

NORTH EASTERN CARRYING CORPORATION LIMITED

Corporate Information

Board

Mr. Jaswant Rai Jain
Mr. Sunil Kumar Jain
Mr. Sanjeev Jain
Mr. Roshan Dabrial
Mr. Manoj Kumar Jain
Mr. Mohak Jain
Mr. Utsav Jain

Director
Chairman & Managing Director
Director
Non executive & Independent Director
Non executive & Independent Director
Non executive & Independent Director
Non executive & Independent Director

Registered Office

9062/47, Ram Bagh Road,
Azad Market, Delhi-1100 06

Corporate Office

"NECC HOUSE"
9062/47, Ram Bagh Road,
Azad Market, Delhi-1100 06
Ph: +91-23517516-19
Fax: +91-23527700, 23516102
Email: co@neccgroup.com
Web: www.neccgroup.com

Bankers

Oriental Bank of Commerce
Kotak Mahindra Bank Limited
State Bank of India

Depositories

NSDL
CDSL

Registrar & Share Transfer Agent

MAS Services Limited
T-34, 2nd Floor,
Okhla Industrial Area, Phase - II,
New Delhi - 110 020
Ph:- 26387281/82/83
Fax:- 26387384
Email:- info@masserv.com
website: www.masserv.com

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.

9062/47 Ram Bagh Road
Azad Market, Delhi 110006

North Eastern Carrying Corporation Limited

NORTH EASTERN CARRYING CORPORATION LIMITED

Management

Top Management

Mr. S.L. Yadav
Mr. Ravi Gupta
Mr. R. Balachandran
Mr. Vinod R. Nair
Mr. John Vaz

Vice President
General Manager
Dty. General Manager
Asst. General Manager
Asst. General Manager

Functional Head

Mr. S.N. Singh
Mr. R.N. Prasad
Mr. P.J. Singh

Manager Accounts
Manager IT
Manager Administration



NORTH EASTERN CARRYING CORPORATION LIMITED

ATTENDANCE SLIP- 27TH ANNUAL GENERAL MEETING

(To be handed over at the entrance of the meeting venue.)

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 30th August, 2012 at 11:00 am 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.

----- Tear Here -----

PROXY FORM- 27TH ANNUAL GENERAL MEETING

(To be reach at the registered office before 48 hrs of the time fixed for meeting)

I/we, _____ resident of _____ being a
member(s) of NORTH EASTERN CARRYING CORPORATION LIMITED Hereby appoint
Mr. _____ resident of _____ as
my/our proxy to attend and vote for me/ us on my/ our behalf at the Annual General Meeting on 30th August, 2012 at 11:00 am at
the registered office at 9062/47, Ram Bagh Road, Azad Market, Delhi-06, of the company.

No. of shares held: _____
Ledger Folio no: _____
DP ID/Client ID no: _____

Affix Re. 1/-
Revenue
Stamp

Members Signature _____

Date: _____
Place: _____

9062/47 Ram Bagh Road
Azad Market, Delhi 110006

North Eastern Carrying Corporation Limited

NORTH EASTERN CARRYING CORPORATION LIMITED

DIRECTORS REPORT

TO THE SHAREHOLDERS

The Directors have pleasure in presenting the Twenty-Seventh Annual Reports on the business and operation of the Company and the Audited Statement of Accounts for the year ended March 31st, 2012.

1. FINANCIAL PERFORMANCE

The Financial Result of the Company for the year under report is as under:

(Rs. Rupees)

Particulars	For the year ended	
	31.03.2012	31.03.2011
Profit before Depreciation & Income Tax	113817264	103683270
Less: Depreciation	33511274	30952727
Profit after depreciation	80305990	72730543
Less: Provision for:		
Income Tax	29252040	22043455
Wealth Tax	25000	25000
Less/ Add: Deferred tax Saving/Liability	2255479	(2028838)
Add/Less : Previous year adjustment	(540369)	513086
Profit After Taxation	52744060	49146336
Add: Profit brought Forward	172106308	122959972
Balance Carried over to Balance Sheet	224850368	172106308

2. DIVIDEND

Your Company needs capital for its expansion plans, therefore the board has decided to invest the profit into the operation of the Company. Hence, no dividend is recommended for the year ended 31st March, 2012.

3. DIRECTORS

Mr. Mohak Jain and Mr. Roshan Dabriwal, Directors of the Company retire by rotation and being eligible, offer there selves for re-appointment. Their re-appointment is subject to the approval of members at the ensuing Annual General Meeting.

4. AUDITORS REPORT

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

5. AUDITORS

M/s Sanghi & Company, Chartered Accountants, retire at the conclusion of this Annual General Meeting and being eligible offer themselves for reappointment to hold from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

6. PUBLIC DEPOSITS

The Company has not accepted any deposits within the meaning of section 58A of the Companies Act, 1956 and the rules framed there under.

NORTH EASTERN CARRYING CORPORATION LIMITED

7. 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/-.

8. INFORMATION PURSUANT TO LISTING AGREEMENT WITH DSE:

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

The Delhi Stock Exchange Limited
3 & 4/4 B, Asaf Ali Road,
New Delhi - 110002

The listing fee for 2012-13 has been paid and there being neither de-listing nor suspension of shares from Trading during the year under review.

9. PARTICULARS OF EMPLOYEES:

Particulars as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are NIL since none of the employees during the year has earned a monthly remuneration of Rs. 5,00,000/- or more.

10. DIRECTORS QUALIFICATION U/s. 274(1)(G):

The Board of Directors hereby confirm and represent that none of the directors of the Company is disqualified from being appointed as director U/s. 274 (1) (g) of the Companies Act, 1956.

11. DIRECTORS RESPONSIBILITY STATEMENT U/s. 217 (2AA):

- (a) The applicable accounting standards along with proper explanations relating to material departures have been followed in the preparation of the annual accounts.
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31st, 2012 and of the Profit/Loss of the Company for the year ended March 31st, 2012.
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The directors have prepared the annual accounts on a going concern basis.

12. CORPORATE GOVERNANCE:

Your Company believes in achieving highest standard of Corporate Governance. A Separate report on the Corporate Governance and Management Discussion and Analysis is enclosed as part of this Director Report.

13. 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. The main accounting standards implemented by your company are AS 18 - Related Party Disclosure, AS 20 - Earning per Shares and AS 22 - Accounting for Taxes on Income. There is nothing to be disclosed under AS 17, Segment Reporting since there is no business segment of geographical segments which a reportable segment is based on the definitions, contained in the accounting standard.

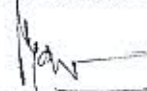
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14. ACKNOWLEDGEMENT

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

On behalf of the Board of Directors of
North Eastern Carrying Corporation Limited

Place: Delhi
Date: 30th May, 2012


Sunil Kumar Jain
(Chairman)



NORTH EASTERN CARRYING CORPORATION LIMITED

"ANNEXURE A" 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 31st, 2012

The Board of Directors comprises of Seven members, three Directors are executive and the other four are non-executive. The non-executive Directors are independent i.e. 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 31st, 2012 including retired/resigned, at the Board Meetings and the last Annual General Meeting.

Name	Position	Category	Particulars of Change		Attendance		No. of Directorship in other public company	No. of Committee position held in other public company	
			Appt.	Resig.	BM	Last AGM		Chairman	Member
Sh. Sunil Kumar Jain	Chairman & Managing Director	Executive	10.10.94	-	23	Yes	3	-	7
Sh. Jaswant Rai Jain	Director	Executive	30.09.95	-	-	-	-	-	-
Sh. Praveen Jain	Director	Executive	03.01.86	15.11.2011	-	-	1	-	-
Sh. Sanjeev Jain	Director	Executive	10.10.94	-	18	Yes	1	-	-
Sh. Roshan Dabriwal	Director	Non-Ex & I	18.09.04	-	21	Yes	3	-	-
Sh. Manoj Kumar Jain	Director	Non-Ex & I	24.03.09	-	22	Yes	2	-	-
Sh. Mohak Jain	Director	Non-Ex & I	15.10.09	-	15	-	1	-	-
Sh. Utsav Jain	Director	Non-Ex & I	04.01.11	-	16	-	1	-	-

*Non-Ex & I - Non-Ex & Independent director

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.

NORTH EASTERN CARRYING CORPORATION LIMITED

- c) 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.
- d) 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 of North Eastern Carrying Corporation Limited met 23 times i.e. 08.04.2011, 09.04.2011, 04.05.2011, 30.05.2011, 11.07.2011, 13.07.2011, 14.07.2011, 23.07.2011, 25.07.2011, 02.08.2011, 04.08.2011, 12.08.2011, 16.08.2011, 07.09.2011, 10.10.2011, 17.10.2011, 11.11.2011, 15.11.2011, 24.11.2011, 09.01.2012, 28.01.2012, 05.03.2012 and 21.03.2012 on the maximum gap between any two meetings was not more than four months.

BOARD COMMITTEE

AUDIT COMMITTEE

The terms of reference of the Audit Committee covers the areas mentioned under clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The composition of the committee as on 31st March 2012 is as under:

Members	Designation	Category (as Director)	Particulars of Change		No. of meeting attended
			Appointment	Resignation	
Sh. Roshan Dabrial	Chairman	Non-Ex & I	18.09.2004	-	5
Sh. Manoj Kumar Jain	Member	Non-Ex & I	24.03.2009	-	5
Sh. Mohak Jain	Member	Non-Ex & I	31.08.2010	-	5

*Non-Ex & I - Non-Ex & Independent director

During the year the committee has met 5 times on 03.04.2011, 26.05.2011, 08.08.2011, 09.11.2011 and 09.02.2012. The minutes of the Audit Committee were placed before the Board.

REMUNERATION COMMITTEE

In compliance with Schedule XIII of the Companies Act, 1956, relating to appointment of Director, Remuneration Committee was constituted on September 18th 2004 by Board of Directors. The composition of the committee as on 31st March 2012 is as under:

Members	Designation	Category (as Director)	Particulars of Change		No. of meeting attended
			Appointment	Resignation	
Sh. Roshan Dabrial	Chairman	Non-Ex & I	18.09.2004	-	4
Sh. Manoj Kumar Jain	Member	Non-Ex & I	24.03.2009	-	4
Sh. Mohak Jain	Member	Non-Ex & I	31.08.2010	-	4

*Non-Ex & I - Non-Ex & Independent director

Remuneration Committee meeting was held on 05.04.2011, 29.07.2011, 26.10.2011 and 23.01.2012. The committee has review the remuneration paid to the director of the Company and not recommended any change.

Remuneration of Directors

Details of remuneration paid to directors during 1st April 2011 to 31st March 2012 & part thereof:

Name	Designation	Salary	Commission	Sitting Fees
Sh. Jaswant Rai Jain	Director	Nil	Nil	Nil
Sh. Sunil Kumar Jain	Director	24,00,000/-	Nil	Nil
Sh. Sanjeev Jain	Director	Nil	Nil	Nil
Sh. Roshan Dabrial	Director	Nil	Nil	Nil
Sh. Manoj Kumar Jain	Director	Nil	Nil	Nil
Sh. Mohak Jain	Director	Nil	Nil	Nil
Sh. Utsav Jain	Add. Director	Nil	Nil	Nil

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

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SHAREHOLDERS/INVESTORS GRIEVANCES & SHARE TRANSFER COMMITTEE

The Board of Directors of the company has constituted Shareholders/Investors Grievances committee. The composition of the committee as on 31st March 2012 is as under:

Members	Designation	Category (as Director)	Particulars of Change		No. of meeting attended
			Appointment	Resignation	
Sh. Roshan Dabrial	Chairman	Non-Ex & I	18.09.2004	-	5
Sh. Manoj Kumar Jain	Member	Non-Ex & I	24.03.2009	-	5
Sh. Mohak Jain	Member	Non-Ex & I	31.08.2010	-	5

*Non-Ex & I - Non-Ex & Independent director

During the year the committee has met 5 times on 03.04.2011, 09.06.2011, 06.08.2011, 24.11.2011 and 10.02.2012. The minutes of the Committee were placed before the Board.

Committee looks into shareholders complaints like transfer, transmission of shares, etc. The Committee also looks after the performance of the Registrar and Transfer Agents, and recommends measures for overall improvement in the quality of investor services.

Procedures at Committee Meetings

Company's guidelines relating to Board Meetings are applicable to Committee Meetings as far as may be practicable. Minutes of the proceedings of each of the Committee meeting shall be placed before the Board for its perusal and noting.

GENERAL BODY MEETING

Annual General Meetings:

Year	Location	Date	Time	Details of Special Resolution (s)
2010-11	9062/47, Ram Bagh Road, Azad Market, Delhi-06	02.09.11	10:30 AM	No Special Resolution
2009-10	9062/47, Ram Bagh Road, Azad Market, Delhi-06	31.08.10	10:30 AM	No Special Resolution
2008-09	9062/47, Ram Bagh Road, Azad Market, Delhi-06	30.09.09	10:30 AM	No Special Resolution

Extraordinary General Meeting:

There was no Extraordinary General Meeting held during the year from 1st April, 2011 to 31st March, 2012.

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 & 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. The Company is, however, complying the provision of Clause 40A of Listing Agreement. No penalties were imposed or strictures passed on the Company by Stock Exchanges, SEBI or by any Statutory Authority related to Capital Market.
- The Company is duly incorporated the changes made Listing Agreement and same has been reflecting in the disclosures made at the end of last quarter i.e. 31st March 2012.

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MEANS OF COMMUNICATION

Half yearly report sent to each household of Shareholder	-No
Quarterly Results, in which newspaper normally published	-FinancialExpress/ Jansatta
Any Website, where displayed	-www.neccgroupp.com
Whether it also displays official news releases and	-No
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 27th Annual General meeting of the company will be held on 30th August, 2012 at 11:00 am, at the registered office of the company at 9062/47, Ram Bagh Road, Azad Market, Delhi-06

2. Financial Calendar:

Financial Year	1 st April to 31 st March
Financial Year (under review)	1 st April 2011 to 31 st March 2012
Result for quarter ending 30 th June 11	Latest by 15 th August 2011
Result for quarter ending 30 th September 11	Latest by 15 th November 2011
Result for quarter ending 31 st December 11	Latest by 15 th February 2012
Result for quarter ending 31 st March 12	Latest by 30 th May 2012

(In case company opted to file Audited Financial Account with in 60 days from end of financial year, then unaudited result for the last quarter shall be filed with Annual Audited Result with Stock Exchange(s))

3. Book Closure Date:

The register of members and Share transfer register shall remain closed during the 25th day of August 2012 to 30th day of August 2012 (both days inclusive) for the purpose of Annual General Meeting.

4. Listing of Equity shares:

The equity shares of the company is and shall remain listed at:

Delhi Stock Exchange Limited,
DSE House, 3/1, Asaf Ali Road,
New Delhi-110002

5. Stock Code: 16093

6. ISIN INE553C01016

7. Credit Rating

CRISIL Limited (our credit rating agency) has accredit and assigned +BBB to our various Banking facilities.

8. Stock Market Price Data:

During the financial year 2011-12, there was no trading of shares of the company on Delhi stock exchange. Therefore, high and low prices for the period cannot be given.

9. Registrar & Share Transfer Agents:

MAS Services Limited, having its office at T-34 IInd 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.