



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





CORPORATE INFORMATION

BOARD OF DIRECTORS

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

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

CHIEF FINANCIAL OFFICER

Shyam Lal Yadav

COMPANY SECRETARY

Anand Kumar Pandey

REGISTERED & CORPORATE OFFICE

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

STATUTORY AUDITORS

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

BANKERS

Oriental Bank of Commerce
Kotak Mahindra Bank

DEPOSITORIES

National Securities Depository Limited
Central Depository Securities Limited

CREDIT RATING AGENCY

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

REGISTRAR & TRANSFER AGENT

MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase – II, New Delhi-110020
Ph:- 26387281/82/83 Fax:- 26387384
Email:- info@masserv.com
Website: www.masserv.com

SENIOR MANAGEMENT TEAM

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

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

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NOTICE

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

Sunil Kumar Jain
(Chairman and Managing Director)

DIN: 00010695

Place: Delhi

Date: 10.08.2016

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

NOTES:

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

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

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

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

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

19. The Login ID and password for e-voting is being sent to the Members who have not registered their e-mail IDs with the Company/ their respective Depository Participants alongwith the physical copy of the Notice. Those Members who have registered their e-mail IDs with the Company/ their respective Depository Participants are being forwarded the Login ID and password for e-voting by e-mail.
20. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday, September 23, 2016. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of e-voting/poll.
21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, September 23, 2016 may obtain the user ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at evoting@nsdl.co.in / info@masserv.com or can vote through ballot paper to be downloaded from the Company's website www.neccgroup.com.
- 22. Information and other instructions relating to e-voting as given in the Notice of the 31st Annual General Meeting are reproduced herein for easy reference :-**
- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, and as per the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting") on all the resolutions as set forth in the notice.
- (ii) The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: From 9.00 a.m. (IST) on September 27, 2016

End of remote e-voting: Up to 5.00 p.m. (IST) on September 29, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by National Securities Depository Limited (NSDL) upon expiry of aforesaid period.
- (iii) The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall simultaneously be communicated to the Stock Exchanges.
- (iv) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2016.

23. Instructions and procedure relating to remote e-voting

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

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

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

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

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

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

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

Sunil Kumar Jain
(Chairman and Managing Director)

DIN: 00010695

Place: Delhi

Date: 10.08.2016

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