first proxy holder

Affix Re. 1/-  
Revenue  
Stamp

*\* Applicable for investors holding shares in electronic form.*

**Notes:**

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.



### ROUTE MAP TO THE AGM VENUE

