






# NORTH EASTERN CARRYING CORPORATION LIMITED

Regd. Office: 9062-47, Ram Bagh Road, Azad market, Delhi-06

CIN: L51909DL1984PLC019485

## FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	North Eastern Carrying Corporation Limited
2.	Annual financial statements for the year ended	March 31, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by- <ul style="list-style-type: none"><li>CEO/Managing Director (Mr. Sunil Kumar Jain) DIN: 00010695</li><li>Chief Financial Officer (Shyam Lal Yadav) PAN: AAAPY4171C</li><li>Audit Committee Chairman (Mr. Manoj Kumar Jain) DIN: 025738481</li></ul>	  

Auditor of the Company:

Refer our Audit Report dated 28.05.2015

On the Standalone and Consolidated financial statements of the Company

For M/s Sanghi & Co.

Chartered Accountants

Firm Registration No. 012619N



Ram Kishan Sanghi

Proprietor

M. No. 091534

Place: New Delhi

Date: 10.08.2015





**ANNUAL REPORT OF  
NORTH EASTERN CARRYING CORPORATION LIMITED  
FOR THE FINANCIAL YEAR 2014-15**



**Regd. Office:** 9062/47, Ram Bagh Road, Azad Market, Delhi – 110006  
**Phone:** (011) 2351 7516-17-18-19; **Fax:** (011) 2352 7700, 2351 6102  
**Email:** [cs@neccgroup.com](mailto:cs@neccgroup.com); **Website:** [www.neccgroup.com](http://www.neccgroup.com)



## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

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## North Eastern Carrying Corporation Limited

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### CORPORATE INFORMATION

#### BOARD OF DIRECTORS

Mr. Sunil Kumar Jain  
Ms. Vanya Jain  
Mr. Manoj Kumar Jain  
Mr. Mohak Jain  
Mr. Utsav Jain  
Mr. Utkarsh Jain

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

#### REGISTERED & CORPORATE OFFICE

9062/47, Ram Bagh Road,  
Azad Market, Delhi-1100 06  
Ph:011-23517516-19 Fax:011-23527700, 23516102  
Email: co@neccgroup.com  
Web: www.neccgroup.com

#### AUDITORS

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

#### BANKERS

Oriental Bank of Commerce  
Kotak Mahindra Bank

#### DEPOSITORIES

National Securities Depository Limited  
Central Depository Securities Ltd

#### 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

#### 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  
Website: www.masserv.com

#### MANAGEMENT TEAM

Mr. Shyam Lal Yadav  
Mr. Anand Kumar Pandey\*  
Mr. Ravi Gupta  
Mr. Vinod Nair  
Mr. D K Singh  
Mr. John Vaz  
Ms. Avinash Suresh Rao Pande  
Mr. S N Singh  
Mr. R N Prasad  
Mr. Prabhajeet Singh

Chief Financial Officer & Vice President  
Company Secretary & Compliance Officer  
Corporate Head & Key Accounts  
Corporate Head (Legal & HR)  
Corporate Head (Operations)  
Manager- Business & Operations  
General manager(West & South)  
Manager Accounts  
Manager IT  
Manager Administration

*\*Mr. Anand Kumar Pandey has been appointed as Company Secretary and Compliance Officer w.e.f. 13<sup>th</sup> June, 2015.*

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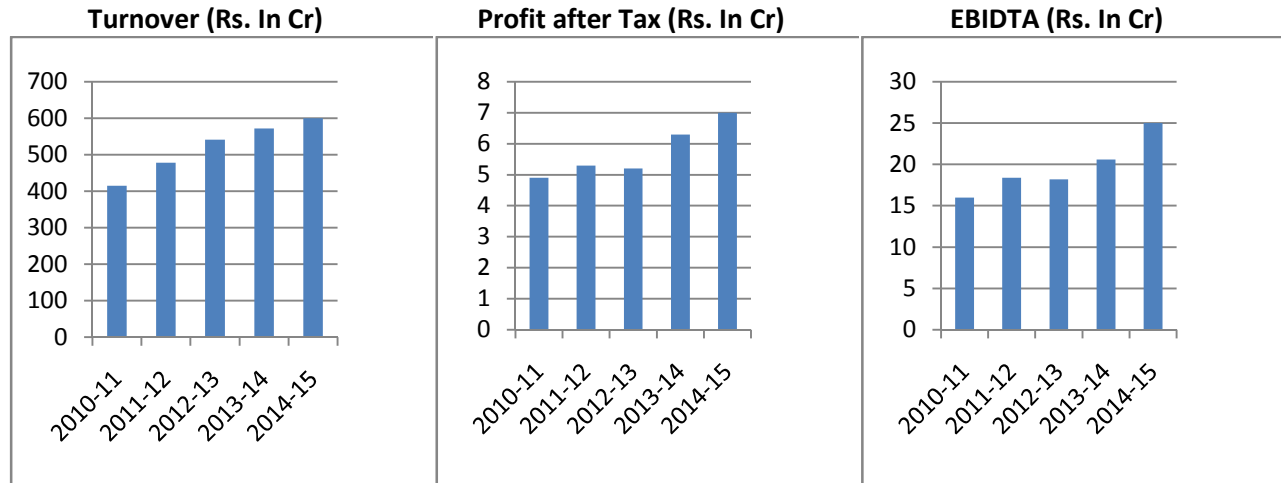


# North Eastern Carrying Corporation Limited

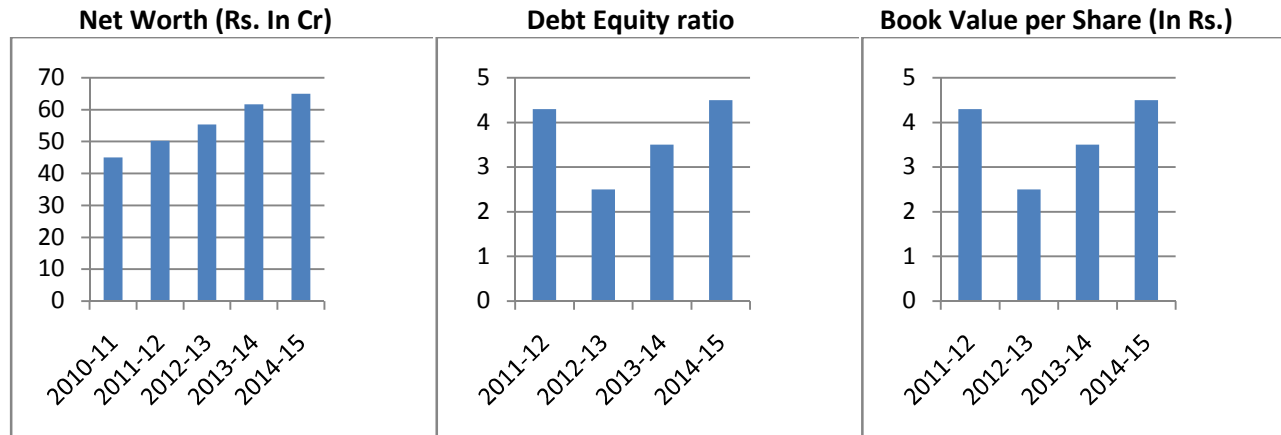
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## FINANCIAL PERFORMANCE AT A GLANCE

### PROFIT & LOSS GRAPHS



### BALANCE SHEET GRAPHS



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# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

## DIRECTORS 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 30<sup>th</sup> Directors' Report together with the Audited Financial Statements for the Financial Year ended March 31, 2015

### **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	
	31.03.2015	31.03.2014
Profit before Depreciation & Income Tax	11,84,33,077	12,87,30,327
Less: Depreciation	3,30,56,822	3,66,19,203
Profit after depreciation	8,53,76,255	921,11,124
Less: Provision for:		
Income Tax	2,82,99,985	3,69,82,720
Wealth Tax	0	25,000
Less/ Add: Deferred tax Saving/Liability	2,32,057	54,14,665
Add/Less : Previous year adjustment	18,64,543	22,50,084
Profit After Taxation	5,54,43,784	6,27,68,153
Add: Profit brought Forward	11,51,02,313	5,23,34,159
Balance Carried over to Balance Sheet	17,05,46,097	11,51,02,313

### **2. EXTRACT OF ANNUAL RETURN:**

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

### **3. 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 31st March, 2015.

### **4. SHARE CAPITAL:**

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

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However as on date the total Paid-up Capital of the Company is Rs. 50,19,73,360/- 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 & Delhi Stock Exchange Limited.

### 5. DIRECTORS:

Mr. Utkarsh Jain, Non- Executive Director of the Company is liable to retire by rotation and being eligible, offer himself for re-appointment. His re-appointment is subject to the approval of members at the ensuing Annual General Meeting.

### 6. DIRECTORS QUALIFICATION:

The Board of Directors hereby confirm 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.

### 7. 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.

### 8. 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.

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**9. NUMBER OF BOARD MEETINGS:**

The Board of Directors has duly met 9 times on 30.05.2014, 21.07.2014, 13.08.2014, 18.08.2014, 30.08.2014, 30.09.2014, 12.11.2014, 20.01.2015 and 12.02.2015

Else than the above stated Meetings one Meeting of Independent Directors was held on 26.12.2014 to discuss the performance of the Board as whole and Director's independently.

**10. 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.

**11. 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 posses adequate Financial Knowledge

**12. PUBLIC DEPOSITS:**

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

### **13. INFORMATION PURSUANT TO LISTING AGREEMENT WITH BOMBAY STOCK EXCHANGE LIMITED & DELHI STOCK EXCHANGE LIMITED:**

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

The BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai-4000 01

The 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 Bombay Stock Exchange hence till it not affect the Listed Status of your Company.

### **14. 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.

### **15. 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"

### **16. STATUTORY AUDITORS:**

**Regd. Office:** 9062/47, Ram Bagh Road, Azad Market, Delhi – 110006  
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## North Eastern Carrying Corporation Limited

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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.

### **17. AUDITORS REPORT:**

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

### **18. 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.

### **19. 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, 2015 at its Board Meeting held on 18.08.2014.

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.

### **20. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Pursuant to the provisions of Section 135 of the Companies Act, 2013 your Company was required to spend 2% i.e. (Rs. 17,00,000/-) of its Net profit for CSR activities but as the Company was engaged in expansion of its business activities, the company was required to spend substantial amount of profit for acquisition of Vehicles for the proposed expansion hence was able to spend only 1.31% i.e. (Rs. 11,20,000/-). The Annual Report on the CSR activities is enclosed as "Annexure IV".

### **21. 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/-**

### **22. CORPORATE GOVERNANCE:**

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

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## North Eastern Carrying Corporation Limited

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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 Director Report.

### **23. LOANS, GAURANTEES AND INVESTMENTS BY COMPANY**

The Company has not given any loan or guarantee or security or made any investment during the financial year.

### **24. RELATED PARTIES TRANSACTION:**

In Form AOC-2 enclosed as **"Annexure VI"**.

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

Sl No.	Particulars		
i)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Name of the Director: Mr. Sunil Kumar Jain	Ratio: 30.15:1
ii)	Percentage increase in remuneration of each director and CEO in the financial year	Mr. Sunil Kumar Jain	Percentage: Nil
iii)	Percentage increase in the median remuneration of employees in the financial year		Percentage: 4.73%
iv)	Number of permanent employees on the rolls of company;		Number: 524
v)	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.	
vi)	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 not increased their salary much.	
vii)	The key parameters for any variable component of remuneration availed by the directors	Key Parameters: Not Availed	
viii)	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: Not Employee is paid salary in excess of Managing Director
ix)	Affirmation	The Board affirms that the remuneration is as per the remuneration policy of the company	

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### 26. 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. 3,00,000/- (Rupees Three Lacs) per Month as remuneration.

### 27. 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.

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

Name and Registered office of the Subsidiary/Associate/joint venture company	% Holding	Particulars	Amount (Rs.)
<b>N.E.C.C. Retail Solutions Private Limited</b>	100%	Income Earned During the year	-
		Profit before Taxes & Other adjustments	(16,836)
		Add prior period income	-
		Profit before Taxes	(16,836)
		Less: Provisions for Taxes	-
		Less: Current Tax	-
		Add/ (Less): Deferred Tax	-
		Profit for the period	(16,836)
		Profits carried forward from previous year	(66,227)
		Less proposed Dividend	-
		Less Dividend Distribution Tax	-
		Profits c/f to Balance Sheet	(83,063)

### 29. 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 2014-15 and hence no complaint is outstanding as on 31.03.2015 for redress.

### 30. ACKNOWLEDGEMENT

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## North Eastern Carrying Corporation Limited

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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: 28.05.2015

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

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# North Eastern Carrying Corporation Limited

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## "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, 2015

[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

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### 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	35.736	1,79,38,668	0	1,79,38,668	35.736	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	39.091	1,96,22,432	0	1,96,22,432	39.091	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	74.827	3,75,61,100	0	3,75,61,100	74.827	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	74.827	3,75,61,100	0	3,75,61,100	74.827	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	0	0	0	0	0	0	0	0	Nil

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## North Eastern Carrying Corporation Limited

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Funds									
f) Insurance Companies	0	0	0	0	0	0	0	0	Nil
g) FIs	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>									
a) Bodies Corp.									
i) Indian	92,60,459	0	92,60,459	18.448	93,80,017	0	93,80,017	18.686	1.274
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,39,655	4,37,466	5,77,121	1.150	1,36,321	4,36,666	5,72,987	1.141	(0.721)
ii) Individual shareholders holding nominal Share capital in excess of Rs 1 lakh	20,95,886	1,72,800	22,68,686	4.520	21,70,112	1,24,800	22,94,912	4.572	1.142
c) Others (specify) Clearing Members	5,29,970	0	5,29,970	1.056	3,88,320	0	3,88,320	0.774	(36.477)
<b>Subtotal (B)(2)</b>	<b>1,20,25,970</b>	<b>6,10,266</b>	<b>1,26,36,236</b>	<b>25.174</b>	<b>1,20,74,770</b>	<b>5,61,466</b>	<b>1,26,36,236</b>	<b>25.173</b>	<b>Nil</b>
Total Public Shareholding (B)= (B)(1)+ (B)(2)	1,20,25,970	6,10,266	1,26,36,236	25.174	1,20,74,770	5,61,466	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>4,95,87,070</b>	<b>6,10,296</b>	<b>5,01,97,336</b>	<b>100</b>	<b>4,96,35,870</b>	<b>5,61,466</b>	<b>5,01,97,336</b>	<b>100</b>	<b>Nil</b>

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### (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>74.827</b>	<b>0</b>	<b>3,75,61,100</b>	<b>74.827</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				
	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):	<div style="border: 1px solid black; padding: 10px; width: fit-content; margin: 0 auto;"> <b>NO CHANGE</b> </div>			
	At the End of the year				

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**(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		Date	Increase/decrease in shareholding	Reason	Cumulative shareholding during the year 01.04.2014 to 31.03.2015	
		No. of Shares	% total of shares of the Company				No. of shares	% of total shares of the Company
1.	Religare Finvest Ltd	60,40,444	12.033	01.04.2014			60,40,444	12.033
		56,40,444	11.236	04.04.2014	(4,00,000)	Sale	56,40,444	11.236
		60,39,158	12.030	11.04.2014	3,98,653	Purchase	60,39,158	12.030
		60,39,330	12.031	20.06.2014	172	Purchase	60,39,330	12.031
		60,35,480	12.023	30.06.2014	(3,850)	Sale	60,35,480	12.023
		60,35,496	12.023	01.08.2014	16	Purchase	60,35,496	12.023
		60,35,496	12.023	31.03.2015			60,35,496	12.023
2.	Peeyush Kumar Aggarwal	14,52,092	2.893	01.04.2014	No Change			
		14,52,092	2.893	31.03.2015			14,52,092	2.893
3.	Omkam Capital Markets Private Limited	3,33,556	0.664	01.04.2014	No Change			
		3,33,556	0.664	31.03.2015			3,33,556	0.664
4.	B.G.R Finvest Private Limited	2,44,000	0.486	01.04.2014	No Change			
		2,44,000	0.486	31.03.2015			2,44,000	0.486
5.	Omkam Infotel Private Limited	2,42,000	0.482	01.04.2014	No Change			
		2,42,000	0.482	31.03.2015			2,42,000	0.482
6.	Shree Bahubali International Ltd.	2,41,484	0.481	01.04.2014				
		2,58,634	0.515	31.10.2014	17,150	Purchase	2,58,634	0.515
				20.03.2015	(16,805)	Sale	2,41,829	0.482
				31.03.2015			2,41,829	0.482
7.	Pioneer Offshore Private Limited	2,40,000	0.478	01.04.2014	No Change			
		2,40,000	0.478	31.03.2015			2,40,000	0.478
8.	Omkam Communications Private Ltd	2,40,000	0.478	01.04.2014	No Change			
		2,40,000	0.478	31.03.2015			2,40,000	0.478
9.	B P Capital Limited	2,38,000	0.474	01.04.2014	No Change		2,38,000	0.474

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		2,38,000	0.474	31.03.2015				
10.	Ontime Cargo & Couriers Private Limited	2,38,000	0.474	01.04.2014	No Change			
		2,38,000	0.474	31.03.2015			2,38,000	0.474

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	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
	Ms. Hemanshu Yadav, 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
	Ms. Hemanshu Yadav, 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	71,33,46,757	1,25,00,000		
ii) Interest due but not paid	-	-		

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iii) Interest accrued but not due	-	-		
<b>Total (i+ii+iii)</b>	71,33,46,757	1,25,00,000		
<b>Change in Indebtedness during the financial year</b>				
▪ Addition	2,65,12,000	-		
▪ Reduction	2,41,25,257	75,00,000		
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	73,73,34,918	59,00,000		
ii) Interest due but not paid	-	-		
iii) Interest accrued but not due	-	-		
<b>Total (i+ii+iii)</b>	73,73,34,918	59,00,000		

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl No.	Particulars of Remuneration	Name of MD /WTD/ Manager			Total Amount
		MD	WTD	Manager	
1	Gross salary		NA	NA	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	36,00,000			36,00,000
	(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>	36,00,000			36,00,000
	<b>*Ceiling as per the Act</b>	84,00,000			84,00,000

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

#### B. Remuneration to other directors:

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SI No.	Particulars of Remuneration	Name of Directors					Total Amount
		Manoj Kumar Jain	Mohak Jain	Utsav Jain	Utkarsh Jain	Vanya Jain	
	1. Independent Directors						
	▪ Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil	Nil
	▪ Commission						
	▪ Others, please specify						
	Total (1)	Nil	Nil	Nil	Nil	Nil	Nil
	2. Other Non-Executive Directors						
	▪ Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil	Nil
	▪ Commission						
	▪ Others, please specify						
	Total (2)	Nil	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	8,53,762.5 5	8,53,762.5 5	8,53,762.5 5	8,53,762.5 5	8,53,762.5 5	8,53,762.5 5

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

SI 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		3,00,000	29,40,000	32,40,000
	(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				

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# North Eastern Carrying Corporation Limited

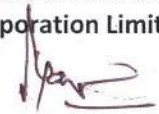
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	- as % of profit		-	-	-
	- others, specify		-	-	-
5	Others, please specify		-	-	-
	Total		3,00,000	29,40,000	32,40,000

## 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

Place: Delhi

Date: 28.05.2015

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

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# North Eastern Carrying Corporation Limited

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## "ANNEXURE II" TO THE DIRECTORS REPORT

### 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

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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

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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, Listing agreement 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**

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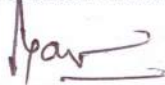
1. The remuneration / compensation / profit-linked commission etc. to the Whole-time Director or Directors will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / profit-linked commission etc. shall be in accordance with the percentage / slabs / 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:** 28.05.2015

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

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**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2015**

[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 March 31, 2015**

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

We 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's 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 our opinion, the company has, during the audit period covering the financial year ended on 31.03.2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31/03/2015 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 Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (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;

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and Delhi Stock Exchange Limited ;

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

\* The Company has delayed in filing of some documents with the Registrar of Companies for which additional fees were duly paid as per the provisions of the Companies Act, 2013.

**We 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.

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

Place: New Delhi

Date: 28.05.2015

**For A.K. FRIENDS & CO.**



**Ashish Kumar Friends  
Practising Company Secretary  
C.P. No.-4056, Mem No.-FCS-5129**



# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

"ANNEXURE IV" TO THE DIRECTORS REPORT

## REPORT ON CORPORATE SOCIAL RESPONSIBILITY



**FOR THE FINANCIAL YEAR 2014-15**

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

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

### 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:-

Name of the Member	Designation
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. 10,00,000/- (Rupees Ten Lacs Only) during the Financial Year 2014-15 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/-

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## North Eastern Carrying Corporation Limited

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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. 1,20,000/- (One Lacs Twenty Thousand) towards Teachers Salary in the Financial Year 2014-15.

Hence your Company has spend a Total Sum of Rs. 11,20,000/- towards CSR Activities out of its total allocated budget of Rs. 17,00,000/- which comprises of 1.31% 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: 28.05.2015**

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



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

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# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

## "ANNEXURE V" TO THE DIRECTORS 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 Listing Agreement is given below.

#### BOARD OF DIRECTORS

##### **Composition & Category as on March 31<sup>st</sup>, 2015**

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>, 2015 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	10.10.94	NA	9	Yes	04	1	4
Ms. Vanya Jain	Director	Non-Executive	18.08.14	NA	7	Yes	01	-	1
Mr. Utkarsh Jain	Director	Non-Executive	16.12.13	NA	7	Yes	Nil	-	-

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## North Eastern Carrying Corporation Limited

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Mr. Manoj Kumar Jain	Director	Independent	24.03.09	NA	8	Yes	02	1	1
Mr. Mohak Jain	Director	Independent	15.10.09	NA	8	Yes	01	-	-
Mr. Utsav Jain	Director	Independent	04.01.11	NA	9	Yes	01	-	-

### NOTE:

- Private Limited Companies, Foreign Companies and Companies constituted under section 25 of the Companies Act, 1956 are excluded for the above purpose.
- Only Audit Committee and Share Transfer/Investors Grievance Committee are considered for the purpose of Committee positions as per Listing Agreement.
- None of the Director is a member of more than ten Board level committees or a chairman of five such committees as required under clause 49 of the Listing Agreement.
- 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 9 times on 30.05.2014, 21.07.2014, 13.08.2014, 18.08.2014, 30.08.2014, 30.09.2014, 12.11.2014, 20.01.2015 and on 12.02.2015. 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 26.12.2014 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	6
Mr. Mohak Jain	Member	Independent Director	6
Mr. Utsav Jain	Member	Independent Director	6

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit Committee possess financial / accounting expertise / exposure.

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

- 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.

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

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 utilisation 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

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## North Eastern Carrying Corporation Limited

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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 Listing agreement.

### **Meeting Details:**

During the year the committee has met 6 times on 30.05.2014, 13.08.2014, 30.08.2014, 30.09.2014, 12.11.2014 and on 12.02.2015. 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	4
Mr. Mohak Jain	Member	Independent Director	4
Mr. Utsav Jain	Member	Independent Director	4

The Committee's composition meets with requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

#### **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;

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## North Eastern Carrying Corporation Limited

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- ❖ 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 4 times on 12.07.2014, 14.08.2014, 28.08.2014 and on 12.01.2015.

### **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 2014 to 31<sup>st</sup> March 2015 & part thereof are as follows:

Name	Designation	Salary	Commission	Sitting Fees
Mr. Sunil Kumar Jain	Chairman & Managing Director	36,00,000/-	Nil	Nil
Mrs. Vanya Jain	Non Executive Director	Nil	Nil	Nil
Mr. Utkarsh Jain	Non Executive Director	Nil	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

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

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

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## North Eastern Carrying Corporation Limited

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### **Composition of Shareholders/Investors Grievances & Share Transfer 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 Clause 49 of the Listing Agreement.

### **Role of the 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 4 times on 26.05.2014, 01.07.2014, 01.10.2014 and on 01.01.2015.

### **General Details:**

All the complaints as received were resolved to the satisfaction of investors during the Financial Year 2014-15 and as on 31.03.2015 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.

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## North Eastern Carrying Corporation Limited

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

9. Review the proposals for CSR projects/programs/activities received from various locations.
10. Approve proposals for various CSR projects/programs/activities.
11. Identify the projects/activities to be undertaken by the Company for CSR
12. 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;
13. Monitor the CSR Policy of the Company from time to time;
14. Ensure compliance of CSR Policy and the Rules;
15. Any Other functions and compliances as may be prescribed by the Companies Act 2013 and the rules framed thereunder.
16. 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 01.10.2014 and on 01.01.2015.

### **RISK MANAGEMENT COMMITTEE**

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

Members	Designation	Category (as Director)	Attendance in Meeting
Mrs. Vanya Jain	Member	Non Executive Director	3
Mr. Utsav Jain	Member	Independent Director	3
Mr. Mohak Jain	Member	Independent Director	3
Mr. Shyam Lal Yadav	Executive Member	Chief Financial Officer	3

### **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.

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

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 01.10.2014, 12.12.2014 and on 01.01.2015.

### 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.

### 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-06

Year	Date	Time	Special Resolution passed
2013-14	30.09.2014	11:00 AM	<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 AM	<i>No Special Resolution passed</i>
2011-12	30.08.2012	11:00 AM	<i>Increase in Remuneration of Managing Director</i>

#### **Extraordinary General Meeting:**

There was no Extraordinary General Meeting held during the Financial Year 2014-15

### DISCLOSURES

- None of the transactions of material nature with any of the related parties was in conflict with the interest of the Company at large.
- 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) Regulation 2002 and Clause 40A of Listing agreement. No penalties were imposed on the Company by Stock Exchanges, SEBI or by any Statutory Authority related to Capital Market.

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# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

## **MEANS OF COMMUNICATION**

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

## **GENERAL SHAREHOLDER INFORMATION**

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

The 30<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, the 23<sup>rd</sup> September, 2015 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 to 31 <sup>st</sup> March
Financial Year (under review)	1 <sup>st</sup> April 2015 to 31 <sup>st</sup> March 2016
Result for quarter ending 30 <sup>th</sup> June 15	Latest by 15 <sup>th</sup> August 2015
Result for quarter ending 30 <sup>th</sup> September 15	Latest by 15 <sup>th</sup> November 2015
Result for quarter ending 31 <sup>st</sup> December 15	Latest by 15 <sup>th</sup> February 2016
Result for quarter ending 31 <sup>st</sup> March 16	Latest by 30 <sup>th</sup> May 2016

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

The register of members and Share transfer register shall remain closed during the 17<sup>th</sup> day of September, 2015 to 23<sup>rd</sup> day of September 2015 (both days inclusive) for the purpose of Annual General Meeting.

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

The equity shares of the Company are listed at:

The BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai-4000 01

The 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

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

29.12.2008, 30.05.2012 and 17.04.2015. But as your Company is listed on Bombay Stock Exchange hence till it not affect the Listed Status of your Company.

5. **Stock Code:**534615(BSE) & 16093 (DSE)

6. **ISIN:** INE553C01016

7. **Credit Rating**

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

8. **Stock Market Price Data:**

9.

During the Financial Year 2014-15, there was no trading of shares of the Company on Delhi Stock Exchange Limited, however there was trading of shares on the BSE Limited. Therefore, high and low prices for the Financial Year 2014-15 on BSE Limited on month basis were as follows:

Month	High Price (Rs.)	Low Price (Rs.)	Volume (No.)
April, 2014	72.50	67.00	161
May, 2014	71.50	65.00	299
June, 2014	98.70	67.00	327
July, 2014	90.30	83.00	162
August, 2014	92.20	83.00	321
September, 2014	86.10	79.00	436
October, 2014	84.95	76.00	784
November, 2014	84.30	73.15	622
December, 2014	88.00	77.50	223
January, 2015	87.10	79.00	200
February, 2015	88.00	77.90	108
March, 2015	97.90	72.50	950

10. **Payment of Listing Fee**

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

11. **Payment of Depository Fees**

Annual Custody/Issuer fee for the year 2015-16 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

12. **Registrar & Share Transfer Agents:**

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

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

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.

### 13. 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.

### 14. 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.

### 15. Distribution & Categories of Shareholding

Distribution of shareholding as on 31st March, 2015:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	Total no. of Shares held	% of Shareholding
1 - 5000	198	38.298	14747	0.029
5001-10000	44	8.511	37061	0.074
10001-20000	102	19.729	153605	0.306
20001-30000	41	7.930	104591	0.208
30001-40000	38	7.350	136945	0.273
40001-50000	6	1.161	27389	0.055
50001-100000	27	5.222	181188	0.361
100001 and above	61	11.799	49541810	98.694
Total	517	100%	50197336	100.00

Categories of Shareholding as on 31st March, 2015:

Sr. No.	Category of Holder	No. of Shares	% of Equity
1.	Promoters' Holdings	3,75,61,100	74.827
	<b>SUB TOTAL (A)</b>	<b>3,75,61,100</b>	<b>74.827</b>
2.	Mutual Funds / UTI	Nil	Nil
3.	Banks/Financial Institutions/Insurance Companies (Central /State Govt. Institutions) Non Govt. Institutions	Nil	Nil

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## North Eastern Carrying Corporation Limited

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4.	FII's/ GDR	Nil	Nil
	<b>SUB TOTAL (B)</b>	<b>Nil</b>	<b>Nil</b>
5.	Others		
	Bodies Corporate	93,80,017	18.686
	Indian Public	28,67,899	5.713
	Any Other	3,88,320	0.774
	<b>SUB TOTAL (C)</b>	<b>1,26,36,236</b>	<b>25.173</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>5,01,97,336</b>	<b>100</b>

16. 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.

17. Outstanding GDR/ ADRs/Warrants/Options:

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

18. 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.

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

No amount was transferred to Investor Education and Protection Fund during the Financial Year 2014-15.

20. 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)

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: 28.05.2015

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

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

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

### CERTIFICATE BY EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER

(Pursuant to clause 49(V) of the listing Agreement)

To  
The Board of Director  
North Eastern Carrying Corporation Limited

1. We have reviewed financial statements and the cash flow statement of Reliance Industries Limited for the year ended 31st March, 2015 and to the best of our knowledge and belief:
  - 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - i) that there are no significant changes in internal control over financial reporting during the year;
  - ii) that there are no significant changes in accounting policies during the year; and
  - iii) that there are no instances of significant fraud of which we have become aware.

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

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

Place: Delhi  
Date: 28.05.2015

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**CERTIFICATE ON CORPORATE GOVERNANCE**  
(Pursuant to clause 49(VII) of the listing Agreement)

To  
The Members  
North Eastern Carrying Corporation Limited

We have examined the compliance of conditions of Corporate Governance by North Eastern Carrying Corporation Limited (the Company) for the year ended on 31<sup>st</sup> March 2015, as stipulated in Clause 49(VII) of the Listing Agreement of the Company with the Stock Exchange.

The compliance of condition of Corporate Governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by Company for ensuring the compliance of 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 explanation given to us, and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

We state that as per the report given by the Registrars of the Company to the Shareholder/investors Grievances Committee, as on 31st March, 2015, there was no investor grievance matter against the Company remains pending for more than 30 days.

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



Place: Delhi

Date: 28.05.2015

For, M/s Sanghi & Co.  
Chartered Accountants

Ram Kishan Sanghi  
Proprietor

M. No. 091534





# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

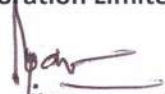
## DECLARATION

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 2014-15. This code of conduct is available at the registered office of the Company.

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

  
**Sunil Kumar Jain**

**Chairman & Managing Director**

DIN: 00010695

**Place:** Delhi

**Date:** 28.05.2015

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

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# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

## "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:

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	
2.	<b>Details of material contracts or arrangement or transactions at arm's length basis:</b>	
	a) Name(s) of the related party and nature of relationship	Shreyans Buildtech Private Limited <b>Nature:</b> Mr. Utkarsh Jain and Mrs. Vanya Jain, Directors of Shreyans Buildtech Private Limited are also in the Board of North Eastern Carrying Corporation Limited
	b) Nature of contracts/arrangements/transactions	Lease Agreement
	c) Duration of the contracts / arrangements/transactions	From 1 <sup>st</sup> October, 2014 to 31 <sup>st</sup> March, 2016
	d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Rent of INR 75,000/- (Rupees Seventy Five Thousand Only) per Month
	e) Date(s) of approval by the Board, if any:	30 <sup>th</sup> September, 2014

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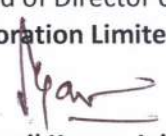


# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

	f) Amount paid as advances, if any:	Nil
3.	<b>Details of material contracts or arrangement or transactions at arm's length basis</b>	
	g) Name(s) of the related party and nature of relationship	Mr. Utkarsh Jain <b>Nature:</b> Mr. Utkarsh Jain is the Director of the North Eastern Carrying Corporation Limited
	h) Nature of contracts/arrangements/transactions	Lease Agreement
	i) Duration of the contracts / arrangements/transactions	From 1 <sup>st</sup> day of October, 2014 till 31 <sup>st</sup> day of March, 2016
	j) Salient terms of the contracts or arrangements or transactions including the value, if any:	Rent of INR 20,000/-(Rupees Twenty Thousand Only) per Month
	k) Date(s) of approval by the Board, if any:	30 <sup>th</sup> September, 2014
	l) Amount paid as advances, if any:	Nil
4.	<b>Details of material contracts or arrangement or transactions at arm's length basis</b>	
	m) Name(s) of the related party and nature of relationship	M/s Jaswant Rai Jain & Sons (HUF) <b>Nature:</b> Mr. Sunil Kumar Jain, Karta of M/s Jaswant Rai Jain & Sons (HUF) Is the Managing Director of North Eastern Carrying Corporation Limited
	n) Nature of contracts/arrangements/transactions	Lease Agreement
	o) Duration of the contracts / arrangements/transactions	From 1 <sup>st</sup> October, 2014 to 31 <sup>st</sup> March, 2016
	p) Salient terms of the contracts or arrangements or transactions including the value, if any:	Rent of INR 25,000/-(Rupees Twenty Five Thousand Only) per Month
	q) Date(s) of approval by the Board, if any:	30 <sup>th</sup> September, 2014
	r) Amount paid as advances, if any:	Nil

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: 28.05.2015

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

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# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

## MANAGEMENT DISCUSSION AND ANALYSIS

(As per clause 49 of listing agreement)

### 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 2014-15. 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(approx) 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 through out 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.

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

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

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

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

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.

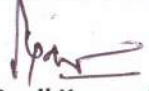
### CONTINGENT LIABILITIES

The details of the Company's contingent liabilities has given the Balance Sheet as on 31<sup>st</sup> March 2015 as attached herewith.

### 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: 28.05.2015

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

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

Phone: (011) 2351 7516-17-18-19; Fax: (011) 2352 7700, 2351 6102

Email: [cs@neccgroup.com](mailto:cs@neccgroup.com); Website: [www.neccgroup.com](http://www.neccgroup.com)





## INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the accompanying financial statements of **North Eastern Carrying Corporation Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2015**, the Statement of Profit and Loss and 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 in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

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

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

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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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

As required by the Companies (Auditor's Report) Order, 2015 ("the order") issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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 purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books



- c) The Company does not have any branches offices which are audited under Section 143(8) of the Act by branch auditors.
- d) the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) There are no observations or comments on the financial transactions or matters which may have any adverse effect on the functioning of the Company.
- g) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- h) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
- i. As per information furnished to us, the Company does not have any pending litigations which would impact its financial position
- ii. As per information furnished to us, the Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
- iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.



**For Sanghi & Co.**  
**Chartered Accountants**  
**Firm No. 012619N**

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

Place: Delhi  
Date: 28.05.2015



**NORTH EASTERN CARRYING CORPORATION LIMITED**  
**ANNEXURE TO THE AUDITORS REPORT TO THE MEMBERS OF**  
**NORTH EASTERN CARRYING CORPORATION LIMITED**

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

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.  
  
(b) All the assets have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
2. (a) The company is not dealing in any goods and therefore there is no physical verification on inventory.  
  
(b) As already stated, since the company is not dealing in any goods, there is no question of procedure of physical verification of stock.  
  
(c) As already mentioned, the company is not dealing in any goods, there is no question of inventory records and 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,.  
  
(b) As the company has not granted any loans during the year the question of receipt of principal and interest amounts does-not arise.  
  
(c) There are no overdue amount of loans granted to companies listed in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed asset and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
5. The Company has not accepted any deposits from the public. Therefore, 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. Maintenance of cost records has not been prescribed by the Central Government U/s. 148(1) of the Companies Act, 2013.
7. (a) As per information and record produced before us, the company is regular in depositing undisputed statutory dues within in the prescribed time to the appropriate authorities.



- (b) According to the information and explanation given to us, no undisputed amounts payable on account of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess as at 31.03.2015 for a period of more than six months from the date they become payable.
- (b) In our Opinion, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the companies Act, 1956 (1of 1956) and rules made there under has been transferred to such fund within time
8. The company doesnot have any accumulated losses.
9. As per the information furnished to us, the company has not defaulted in repayment of dues to any financial institution or bank.
10. As per information furnished to us, the company has not given any guarantee for loans taken by others from bank or financial institution.
11. In our opinion, the term loans have been applied for the purpose for which they were raised.
12. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Date: 28.05.2015  
Place: Delhi



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



**NORTH EASTERN CARRYING CORPORATION LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2015**

PARTICULARS	Notes	As At 31.03.2015 <u>Amt. In Rs.</u>	As At 31.03.2014 <u>Amt. In Rs.</u>
<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	17,05,47,198	11,51,03,414
(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	3,73,50,418	1,01,99,567
(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	70,49,84,500	71,56,47,190
(b) Trade Payables	8	1,00,34,347	1,00,72,852
(c) Other Current Liabilities	9	1,69,28,549	1,50,35,652
(d) Short-Term Provisions	10	19,00,98,329	15,96,98,642
<b>Total Equity &amp; Liabilities</b>		<b>163,19,16,701</b>	<b>152,77,30,677</b>
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	11		
(i) Gross Block		37,37,60,740	35,68,74,769
(ii) Depreciation		22,60,22,578	21,05,31,985
(iii) Net Block		14,77,38,162	14,63,42,784
(b) Non-current investments		0	0
(c) Deferred tax assets (net)		55,32,802	53,00,745
(d) Long term loans and advances	12	4,17,64,281	3,60,92,220
(e) Other non-current assets		0	0
<b>(2) Current Assets</b>			
(a) Current investments	13	1,00,000	100,000
(b) Inventories		0	0
(c) Trade receivables	14	113,58,35,724	114,13,65,348
(d) Cash and cash equivalents	15	3,68,85,242	3,20,52,389
(e) Short-term loans and advances	16	26,40,60,490	16,64,77,191
(f) Other current assets		0	0
<b>Total Assets</b>		<b>163,19,16,701</b>	<b>152,77,30,677</b>

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 even date attached

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

Chartered Accountants

Firm No: 012619N

**Ram Kishan Sanghi**

Proprietor

M. No. 091534

Place: Delhi

Date: 28.05.2015



**For North Eastern Carrying Corporation Limited**

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

**Hemanshu Yadav**  
Company Secretary  
M. No. 36718

**Utkarsh Jain**  
Director  
DIN : 05271884

**S. L. Yadav**  
CFO

**NORTH EASTERN CARRYING CORPORATION LIMITED**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

PARTICULARS	Notes	As At 31.03.2015 Amt. In Rs.	As At 31.03.2014 Amt. In Rs.
<b>INCOME</b>			
Revenue from operations	17	530,65,35,188	571,75,66,892
Other Income	18	1,28,38,182	37,58,433
<b>Total</b>		<b>531,93,73,370</b>	<b>572,13,25,325</b>
<b>EXPENSES</b>			
Operating/Direct Cost/Services Availed	19	488,72,10,906	529,74,01,366
Purchase of Stock-in-Trade		0	0
Changes in inventories of Finished Goods,WIP & Stock		0	0
Employee Benefit Expenses	20	10,20,13,644	9,09,71,572
Financial Costs	21	8,27,33,930	7,73,47,801
Depreciation and Amortization Expense	22	3,30,56,822	3,66,19,203
Other Administrative Expenses	23	12,89,81,813	12,68,74,259
<b>Total</b>		<b>523,39,97,115</b>	<b>562,92,14,201</b>
Profit before exceptional and extraordinary items and tax		8,53,76,255	9,21,11,124
Exceptional Items		0	0
Profit before extraordinary items and tax		8,53,76,255	9,21,11,124
Extraordinary Items		0	0
Profit before tax		8,53,76,255	9,21,11,124
<b>Tax expense:</b>			
(1) Provision for Current tax (Income Tax)		2,82,99,985	3,69,82,720
(2) Provision for Current tax (Wealth Tax)		0	25,000
(3) Deffered Tax Savings		232,057	54,14,665
(4) Provision for tax(Earlier year) W/back		1,864,543	-2,250,084
Profit(Loss) from the period from continuing operations		5,54,43,784	6,27,68,153
Profit/(Loss) from discontinued operations		0	0
Tax expense of discontinued operations		0	0
Profit/(Loss) from Discontinued operations		0	0
<b>Profit/(Loss) for the period</b>		<b>5,54,43,784</b>	<b>6,27,68,153</b>
Earning per equity share:			
(1) Basic		1.10	1.25
(2) Diluted		1.10	1.25

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 even date attached

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

Chartered Accountants

Firm No: 012619N

**Ram Kishan Sanghi**

Proprietor

M. No. 091534

Place: Delhi

Date: 28.05.2015



**For North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**

Managing Director

DIN : 00010695

**Hemanshu Yadav**

Company Secretary

M. No. 36718

**Utkarsh Jain**

Director

DIN : 05271884

**S. L. Yadav**

CFO



**NORTH EASTERN CARRYING CORPORATION LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015**

	<u>Amt. In Rs.</u>	<u>As At</u> <u>31.03.2015</u> <u>Amt. In Rs.</u>	<u>As At</u> <u>31.03.2014</u> <u>Amt. In Rs.</u>
<b>A. Cash Flow From Operating Activities:</b>			
Net Profit before taxation	8,53,76,255		9,21,11,124
Add: Depreciation	3,30,56,822		3,66,19,203
Sub-Total	<u>11,84,33,077</u>		<u>12,87,30,327</u>
Less: Profit on Sale of Fixed Assets	1,19,97,705		24,66,086
Less: Interest on Income Tax Refund/Other Interest	<u>2,71,725</u>		<u>9,26,580</u>
Operating Profit before working capital changes	<u>10,61,63,647</u>		<u>12,53,37,661</u>
 Add: Decrease in Sundry Debtors	 55,29,624		 15,14,23,434
Less: Increase in Loans & Advances	10,32,55,360		2,81,56,583
Add: Increase in Current Liabilities	<u>3,22,54,080</u>		<u>3,53,36,434</u>
Cash generated from operations	40,691,991		(1,89,05,922)
Less: Income Tax Paid/ Provided	<u>3,01,64,528</u>		<u>3,99,92,812</u>
Net Cash From Operating Activities	<u>10,527,464</u>	10,527,464	<u>(5,88,98,734)</u>
 <b>B. Cash Flow From Investing Activities:</b>			
Add: Sale Proceeds of Fixed Assets	1,21,05,580		34,51,200
Add: Purchase of Shares	-		(100,000)
Add: Interest on Income Tax Refund/Other Interest	2,71,725		9,26,580
Less: Purchase of Fixed Assets	<u>3,45,60,075</u>		<u>3,36,53,768</u>
Net Cash Outflow from Investing Activities	<u>(2,21,82,770)</u>	(2,21,82,770)	<u>(2,93,75,988)</u>
 <b>C. Cash Flow From Financing Activities:</b>			
Add: Increase in Secured Loans	2,39,88,162		6,01,13,867
Less: Decrease in Unsecured Loans	<u>75,00,000</u>		<u>1,25,00,000</u>
Net Cash Inflow from Financing Activities	<u>1,64,88,162</u>	1,64,88,162	<u>7,26,13,867</u>
 Net Increase in Cash & Cash Equivalents (A+B+C)		<u>48,32,854</u>	<u>(1,56,60,855)</u>
 Add: Cash & Cash Equivalents at beginning of Year		3,20,52,389	4,77,13,245
 Cash & Cash Equivalents at end of Year		<u>3,68,85,243</u>	<u>3,20,52,389</u>

Place: Delhi  
Date: 28.05.2015

For and on behalf of board of director of  
**North Eastern Carrying Corporation Limited**

Sunil Kumar Jain  
Managing Director  
DIN : 00010695

Utkarsh Jain  
Director  
DIN : 05271884

Hemanshu Yadav  
Company Secretary  
M. No. 36718

S/L Yadav  
CFO

**Auditor's Certificate:**

We have examined the above Cash Flow Statement of North Eastern Carrying Corporation Ltd. for the year ended 31.03.15 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.

Place: Delhi  
Date: 28.05.2015



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

Chartered Accountants

Firm No: 012619N

Ram Kishan Sanghi

Proprietor

M. No. 091534

## NORTH EASTERN CARRYING CORPORATION LIMITED

### Notes to the financial statements for the year ended March 31, 2015

#### 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 2015, 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.



**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Notes forming part of Balance Sheet and Statement of Profit & Loss  
for the year ended 31st March, 2015

	As On 31.03.2015 Amt.In (Rs.)	As On 31.03.2014 Amt.In (Rs.)
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**Note - 4: Share Capital**

**Authorized Share Capital :**

54000000 (54000000) Equity Shares of Rs 10 each	54,00,00,000	54,00,00,000
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**Issued , Subscribed and fully paid up shares :**

50197336 (50197336) Equity Shares of Rs 10 each fully paid up	50,19,73,360	50,19,73,360
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**Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period**

At the beginning of the period	5,01,97,336	5,01,97,336
Issued during the period	0	0
At the end of the period	5,01,97,336	5,01,97,336

**Terms/Rights attached to equity shares**

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

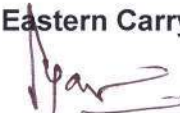
**Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period and during five years immediately preceding the reporting date**

Shares issued during the financial year 2012-13	3,76,48,002
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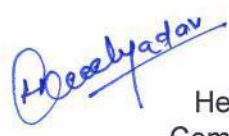
**Details of Shareholders holding more than 5% equity shares in the company**


NECC Automobiles (P) Limited	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%)	6040444(12.03%)
Utkarsh Jain	3000000(5.98%)	3000000(5.98%)

**For North Eastern Carrying Corporation Limited**

  
 Sunil Kumar Jain  
 Managing Director  
 DIN : 00010695

  
 Utkarsh Jain  
 Director  
 DIN : 05271884

  
 Hemanshu Yadav  
 Company Secretary  
 M. No. 36718

  
 S. L. Yadav  
 CFO





**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<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	11,51,02,313	5,23,34,159
Profit (-Loss) after tax for the year	5,54,43,784	6,27,68,153
Less : Bonus Shares Issued	0	0
Closing Balance	<u>17,05,46,097</u>	<u>11,51,02,313</u>
<b>Total</b>	<u>17,05,47,198</u>	<u>11,51,03,414</u>
<b>Note : 6 Long Term Borrowings</b>		
<b>Vehicle Loans:</b>		
Volkswagen	0	36,684
ICICI Bank Limited	0	2,58,320
Kotak Mahindra Bank	1,92,64,510	71,50,470
HDFC Bank Limited	24,97,320	27,54,094
Audi Finance Limited	24,30,095	0
(Secured against hypothecation of vehicles financed)		
 Kotak Mahindra Bank Term Loan	 1,31,58,493	 0
(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>	 <u>3,73,50,418</u>	 <u>1,01,99,567</u>

For NORTH EASTERN CARRYING CORPORATION LIMITED



*Hemanshu Yadav*

*Sunil Kumar Jain*  
Sunil Kumar Jain  
Managing Director  
DIN : 00010695  
*Hemanshu Yadav*  
Hemanshu Yadav  
Company Secretary  
M. No. 36718

*Utkarsh Jain*  
Utkarsh Jain  
Director  
DIN : 05271884  
*S. L. Yadav*  
S. L. Yadav  
CFO

**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<b>Note : 7 Short Term Borrowings</b>		
Mahindra & Mahindra Financial Services Ltd.	0	52,663
HDFC Bank Limited	81,85,275	3,56,98,352
ICICI Bank Limited	2,95,628	8,25,912
Volkswagen	36,684	2,26,475
Reliance Capital Limited	0	43,54,154
Kotak Mahindra Bank	64,91,655	38,87,339
Audi Finance Limited	18,59,936	0
(Secured against hypothecation of vehicles financed)		
 Kotak Mahindra Bank Term Loan	 1,54,45,531	 4,40,49,556
Oriental Bank of Commerce (WDCL)	35,00,00,000	0
Kotak Mahindra Bank ( OD A/c)	22,75,01,339	22,51,58,580
Oriental Bank of Commerce (OD A/c.)	9,01,68,453	38,88,94,159
(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	 50,00,000	 1,25,00,000
(Inter Corporate - Un related)		
<b>Total</b>	<u>70,49,84,500</u>	<u>71,56,47,190</u>
 <b>Note : 8 Trade Payables</b>		
Sundry Creditors	1,00,34,347	1,00,72,852
<b>Total</b>	<u>1,00,34,347</u>	<u>1,00,72,852</u>
 <b>Note : 9 Other Current Liabilities</b>		
Security Deposits	5,24,000	1,99,000
E. S. I. Payable	1,84,586	1,62,192
Provident Fund Payable	7,69,476	5,86,197
Professional Tax Payable	11,910	12,047
T. D. S. Payable	11,52,222	17,40,990
Service Tax Payable	9,66,794	18,60,178
Bonus/ Ex-Gratia Payable	41,51,122	31,62,917
Lorry Freight Payable	2,66,322	27,98,464
Claim Payable	1,71,051	1,20,233
Other Expenses & Liabilities Payable	87,31,066	43,87,446
Service Tax Not Received Not Due	0	5,988
<b>Total</b>	<u>1,69,28,549</u>	<u>1,50,35,652</u>

**For NORTH EASTERN CARRYING CORPORATION LIMITED**



*Hemanshu Yadav*

*Sunil Kumar Jain*  
Sunil Kumar Jain  
Managing Director  
DIN : 00010695  
*Hemanshu Yadav*  
Hemanshu Yadav  
Company Secretary  
M. No. 36718

*Utkarsh Jain*  
Utkarsh Jain  
Director  
DIN : 05271884  
*S. L. Yadav*  
S. L. Yadav  
CFO



**NORTH EASTERN CARRYING CORPORATION LIMITED**

Note 11: Fixed Assets Annexed to and Forming Part of the Balance Sheet as on 31.03.2015

Note 14: Fixed Assets (Annexed to and Forming Part of the Balance Sheet as on 31.03.2015)										Amount In Rupees	
Particulars	Rates	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As At 01.04.2014	Addition during theYr.	Sale during the Year	As At 31.03.2015	As At 01.04.2014	Sale Adjustment	For the Year	As At 31.03.2015	As At 31.03.2015	As At 31.03.2014
<b>Tangible Assets</b>											
Land		24,45,049	0	0	24,45,049	0	0	0	0	24,45,049	24,45,049
Building		2,51,71,829	0	0	2,51,71,829	91,60,710	0	8,00,556	99,61,266	1,52,10,563	1,60,11,119
<b>Office Equipments - 5 Years</b>											
Office Equipments		1,01,06,135	558,097	105,000	1,05,59,232	63,11,461	101,500	32,42,942	94,52,903	11,06,329	37,94,674
<b>Motor Vehicles</b>											
Car - 8 Years		2,43,74,788	98,54,283	3,29,108	3,38,99,963	89,98,612	2,36,733	85,71,954	1,73,33,833	1,65,66,130	1,53,76,176
Scooter and Cycle - 10 Years		1,40,42,683	3,72,677	0	1,44,15,360	1,19,56,282	0	6,94,424	1,26,50,706	17,64,654	20,86,401
Lorry & Trucks (SLM) - 6 Years		17,76,14,106	19,508,608	1,19,50,000	18,51,72,714	13,11,79,759	1,19,50,000	1,35,21,194	13,27,50,953	5,24,21,761	4,64,34,347
<b>Electrical Install. &amp; Fitt. - 10 Years</b>											
Electrical Install. & Fitt.		12,96,190	19,900	0	13,16,090	6,86,986	0	3,55,962	10,42,948	2,73,142	6,09,204
<b>Computers - 3Years</b>											
Computers		3,20,65,922	41,01,134	222,000	3,59,45,056	2,79,53,570	210,000	44,51,352	3,21,94,922	37,50,134	41,12,352
Typewriters		1,797	0	0	1,797	1,625	0	172	1,797	0	172
<b>Furniture &amp; Fixtures - 10 Years</b>											
Furniture & Fixtures		1,13,14,274	1,45,376	0	1,14,59,650	92,14,984	0	14,18,266	1,06,33,250	8,26,400	20,99,290
		29,84,32,773	3,45,60,075	1,26,06,108	32,03,86,740	20,54,63,989	1,24,98,233	3,30,56,822	22,60,22,578	9,43,64,162	9,29,68,784
<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
Total		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
Previous Year		32,86,35,282	3,36,53,768	1,04,82,277	35,18,06,773	17,83,41,949	94,97,163	3,66,19,203	20,54,63,989	14,63,42,784	15,02,93,333

For NORTH EASTERN CARRYING CORPORATION LIMITED



*Hemanshu Yadav*

Sunil Kumar Jain  
Managing Director  
DIN : 00010695

*Hemanshu Yadav*  
Hemanshu Yadav  
Company Secretary  
M. No. 36718

*Utkarsh Jain*  
Utkarsh Jain  
Director  
DIN : 05271884

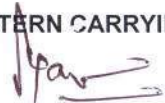

*S. L. Yadav*  
S. L. Yadav  
CFO

**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<b>Note : 10 Short Term provisions</b>		
Provision for I. Tax (AY 2015-2016)	2,82,99,985	0
Provision for I. Tax (AY 2014-2015)	3,69,82,720	3,69,82,720
Provision for I. Tax (AY 2013-2014)	3,18,67,064	3,18,67,064
Provision for I. Tax (AY 2012-2013)	2,92,52,040	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)	1,72,00,000	1,72,00,000
Provision for Fringe Benefit Tax (AY 2009-10)	12,96,751	12,96,751
Provision for Wealth Tax	25,000	25,000
Provision for Gratuity	2,30,13,997	2,09,14,295
<b>Total</b>	<u>19,00,98,329</u>	<u>15,96,98,642</u>
<b>Note : 12 Long Term Loans &amp; Advances</b>		
Security Deposits	1,75,232	1,53,095
Earnest Money Deposits	97,82,598	91,16,139
Landlord Security Deposits	3,18,06,451	2,68,22,986
<b>Total</b>	<u>4,17,64,281</u>	<u>3,60,92,220</u>
<b>Note : 13 Current Investments - At Cost</b>		
10,000/- (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>	<u>1,00,000</u>	<u>1,00,000</u>
<b>Note : 14 Trade Receivables</b> (Unconfirmed, Unsecured and Considered Good)		
Debts outstanding for more than six months	9,33,55,265	8,20,65,875
Others Debts	104,24,80,459	105,92,99,473
<b>Total</b>	<u>113,58,35,724</u>	<u>114,13,65,348</u>
<b>Note : 15 Cash &amp; Cash Equivalent</b>		
<b>Cash-in-Hand</b>		
Cash in Hand	89,73,378	60,51,564
Funds In Transit	70,41,177	80,67,152
	<u>1,60,14,554</u>	<u>1,41,18,716</u>
<b>Bank Balance</b>		
Balance - In Current A/c	1,79,20,757	1,50,64,925
Balance - In Fixed Deposits	29,49,931	28,68,749
	<u>2,08,70,688</u>	<u>1,79,33,674</u>
<b>Total</b>	<u>3,68,85,242</u>	<u>3,20,52,389</u>

For NORTH EASTERN CARRYING CORPORATION LIMITED



  
 Sunil Kumar Jain  
 Managing Director  
 DIN : 00010695  
  
 Hemanshu Yadav  
 Company Secretary  
 M. No. 36718

  
 Utkarsh Jain  
 Director  
 DIN : 05271884  
  
 S. L. Yadav  
 CFO



**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<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	95,78,324	87,27,382
Rates & Taxes Receivable	1,88,87,609	1,20,34,105
Prepaid Expenses & Recoverables	12,19,491	13,85,405
Refund Due ( A/Y 09-10)	18,11,405	18,11,405
Advance Income Tax/TDS (AY 10-11)	2,01,85,133	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)	2,99,19,412	2,99,19,412
Advance Income Tax/TDS (AY 13-14)	3,18,67,171	3,18,67,171
Advance Income Tax/TDS (AY 14-15)	3,70,61,797	2,37,17,403
Advance Income Tax/TDS (AY 15-16)	2,36,88,764	0
Advance Fringe Benefit Tax (AY 09-10)	13,25,000	13,25,000
Other Advances	6,61,90,810	1,33,19,702
Interest Accrued but not recieved on FDR	2,82,119	1,41,619
<b>Total</b>	<b>26,40,60,490</b>	<b>16,64,77,191</b>
<b>Note : 17 Revenue from Operations</b>		
Freight	529,40,41,518	570,61,57,340
Comission on Freight	1,24,93,670	1,14,09,552
<b>Total</b>	<b>530,65,35,188</b>	<b>571,75,66,892</b>
<b>Note : 18 Other Income</b>		
Profit on sale of Fixed Assets	1,19,97,705	24,66,086
Discount on Finance	3,19,639	0
Insurance Claim	2,49,113	3,65,767
Interest received	2,71,725	9,26,580
<b>Total</b>	<b>1,28,38,182</b>	<b>37,58,433</b>
<b>Note : 19 Operating / Direct Cost/ Services Aailed</b>		
Lorry Freight	483,06,85,382	525,54,35,191
Lorry Maintenance	2,19,20,649	1,71,73,592
Commission	79,65,942	79,53,119
Claims	2,66,38,933	1,68,39,464
<b>Total</b>	<b>488,72,10,906</b>	<b>529,74,01,366</b>



For NORTH EASTERN CARRYING CORPORATION LIMITED

Sunil Kumar Jain  
Managing Director  
DIN : 00010695

Hemanshu Yadav  
Company Secretary  
M. No. 36718

Utkarsh Jain  
Director  
DIN : 05271884

S. L. Yadav  
CFO

**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<b>Note : 20 Employee Benefit Expenses</b>		
Establishment Expenses	8,47,72,227	7,33,75,058
PF/ESI	62,52,279	55,95,158
Gratuity	44,64,631	54,14,508
Recruitment & Training Expenses	2,19,651	1,50,000
Directors Remuneration	36,00,000	36,00,000
Staff Welfare	27,04,856	28,36,848
<b>Total</b>	<u>10,20,13,644</u>	<u>9,09,71,572</u>
<b>Note : 21 Financial Cost</b>		
Bank Interest	8,18,33,930	7,73,47,801
Interest paid on unsecured loans	9,00,000	0
<b>Total</b>	<u>8,27,33,930</u>	<u>7,73,47,801</u>
<b>Note : 22 Depreciation &amp; Amortised Cost</b>		
Depreciation	3,30,56,822	3,66,19,203
<b>Total</b>	<u>3,30,56,822</u>	<u>3,66,19,203</u>

For NORTH EASTERN CARRYING CORPORATION LIMITED



*Hemanshu Yadav*

*Sunil Kumar Jain*  
Sunil Kumar Jain  
Managing Director  
DIN : 00010695  
*Hemanshu Yadav*  
Hemanshu Yadav  
Company Secretary  
M. No. 36718

*Utkarsh Jain*  
Utkarsh Jain  
Director  
DIN : 05271884  
*S. L. Yadav*  
S. L. Yadav  
CFO

**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<b>Note : 23 Other Administrative Expenses</b>		
Advertisement & Publicity	12,14,720	10,30,017
Bad Debt	3,66,894	0
Books & Periodicals	10,050	9,880
Business Promotion	32,123	76,245
Bank Charges & Comm.	24,46,977	47,82,299
Car Expenses	29,05,834	27,01,776
Conveyance & Scooter Petrol	17,53,448	20,83,547
Corporate Social Responsibility Expenditure	11,20,000	0
Diwali Expenses	5,37,268	9,79,864
Donations	13,000	0
Electricity & Water Charges	58,81,313	56,56,632
Fees, Rates & Taxes	5,35,290	10,82,167
General Expenses	11,47,475	11,91,111
Generator Hire & Maintenance Charges	11,32,248	11,79,007
Insurance	23,00,539	19,57,554
Interest/Penalty on Late Deposit TDS	84,093	3,57,365
Interest on Late Deposit S. Tax/Additional Demand of S. Tax*	33,33,828	0
Internet Charges	3,16,724	4,21,083
Legal & Professional Expenses	48,89,940	43,54,873
Office Expenses	7,42,268	6,51,044
Packing & Forwarding Expenses	13,14,460	11,29,050
Payment to Auditors	1,15,000	81,000
Postage & Courier	17,64,826	18,12,972
Printing & Stationery	42,77,879	43,37,458
Rent	5,99,95,034	5,89,15,676
Repair & Maintenance	57,03,169	45,56,318
Scooter Expenses	27,40,361	29,27,884
Security Guard Charges	12,91,937	13,05,525
Short & Excess	0	8,055
Scholarship	1,45,000	1,40,000
Subscriptions	4,16,531	14,93,754
Telephone Expenses	56,18,995	59,40,777
Travelling Expenses	1,01,15,055	83,09,961
Finance Cost	47,19,537	74,01,367
<b>Total</b>	<b>12,89,81,813</b>	<b>12,68,74,259</b>

\*Also include the service tax paid by the company under reverse charge mechanism

**For NORTH EASTERN CARRYING CORPORATION LIMITED**



*Hemanshu Yadav*

*Sunil Kumar Jain*  
Sunil Kumar Jain  
Managing Director  
DIN : 00010695  
*Hemanshu Yadav*  
Hemanshu Yadav  
Company Secretary  
M. No. 36718

*Utkarsh Jain*  
Utkarsh Jain  
Director  
DIN : 05271884  
*S. L. Yadav*  
S. L. Yadav  
CFO



### 23. 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
Sunil Kumar Jain	Key Management Personnel
Vanya Jain	Relative 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	52,56,000	9,60,000	10,76,269	11,64,000
Directors Remuneration	36,00,000	-	-	-
Personal/Corporate Guarantees obtained to the extent of loan taken by the Company	Yes	Yes	Yes	Yes





25. The Company has been advised that the computation of net profits for the purpose of directors remuneration under section 349 of the Companies Act, 1956 need not be enumerated since no commission has been paid to the directors. Fixed monthly remuneration has been paid to the directors within the limits laid down under Schedule – XIII to the Companies Act, 1956 and as per 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 1,74,77,447/-.
  - (b) For claims/shortage not ascertained nor settled during the year. Claims lodged by customers but not settled by the company Rs 1,10,89,335/-.
  - (c) Approximate Liability on account of major cases filed against the company in various courts aggregating to Rs 1,12,87,046/-
27. Sundry Debtors include freight receivable against GRs issued during the year.
28. Tax Deducted at Source (A.Y. 2015-2016) 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.

Particulars	Deferred Tax Assets/(Liability) as at 01.04.2014	Deferred Tax Credit/(Charge) for the year	Deferred Tax Asset/(Liability) as at 31.03.15
On account of difference between book & tax dep.	(14,84,898)	(4,49,191)	(19,34,089)
On account of provision of gratuity	67,85,643	6,81,248	74,66,891
Total	53,00,745	2,32,057	55,32,802

31. The debit and credit balances standing in the name of parties are subject to confirmation from them.
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. Payment to Auditors  
Audit Fee

Amt. In Rs.  
Rs.1,15,000/- (Previous Year Rs.81,000/-)

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

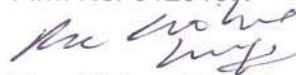
Auditors Report

As per our report of even date attached

For **M/s Sanghi & Company**

Chartered Accountants

Firm No: 012619N



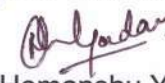
Ram Kishan Sanghi

Proprietor

M.No. 091534

  
Sunil Kumar Jain  
Managing Director  
DIN: 00010695

  
Utkarsh Jain  
Director  
DIN: 05271884

  
Hemanshu Yadav  
Company Secretary  
M. No. 36718

  
S.L. Yadav  
CFO

Place Delhi

Date: 28.05.2015





**INDEPENDENT AUDITOR'S REPORT****To the Members of North Eastern Carrying Corporation Limited****Report on the Consolidated Financial Statements**

We have audited the accompanying **consolidated** financial statements of North Eastern Carrying Corporation Limited and its subsidiary (M/s N.E.C.C. Retail Solutions Private Limited), which comprise the **Consolidated** Balance Sheet as at March 31, 2015, the **Consolidated** Statement of Profit and Loss and **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 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the **consolidated** financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

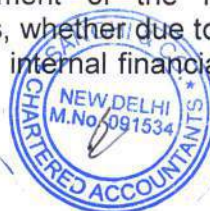
**Auditor's Responsibility**

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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 **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:

- a) in the case of the **Consolidated** Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the **Consolidated** Profit and Loss Account, of the profit for the year ended on that date; and
- c) in the case of the **Consolidated** Cash Flow Statement, of the cash flows for the year ended on that date.

Date: 28.05.2015  
Place: Delhi



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



**NORTH EASTERN CARRYING CORPORATION LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015**

PARTICULARS	Notes	As At 31.03.2015 <u>Amt. In Rs.</u>	As At 31.03.2014 <u>Amt. In Rs.</u>
<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	17,04,69,597	11,50,37,187
(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	3,73,50,418	1,01,99,567
(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	70,49,84,500	71,56,47,190
(b) Trade Payables	8	1,00,34,347	1,00,72,852
(c) Other Current Liabilities	9	1,69,28,549	1,50,35,652
(d) Short-Term Provisions	10	19,00,92,867	15,96,98,642
<b>Total Equity &amp; Liabilities</b>		<b>163,18,33,638</b>	<b>152,76,64,450</b>
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	11		
(i) Gross Block		37,37,60,740	35,68,74,769
(ii) Depreciation		22,60,22,578	21,05,31,985
(iii) Net Block		14,77,38,162	14,63,42,784
(b) Non-current investments		0	0
(c) Deferred tax assets (net)		55,32,802	53,00,745
(d) Long term loans and advances	12	4,17,64,281	3,60,92,220
(e) Other non-current assets		0	0
<b>(2) Current Assets</b>			
(a) Current investments	13	0	0
(b) Inventories		0	0
(c) Trade receivables	14	113,58,35,724	114,13,65,348
(d) Cash and cash equivalents	15	3,69,04,379	3,20,86,162
(e) Short-term loans and advances	16	26,40,58,290	16,64,77,191
(f) Other current assets		0	0
<b>Total Assets</b>		<b>163,18,33,638</b>	<b>152,76,64,450</b>

Significant Accounting Policies 1,2,3  
The Notes No. 1 to 35 are integral part of these financial statements.

Auditor's Report

As per our separate report of even date attached

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

Chartered Accountants

Firm No: 012619N



**Ram Kishan Sanghi**

Proprietor

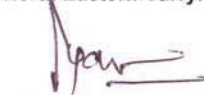
M. No. 091534

Place: Delhi

Date: 28.05.2015



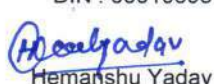
**For North Eastern Carrying Corporation Limited**



**Sunil Kumar Jain**

Managing Director

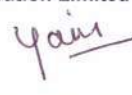
DIN : 00010695



**Hemanshu Yadav**

Company Secretary

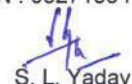
M.No. 36718



**Utkarsh Jain**

Director

DIN : 05271884



**S. L. Yadav**

CFO



**NORTH EASTERN CARRYING CORPORATION LIMITED**

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

PARTICULARS	Notes	As At 31.03.2015 Amt. In Rs.	As At 31.03.2014 Amt. In Rs.
<b>INCOME</b>			
Revenue from operations	17	530,65,35,188	571,75,66,892
Other Income	18	1,28,38,182	37,58,433
<b>Total</b>		<b>531,93,73,370</b>	<b>572,13,25,325</b>
<b>EXPENSES</b>			
Operating/Direct Cost/Services Availed	19	488,72,10,906	529,74,01,366
Purchase of Stock-in-Trade		0	0
Changes in inventories of Finished Goods,WIP & Stock		0	0
Employee Benefit Expenses	20	10,20,13,644	9,09,71,572
Financial Costs	21	8,27,33,930	7,73,47,801
Depreciation and Amortization Expense	22	3,30,56,822	3,66,19,203
Other Administrative Expenses	23	12,89,98,650	12,69,40,486
<b>Total</b>		<b>523,40,13,952</b>	<b>562,92,80,428</b>
Profit before exceptional and extraordinary items and tax		8,53,59,418	9,20,44,897
Exceptional Items		0	0
Profit before extraordinary items and tax		8,53,59,418	9,20,44,897
Extraordinary Items		0	0
Profit before tax		8,53,59,418	9,20,44,897
<b>Tax expense:</b>			
(1) Provision for Current tax (Income Tax)		2,82,94,523	3,69,82,720
(2) Provision for Current tax (Wealth Tax)		0	25,000
(3) Deferred Tax Savings		232,057	54,14,665
(4) Provision for tax(Earlier year) W/back		1,864,543	-2,250,084
Profit(Loss) from the period from continuing operations		5,54,32,409	6,27,01,926
Profit(Loss) from discontinued operations		0	0
Tax expense of discontinued operations		0	0
Profit/(Loss) from Discontinued operations		0	0
<b>Profit/(Loss) for the period</b>		<b>5,54,32,409</b>	<b>6,27,01,926</b>
<b>Earning per equity share:</b>			
(1) Basic		1.10	1.25
(2) Diluted		1.10	1.25

Significant Accounting Policies

1,2,3

The Notes No. 1 to 35 are integral part of these financial statements.

Auditor's Report

As per our separate report of even date attached

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

Chartered Accountants

Firm No: 012619N

**Ram Kishan Sanghi**

Proprietor

M. No. 091534

Place: Delhi

Date: 28.05.2015



**For North Eastern Carrying Corporation Limited**

**Sunil Kumar Jain**

Managing Director

DIN : 00010695

**Hemanshu Yadav**

Company Secretary

M.No. 36718

**Utkarsh Jain**

Director

DIN : 05271884

**S. L. Yadav**

CFO

**NORTH EASTERN CARRYING CORPORATION LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015**

	<u>Amt. in Rs.</u>	<u>As At</u> <u>31.03.2015</u> <u>Amt. in Rs.</u>	<u>As At</u> <u>31.03.2014</u> <u>Amt. in Rs.</u>
<b>A. Cash Flow From Operating Activities:</b>			
Net Profit before taxation	8,53,59,418	9,20,44,897	
Add: Depreciation	3,30,56,822	3,66,19,203	
Sub-Total	11,84,16,240	12,86,64,100	
Less: Profit on Sale of Fixed Assets	1,19,97,705	24,66,086	
Less: Interest on Income Tax Refund/Other Interest	2,71,725	9,26,580	
Operating Profit before working capital changes	10,61,46,810	12,52,71,434	
 Add: Decrease in Sundry Debtors	55,29,624	15,14,23,434	
Less: Increase in Loans & Advances	10,32,53,160	2,81,56,583	
Add: Increase in Current Liabilities	3,22,48,617	3,53,36,434	
Cash generated from operations	4,06,71,893	(1,89,72,149)	
Less: Income Tax Paid/ Provided	3,01,59,066	3,99,92,812	
Net Cash From Operating Activities	1,05,12,827	(5,89,64,961)	(5,89,64,961)
 <b>B. Cash Flow From Investing Activities:</b>			
Add: Sale Proceeds of Fixed Assets	1,21,05,580	34,51,200	
Add: Interest on Income Tax Refund/Other Interest	2,71,725	9,26,580	
Less: Purchase of Fixed Assets	3,45,60,075	3,36,53,768	
Net Cash Outflow from Investing Activities	(2,21,82,770)	(2,92,75,988)	(2,92,75,988)
 <b>C. Cash Flow From Financing Activities:</b>			
Add: Increase in Secured Loans	2,39,88,162	6,01,13,867	
Less: Decrease in Unsecured Loans	75,00,000	1,25,00,000	
Net Cash Inflow from Financing Activities	1,64,88,162	7,26,13,867	7,26,13,867
 Net Increase in Cash & Cash Equivalents (A+B+C)	48,18,217		(1,56,27,082)
 Add: Cash & Cash Equivalents at beginning of Year	3,20,86,162		4,77,13,245
 Cash & Cash Equivalents at end of Year	3,69,04,379		3,20,86,162

Place: Delhi  
Date: 28.05.2015

For and on behalf of board of director of  
**North Eastern Carrying Corporation Limited**

Sunil Kumar Jain  
Managing Director  
DIN : 00010695

Utkarsh Jain  
Director  
DIN : 05271884

Hemanshu Yadav  
Company Secretary  
M.No. 36718

S. L. Yadav  
CFO

**Auditor's Certificate:**

We have examined the above Consolidated Cash Flow Statement of North Eastern Carrying Corporation Ltd. for the year ended 31.03.15 The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchange and Companies Act 2013 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.

Place: Delhi  
Date: 28.05.2015



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

Chartered Accountants

Firm No: 012619N

Ram Kishan Sanghi

Proprietor

M. No. 091534



# **NORTH EASTERN CARRYING CORPORATION LIMITED**

## **Consolidated Notes to the financial statements for the year ended March 31, 2015**

### **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 include the financial statements of North Eastern Carrying Corporation Limited 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 consolidated financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP).
- The company has prepared these consolidated financial statements to comply in all material respects with the accounting standards notified under 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 consolidated financial statements are consistent with those of previous year.
- The consolidated financial statements have been combined on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and unrealized profits in full.
- The consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, "Consolidated Financial Statements".

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

From the year ended 31 March 2015, Schedule III notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its consolidated financial statements. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of consolidated financial statements. However, it has significant impact on presentation and disclosures made in the consolidated 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 consolidated 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 prescribed under Schedule II to 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.



**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Notes forming part of Balance Sheet and Statement of Profit & Loss  
for the year ended 31st March, 2015

	As On 31.03.2015 Amt.In (Rs.)	As On 31.03.2014 Amt.In (Rs.)
<b>Note - 4: Share Capital</b>		
<b>Authorized 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	5,01,97,336	5,01,97,336
Issued during the period	0	0
At the end of the period	5,01,97,336	5,01,97,336

**Terms/Rights attached to equity shares**

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

**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 financial year 2012-13	3,76,48,002
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**Details of Shareholders holding more than 5% equity shares in the company**

NECC Automobiles (P) Limited	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%)	6040444(12.03%)
Utkarsh Jain	3000000(5.98%)	3000000(5.98%)

**For North Eastern Carrying Corporation Limited**



*[Signature]*  
Sunil Kumar Jain  
Managing Director  
DIN : 00010695

*[Signature]*  
Hemanshu Yadav  
Company Secretary  
M.No. 36718

*[Signature]*  
Utkarsh Jain  
Director  
DIN : 05271884

*[Signature]*  
S. L. Yadav  
CFO

**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Consolidated Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<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	11,50,36,086	5,23,34,159
Profit (-Loss) after tax for the year	5,54,32,409	6,27,01,926
Less : Bonus Shares Issued	<u>0</u>	<u>0</u>
Closing Balance	<u>17,04,68,496</u>	<u>11,50,36,086</u>
<b>Total</b>	<u>17,04,69,597</u>	<u>11,50,37,187</u>
<b>Note : 6 Long Term Borrowings</b>		
<b>Vehicle Loans :</b>		
Volkswagen	0	36,684
ICICI Bank Limited	0	2,58,320
Kotak Mahindra Bank	1,92,64,510	71,50,470
HDFC Bank Limited	24,97,320	27,54,094
Audi Finance Limited	24,30,095	0
(Secured against hypothecation of vehicles financed)		
Kotak Mahindra Bank Term Loan	1,31,58,493	0
(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)		
<b>Total</b>	<u>3,73,50,418</u>	<u>1,01,99,567</u>

For NORTH EASTERN CARRYING CORPORATION LIMITED



Sunil Kumar Jain  
Managing Director  
DIN : 00010695

Hemanshu Yadav  
Company Secretary  
M.No. 36718

Utkarsh Jain  
Director  
DIN : 05271884

S. L. Yadav  
CFO




**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Consolidated Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<b>Note : 7 Short Term Borrowings</b>		
Mahindra & Mahindra Financial Services Ltd.	0	52,663
HDFC Bank Limited	81,85,275	3,56,98,352
ICICI Bank Limited	2,95,628	8,25,912
Volkswagen	36,684	2,26,475
Reliance Capital Limited	0	43,54,154
Kotak Mahindra Bank	64,91,655	38,87,339
Audi Finance Limited	18,59,936	0
(Secured against hypothecation of vehicles financed)		
 Kotak Mahindra Bank Term Loan	 1,54,45,531	 4,40,49,556
Oriental Bank of Commerce (WDCL)	35,00,00,000	0
Kotak Mahindra Bank ( OD A/c)	22,75,01,339	22,51,58,580
Oriental Bank of Commerce (OD A/c.)	9,01,68,453	38,88,94,159
(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	 50,00,000	 1,25,00,000
(Intercompany - Unrelated)		
<b>Total</b>	<u>70,49,84,500</u>	<u>71,56,47,190</u>
<b>Note : 8 Trade Payables</b>		
Sundry Creditors	1,00,34,347	1,00,72,852
<b>Total</b>	<u>1,00,34,347</u>	<u>1,00,72,852</u>
<b>Note : 9 Other Current Liabilities</b>		
Security Deposits	5,24,000	1,99,000
E. S. I. Payable	1,84,586	1,62,192
Provident Fund Payable	7,69,476	5,86,197
Professional Tax Payable	11,910	12,047
T. D. S. Payable	11,52,222	17,40,990
Service Tax Payable	9,66,794	18,60,178
Bonus/ Ex-Gratia Payable	41,51,122	31,62,917
Lorry Freight Payable	2,66,322	27,98,464
Claim Payable	1,71,051	1,20,233
Other Expenses & Liabilities Payable	87,31,066	43,87,446
Service Tax Not Received Not Due		5,988
<b>Total</b>	<u>1,69,28,549</u>	<u>1,50,35,652</u>

For NORTH EASTERN CARRYING CORPORATION LIMITED



  
 Sunil Kumar Jain  
 Managing Director  
 DIN : 00010695  
  
 Hemanshu Yadav  
 Company Secretary  
 M.No. 36718

  
 Utkarsh Jain  
 Director  
 DIN : 05271884  
  
 S. L. Yadav  
 Vice President  
 CFO



**NORTH EASTERN CARRYING CORPORATION LIMITED**

Note 11: Fixed Assets Annexed to and Forming Part of the Balance Sheet as on 31.03.2015

Amount In Rupees											
Particulars	Rates	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As At 01.04.2014	Addition during theYr.	Sale during the Year	As At 31.03.2015	As At 01.04.2014	Sale Adjustment	For the Year	As At 31.03.2015	As At 31.03.2015	As At 31.03.2014
Tangible Assets											
Land		24,45,049	0	0	24,45,049	0	0	0	0	24,45,049	24,45,049
Building		2,51,71,829	0	0	2,51,71,829	91,60,710	0	8,00,556	99,61,266	1,52,10,563	1,60,11,119
Office Equipments - 5 Years											
Office Equipments		1,01,06,135	558,097	105,000	1,05,59,232	63,11,461	101,500	32,42,942	94,52,903	11,06,329	37,94,674
Motor Vehicles											
Car - 8 Years		2,43,74,788	98,54,283	3,29,108	3,38,99,963	89,98,612	2,36,733	85,71,954	1,73,33,833	1,65,66,130	1,53,76,176
Scooter and Cycle - 10 Years		1,40,42,683	3,72,677	0	1,44,15,360	1,19,56,282	0	6,94,424	1,26,50,706	17,64,654	20,86,401
Lorry & Trucks (SLM) - 6 Years		17,76,14,106	19,508,608	1,19,50,000	18,51,72,714	13,11,79,759	1,19,50,000	1,35,21,194	13,27,50,953	5,24,21,761	4,64,34,347
Electrical Install. & Fitt. - 10 Years											
Electrical Install. & Fitt.		12,96,190	19,900	0	13,16,090	6,86,986	0	3,55,962	10,42,948	2,73,142	6,09,204
Computers - 3Years											
Computers		3,20,65,922	41,01,134	222,000	3,59,45,056	2,79,53,570	210,000	44,51,352	3,21,94,922	37,50,134	41,12,352
Typewriters		1,797	0	0	1,797	1,625	0	172	1,797	0	172
Furniture & Fixtures - 10 Years											
Furniture & Fixtures		1,13,14,274	1,45,376	0	1,14,59,650	92,14,984	0	14,18,266	1,06,33,250	8,26,400	20,99,290
Intangible Assets											
Goodwill		298,432,773	34,560,075	12,606,108	320,386,740	205,463,989	12,498,233	33,056,822	226,022,578	94,364,162	92,968,784
Total		5,33,74,000	0	0	5,33,74,000	0	0	0	0	53,374,000	53,374,000
Total		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
Previous Year		32,86,35,282	3,36,53,768	1,04,82,277	35,18,06,773	17,83,41,949	94,97,163	3,66,19,203	20,54,63,989	14,63,42,784	15,02,93,333



For NORTH EASTERN CARRYING CORPORATION LIMITED

Sunil Kumar Jain  
Managing Director  
DIN : 00010695

*Hemanshu Yadav*  
Hemanshu Yadav  
Company Secretary  
M.No. 36718

Utkarsh Jain  
Director  
DIN : 05271884

*S. L. Yadav*  
S. L. Yadav  
CFO

**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Consolidated Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<b>Note : 10 Short Term provisions</b>		
Provision for I. Tax (AY 2015-2016)	2,82,94,523	0
Provision for I. Tax (AY 2014-2015)	3,69,82,720	3,69,82,720
Provision for I. Tax (AY 2013-2014)	3,18,67,064	3,18,67,064
Provision for I. Tax (AY 2012-2013)	2,92,52,040	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)	1,72,00,000	1,72,00,000
Provision for Fringe Benefit Tax (AY 2009-10)	12,96,751	12,96,751
Provision for Wealth Tax	25,000	25,000
Provision for Gratuity	2,30,13,997	2,09,14,295
<b>Total</b>	<u>19,00,92,867</u>	<u>15,96,98,642</u>
<b>Note : 12 Long Term Loans &amp; Advances</b>		
Security Deposits	1,75,232	1,53,095
Earnest Money Deposits	97,82,598	91,16,139
Landlord Security Deposits	3,18,06,451	2,68,22,986
<b>Total</b>	<u>4,17,64,281</u>	<u>3,60,92,220</u>
<b>Note : 14 Trade Receivables</b> (Unconfirmed, Unsecured and Considered Good)		
Debts outstanding for more than six months	9,33,55,265	8,20,65,875
Others Debts	104,24,80,459	105,92,99,473
<b>Total</b>	<u>113,58,35,724</u>	<u>114,13,65,348</u>
<b>Note : 15 Cash &amp; Cash Equivalent</b>		
<b>Cash-in-Hand</b>		
Cash in Hand	89,73,378	60,51,564
Funds In Transit	70,41,177	80,67,152
	<u>1,60,14,554</u>	<u>1,41,18,716</u>
<b>Bank Balance</b>		
Balance - In Current A/c	1,79,39,894	1,50,98,698
Balance - In Fixed Deposits	29,49,931	28,68,749
	<u>2,08,89,825</u>	<u>1,79,67,447</u>
<b>Total</b>	<u>3,69,04,379</u>	<u>3,20,86,162</u>

For NORTH EASTERN CARRYING CORPORATION LIMITED



Sunil Kumar Jain  
Managing Director  
DIN : 00010695

Hemanshu Yadav  
Company Secretary  
M.No. 36718

Utkarsh Jain  
Director  
DIN : 05271884

S. L. Yadav  
CFO



**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Consolidated Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<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	95,78,324	87,27,382
Rates & Taxes Receivable	1,88,87,609	1,20,34,105
Prepaid Expenses & Recoverables	12,19,491	13,85,405
Refund Due ( A/Y 09-10)	18,11,405	18,11,405
Advance Income Tax/TDS (AY 10-11)	2,01,85,133	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)	2,99,19,412	2,99,19,412
Advance Income Tax/TDS (AY 13-14)	3,18,67,171	3,18,67,171
Advance Income Tax/TDS (AY 14-15)	3,70,61,797	2,37,17,403
Advance Income Tax/TDS (AY 15-16)	2,36,88,764	0
Advance Fringe Benefit Tax (AY 09-10)	13,25,000	13,25,000
Other Advances	6,61,88,610	1,33,19,702
Interest Accrued but not recieved on FDR	2,82,119	1,41,619
<b>Total</b>	<b>26,40,58,290</b>	<b>16,64,77,191</b>
<b>Note : 17 Revenue from Operations</b>		
Freight	529,40,41,518	570,61,57,340
Comission on Freight	1,24,93,670	1,14,09,552
<b>Total</b>	<b>530,65,35,188</b>	<b>571,75,66,892</b>
<b>Note : 18 Other Income</b>		
Profit on sale of Fixed Assets	1,19,97,705	24,66,086
Discount on Finance	3,19,639	0
Insurance Claim	2,49,113	3,65,767
Interest received	2,71,725	9,26,580
<b>Total</b>	<b>1,28,38,182</b>	<b>37,58,433</b>
<b>Note : 19 Operating / Direct Cost/ Services Availed</b>		
Lorry Freight	483,06,85,382	525,54,35,191
Lorry Maintenance	2,19,20,649	1,71,73,592
Commission	79,65,942	79,53,119
Claims	2,66,38,933	1,68,39,464
<b>Total</b>	<b>488,72,10,906</b>	<b>529,74,01,366</b>

For NORTH EASTERN CARRYING CORPORATION LIMITED



Sunil Kumar Jain  
Managing Director  
DIN : 00010695

Hemanshu Yadav  
Company Secretary  
M.No. 36718

Utkarsh Jain  
Director  
DIN : 05271884

S. L. Yadav  
CFO

**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Consolidated Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<b>Note : 20 Employee Benefit Expenses</b>		
Establishment Expenses	8,47,72,227	7,33,75,058
PF/ESI	62,52,279	55,95,158
Gratuity	44,64,631	54,14,508
Recruitment & Training Expenses	2,19,651	1,50,000
Directors Remuneration	36,00,000	36,00,000
Staff Welfare	27,04,856	28,36,848
<b>Total</b>	<u>10,20,13,644</u>	<u>9,09,71,572</u>
<b>Note : 21 Financial Cost</b>		
Bank Interest	8,18,33,930	7,73,47,801
Interest paid on unsecured loans	9,00,000	0
<b>Total</b>	<u>8,27,33,930</u>	<u>7,73,47,801</u>
<b>Note : 22 Depreciation &amp; Amortised Cost</b>		
Depreciation	3,30,56,822	3,66,19,203
<b>Total</b>	<u>3,30,56,822</u>	<u>3,66,19,203</u>

For NORTH EASTERN CARRYING CORPORATION LIMITED



*[Signature]*  
Sunil Kumar Jain  
Managing Director  
DIN : 00010695

*[Signature]*  
Hemanshu Yadav  
Company Secretary  
M.No. 36718

*[Signature]*  
Utkarsh Jain  
Director  
DIN : 05271884

*[Signature]*  
S. L. Yadav  
CFO



**NORTH EASTERN CARRYING CORPORATION LIMITED**  
Notes forming part of Balance Sheet and Profit & Loss Statement  
for the year ended 31st March, 2015

	As On 31.03.2015 <u>Amt.In (Rs.)</u>	As On 31.03.2014 <u>Amt.In (Rs.)</u>
<b>Note : 23 Other Administrative Expenses</b>		
Advertisement & Publicity	12,14,720	10,30,017
Bad Debt	3,66,894	0
Books & Periodicals	10,050	9,880
Business Promotion	32,123	76,245
Bank Charges & Comm.	24,46,977	47,82,607
Car Expenses	29,05,834	27,01,776
Conveyance & Scooter Petrol	17,53,448	20,83,547
Corporate Social Responsibility Expenditure	11,20,000	0
Diwali Expenses	5,37,268	9,79,864
Donations	13,000	0
Electricity & Water Charges	58,81,313	56,56,632
Fees, Rates & Taxes	5,35,290	10,82,167
General Expenses	11,47,475	11,91,111
Generator Hire & Maintenance Charges	11,32,248	11,79,007
Insurance	23,00,539	19,57,554
Interest/Penalty on Late Deposit TDS	84,093	3,57,365
Interest on Late Deposit S. Tax/Additional Demand of S. Tax*	33,33,828	0
Internet Charges	3,16,724	4,21,083
Legal & Professional Expenses	49,06,776	44,20,529
Office Expenses	7,42,269	6,51,044
Packing & Forwarding Expenses	13,14,460	11,29,050
Payment to Auditors	1,15,000	81,000
Postage & Courier	17,64,826	18,12,972
Printing & Stationery	42,77,879	43,37,458
Rent	5,99,95,034	5,89,15,676
Repair & Maintenance	57,03,169	45,56,318
Scooter Expenses	27,40,361	29,27,884
Security Guard Charges	12,91,937	13,05,525
Short & Excess	0	8,055
Scholarship	1,45,000	1,40,000
Subscriptions	4,16,531	14,93,754
Telephone Expenses	56,18,995	59,40,777
Travelling Expenses	1,01,15,055	83,09,961
Finance Cost	47,19,537	74,01,630
<b>Total</b>	<b>12,89,98,650</b>	<b>12,69,40,486</b>

\*Also include the service tax paid by the company under reverse charge mechanism

**For NORTH EASTERN CARRYING CORPORATION LIMITED**



Sunil Kumar Jain  
Managing Director  
DIN : 00010695

Hemanshu Yadav  
Company Secretary  
M.No. 36718

Utkarsh Jain  
Director  
DIN : 05271884

S. L. Yadav  
CFO

## 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
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Sunil Kumar Jain	Key Management Personnel
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Vanya Jain	Relative of Key Managerial Personnel
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Jaswant Rai Jain & Sons (HUF)	Others
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Sunil Kumar Jain & Sons (HUF)	Others
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### 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	52,56,000	9,60,000	10,76,269	11,64,000
Directors Remuneration	36,00,000	-	-	-
Personal/Corporate Guarantees obtained to the extent of loan taken by the Company	Yes	Yes	Yes	Yes





24. The Company has been advised that the computation of net profits for the purpose of directors remuneration under section 349 of the Companies Act, 1956 need not be enumerated since no commission has been paid to the directors. Fixed monthly remuneration has been paid to the directors within the limits laid down under Schedule – XIII to the Companies Act, 1956 and as per Companies Act, 2013.
25. Contingent Liability not provided for:
- In Respect of Bank Guarantees issued by the bank on behalf of the company Rs 1,74,77,447/-.
  - For claims/shortage not ascertained nor settled during the year. Claims lodged by customers but not settled by the company Rs 1,10,89,335/-.
  - Approximate Liability on account of major cases filed against the company in various courts aggregating to Rs 1,12,87,046/-
26. Sundry Debtors include freight receivable against GRs issued during the year.
27. Last year figures are the standalone figures of North Eastern Carrying Corporation Limited and therefore, to that extent the last year figures may not be comparable.
28. Tax Deducted at Source (A.Y. 2015-2016) 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. The debit and credit balances standing in the name of parties are subject to confirmation from them.
31. 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.
32. 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.
33. Being a service company quantitative information/closure are not applicable.





# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF NORTH EASTERN CARRYING CORPORATION LIMITED WILL BE HELD ON WEDNESDAY, THE 23<sup>RD</sup> DAY OF SEPTEMBER, 2015 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 the standalone and consolidated Financial Statements as at March 31<sup>st</sup>, 2015 alongwith Auditors Report and Directors Report thereon.
2. To re-appoint Mr. Utkarsh Jain, who is liable to retires by rotation and being eligible, offers himself 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) and subject to the approval of Members, 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 Director on recommendations of Audit Committee be and is hereby ratified and confirmed to continue their term upto 34<sup>th</sup> Annual General Meeting from the conclusion of this Annual General Meeting.”

### **SPECIAL BUSINESS:**

#### **4. REAPPOINTMENT OF MR. SUNIL KUMAR JAIN AS MANAGING DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **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 for the reappointment of Mr. Sunil Kumar Jain (DIN: 00010695), as the Managing Director of the Company, for another term of 3 years w.e.f. 1<sup>st</sup> October, 2015 on remuneration of 54,00,000/- (Rupees Fifty Four Lacs only) per annum, 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

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

**Phone:** (011) 2351 7516-17-18-19; **Fax:** (011) 2352 7700, 2351 6102

**Email:** [cs@neccgroup.com](mailto:cs@neccgroup.com); **Website:** [www.neccgroup.com](http://www.neccgroup.com)





## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

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 54,00,000/- (Rupees Fifty 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. APPOINTMENT OF MR. UTKARSH JAIN AS WHOLE TIME DIRECTOR OF THE COMPANY**

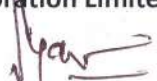
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"**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 for the appointment of Mr. Utkarsh Jain (DIN: 05271884), as the Whole-Time Director of the Company, for term of 3 years w.e.f. 1<sup>st</sup> October, 2015 on remuneration of 18,00,000/- (Rupees Eighteen Lacs only) per annum, 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, Whole-Time Director, including the components of the above mentioned remuneration payable to him subject to the overall cap of 18,00,000/- (Rupees Eighteen 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: 10.08.2015

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

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

**Phone:** (011) 2351 7516-17-18-19; **Fax:** (011) 2352 7700, 2351 6102

**Email:** [cs@neccgroup.com](mailto:cs@neccgroup.com); **Website:** [www.neccgroup.com](http://www.neccgroup.com)



# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

## 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. 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.
3. 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.
4. A Statement pursuant to the Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the Meeting is annexed hereto.
5. 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.
6. 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.
7. The Company has notified closure of Register of Members and Share Transfer Books from 17.09.2015 to 23.09.2015 (both days inclusive) for the purpose of Annual General Meeting.

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**Phone:** (011) 2351 7516-17-18-19; **Fax:** (011) 2352 7700, 2351 6102

**Email:** [cs@neccgroup.com](mailto:cs@neccgroup.com); **Website:** [www.neccgroup.com](http://www.neccgroup.com)



## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

8. 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.
9. 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.
10. 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.
11. 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 2014-15 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.
12. 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.
13. 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.
14. 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.
15. Pursuant to Clause 49 of the Listing Agreement, the details of the Directors seeking re-appointment/appointment at the ensuing AGM are provided in this notice.
16. 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.
17. 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.

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

**Phone:** (011) 2351 7516-17-18-19; **Fax:** (011) 2352 7700, 2351 6102

**Email:** [cs@neccgroup.com](mailto:cs@neccgroup.com); **Website:** [www.neccgroup.com](http://www.neccgroup.com)



## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

18. 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.
19. 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. Wednesday, September 16, 2015. 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.
20. 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. September 16, 2015, 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) or can vote through ballot paper to be downloaded from the Company's website [www.neccgroup.com](http://www.neccgroup.com).
21. Information and other instructions relating to e-voting as given in the Notice of the 30<sup>th</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, as amended and Clause 35B of the Listing Agreement, 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 20, 2015  
  
End of remote e-voting: Up to 5.00 p.m. (IST) on September 22, 2015  
  
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 scrutinising 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.

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

- (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 23, 2015.

### 22. 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 30<sup>th</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 downloads 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 16<sup>th</sup> September, 2015.

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## North Eastern Carrying Corporation Limited

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- 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. 16<sup>th</sup> September, 2015. They may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited on [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. 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.

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: 10.08.2015

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

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

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# North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

## 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.

His current term of appointment as a Managing Director of the Company will expire on October, 10, 2015, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Sunil Kumar Jain should be available to the Company for a further period of three years with effect from October, 10, 2015.

In terms of the provisions of the Companies Act, 2015 and the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their Meeting held on Monday, 10<sup>th</sup> August, 2015, re-appointed him as Managing Director of the Company for a further period of three years with effect from October 1, 2015 on the current remuneration of 54,00,000/- (Rupees Fifty 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 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- 54,00,000/- (Rupees Fifty Four Lacs only).

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.

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

### ITEM NO.5

Mr. Utkarsh Jain is the son of Sh. Sunil Kumar Jain. He is Graduated from the University of Nottingham, United Kingdom and has recently joined the Management of the Company as Non- Executive Director of the Company to share hands with his father in the legacy of the family business.

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 the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Sunil Kumar Jain should be available to the Company.

In terms of the provisions of the Companies Act, 2015 and the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their Meeting held on Monday, 10<sup>th</sup> August, 2015, appointed him as Whole-Time Director of the Company for a period of three years with effect from October 1, 2015 on the current remuneration of 18,00,000/- (Rupees Eighteen 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 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- 18,00,000/- (Rupees Eighteen Lacs only).

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 (ITEM NO. 4 and 5)

#### I. General Information

##### 1. Nature of Industry:

Logistics/Transportation

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## North Eastern Carrying Corporation Limited

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Having big name in core transportation sector, the Company has business of Rs 571.00 Crore (approx) in last financial year through its 200 (approx) branches and 800 (approx) 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	2014-15	2013-14
Revenue from operations and other Income	5,31,93,73,370	5,72,13,25,325
Profit before depreciation, Interest and Tax	(3,04,31,334)	(2,19,22,107)
Depreciation/Amortization	3,30,56,822	3,66,19,203
Profit / (Loss) before exceptional items and Tax	8,53,59,418	9,20,44,897
Finance Costs	8,27,33,930	7,73,47,801
Profit/(Loss) before Tax	8,53,59,418	9,20,44,897

### 4. Foreign Earnings, Investments or Collaborations

Particulars	2014-15	2013-14
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 and having versatile experiences of transport, real estate as well as information technology. He completed his	Mr. Utkarsh Jain is the son of Sh. Sunil Kumar Jain. He is Graduated from the University of Nottingham, United Kingdom and has recently joined the Management of the Company as Non- Executive Director of the

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## North Eastern Carrying Corporation Limited

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		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.	Company to share hands with his father in the legacy of the family business.
2.	Past Remuneration	Rs.36,00,000/- (Rupees Thirty Six Lacs only) per annum	Nil
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.	Not applicable
4.	Job Profile and his suitability	He is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company	He is responsible for overall day 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 and 5 respectively 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 the appointees, Mr. Sunil Kumar Jain and Mr. Utkarsh Jain 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	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	Mr. Utkarsh Jain is the son of Mr. Sunil Kumar Jain, Managing Director of the Company.

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

	managerial personnel, if any	(CDR) Lenders of the Company for the Company's borrowings and also he draws remuneration from the Company.	
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### 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 measur-able 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.

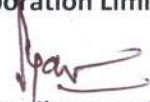
### IV. Disclosures

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: 10.08.2015

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

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

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## North Eastern Carrying Corporation Limited

CIN: L51909DL1984PLC019485

### ATTENDANCE SLIP- 30<sup>TH</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 Wednesday, 23<sup>rd</sup> September, 2015 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 30<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, September 23, 2015 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.	Consider and Adopt the standalone and consolidated Financial Statements as at March 31 <sup>st</sup> , 2015 alongwith Auditors Report and Directors Report thereon		
2.	Re-appointment Mr. Utkarsh Jain, who is liable to retires by rotation and being eligible, offers himself for re-appointment		
3.	Ratify the appointment of the Statutory Auditor of the Company		
4.	Reappointment of Mr. Sunil Kumar Jain as Managing Director of the Company		
5.	Appointment of Mr. Utkarsh Jain as Whole Time Director of the Company		

Signed this..... day of.....2015

(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:**

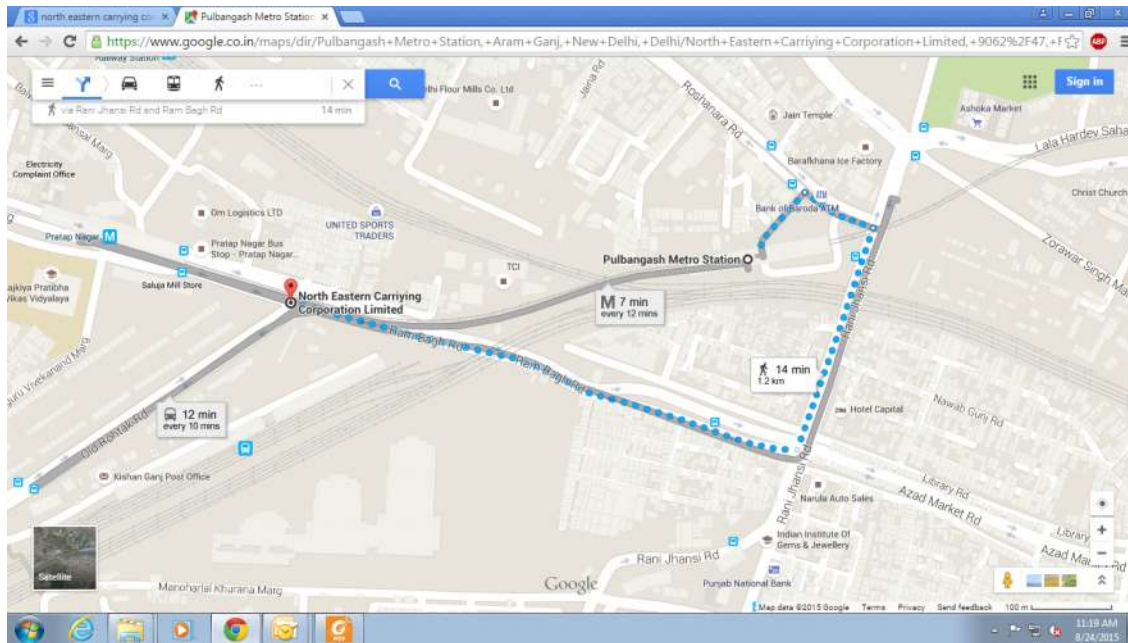
- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members 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.



## North Eastern Carrying Corporation Limited

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### **ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING ON WEDNESDAY, THE 23<sup>RD</sup> SEPTEMBER, 2015 AT 11.00 A.M.**



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