



**68TH
ANNUAL REPORT
2015-16**



NRC LIMITED

**NRC LIMITED - CIN No. L17120MH1946PLC005227****BOARD OF DIRECTORS****MR. G. P. GOENKA**

(DIN -030302)

DR. P. P. SHASTRI

(DIN-02199254)

MS. SAVITA ACHARYA

(DIN-07038198)

MR. ARUN JAIN

(DIN-0000607)

CHAIRMAN**DIRECTOR (till 31.07.2016)****DIRECTOR****MANAGING DIRECTOR****REGISTERED OFFICE**

67, Gr. Floor, Surajmal Building,

75, Nakhoda Street, Pydhonie,

Mumbai 400 003.

Tel – 022-23464458

e-mail- secretarial@nrclimited.comWeb site –www.nrclimited.com**PLANTS****MOHONE 421 102****DIST THANE****MAHARASHTRA STATE****BANKERS****BANK OF BARODA****PUNJAB NATIONAL BANK****DENA BANK****CANARA BANK****AUDITORS****LODHA & CO.****CHARTERED ACCOUNTANTS****REGISTRAR & SHARE TRANSFER****AGENTS : TSR DARASHAW LIMITED****UNIT: NRC LTD.****6-10, HAJI MOOSA PATRAWALA****INDUSTRIAL ESTATE,****20, DR. E. MOSES ROAD,****MAHALAXMI, MUMBAI 400 011**

Tel. 9122-66568484

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Email:csg-unit@tsrdarashaw.comWebsite:www.tsrdarashaw.com**CONTENTS****Page No.**

Notice 1

Director's Report 9

Annexure I to II 18

Management Discussion & Analyses 29

Report On Corporate Governance 31

Certificate on Corporate Governance 46

Auditors' Report 47

Statement on Impact of Audit Qualification 56

Balance Sheet 58

Profit and Loss Account 59

Cash Flow Statement 60

Notes Forming part of the 61

Financial Statement

Significant Accounting Policies 70

Proxy Form 79

Attendance Slip 81

**NOTICE**

NOTICE is hereby given that the SIXTY-EIGHTH ANNUAL GENERAL MEETING of the Members of NRC LIMITED will be held as scheduled below:-

Day	: Friday
Date	: 30th December, 2016
Time	: 12:00 Noon
Venue	: Kilachand Conference Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020.

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Shri G.P. Goenka who retire from the office by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Company's (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Company hereby ratifies the re-appointment of M/s. Lodha & Co., Chartered Accountants, Mumbai (Firm Registration No. 301051E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next 69TH AGM of the Company on a remuneration to be fixed by the Board of Directors of the Company.”

Special Business

4. Deletion of article no.90(b) of Article of Association
To consider and if thought fit, to pass the following resolution as a Special Resolution
RESOLVED THAT the article no.90 (b) of articles of association of the company be deleted.

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- b) The Register of Members and Share Transfer Books of the Company will remain closed from 23rd December, 2016 to 30th December, 2016 (both dates inclusive).



- c) Shareholders, holding shares in physical form, are requested to notify change in their addresses along with PIN CODE to the Company at its Registered Office or to the Registrars: TSR Darashaw Pvt. Ltd. 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011
- d) Corporate Members are requested to send a duly certified copy of the Board resolution, authorizing their representative to attend and vote at the meeting.
- f) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP).

Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, TSR Darashaw Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSR Darashaw Pvt. Ltd

- g) Members having multiple folios in relation to physical shares in identical or joint names in same order are requested to intimate the Registrars and Share Transfer Agents to consolidate their holdings into a single folio.
- h) Members desiring any information as regards to accounts or operation of the Company are requested to send their queries to the Registered Office of the Company in writing at least seven days in advance of the date of the Meeting so as to enable the Management to keep the necessary information ready at the Meeting.
- i) Any person, who acquires share of the company and has become the member of the Company after dispatch of the notice of the AGM and holds shares as of the cut-off date i.e. 23rd December, 2016 may obtain the sequence Number by sending a request to secretarial@nrclimited.com or nrclimited@gmail.com, or alternatively may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.
- j) 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 in the AGM.
- k) According to Section 124 and sec 125 and other applicable provisions of the Companies Act 2013 the amount of dividend remaining unpaid/unclaimed with effect from 31st March, 2008 for a period of seven years from the date of transfer to unpaid dividend account of the Company is required to be transferred to the Investor Education & Protection Fund (IEPF) set up by the Government of India and no payments shall be made in respect of such claims by the Fund. Accordingly, the unclaimed dividend for the financial year ended 31.03.2005 has been transferred to IEPF during the year 2011-2012. The Company has not declared any dividend afterwards.



- l) Members who are holding Company's Shares in dematerialized form are requested to bring details of their **DP and Client ID numbers** for identification at the meeting.
- m) Members holding shares in physical form, desirous of making nomination in respect of their shareholding may approach the Company or to the Share Registrars for obtaining prescribed form and return the same duly filled in and signed for registration with the Company. The Members holding shares in demat form may register their nominations with their respective DPs.
- n) Disclosure in terms of Regulation 26(4) of the SEBI(Listing obligation and Disclosure Requirement) regulation, 2015 with respect to the director seeking appointment/Re-appointment in the 68th Annual General meeting
- o) The Company is registered with National Securities Depository Ltd. and Central Depository Services (India) Ltd. for dematerialization of its Equity Shares with effect from 23.02.2001 and the ISIN number allotted to the Company's Equity Shares is **INE 953C01018**. Members are requested to note that trading and delivery of Company's Equity Shares are compulsorily in dematerialized form only.
- p) The Company has created e-mail address to enable the Members to e-mail their complaints/grievances to the Company. The said e-mail address is secretarial@nrclimited.com. the members may use this speedier mode of communication.
- q) All documents referred to in the Notice and Explanatory Statements are open for inspection at the Registered Office of the Company between 10.30 a.m. and 1.00 p.m. on any working day prior to the date of the Meeting.
- r) To support this "**Green initiative**", members holding shares in demat form are requested to provide their e-mail ID to the depository through their concerned depository participant and members holding shares in physical form are requested to provide e-mail ID to the Company's Registrar & Share Transfer Agents, M/s. TSR Darashaw Limited by filling the form available on the Company's website and also update the e-mail address as and when there is any change.
- s) **Voting through electronic means:** In compliance of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide facility to exercise their rights to vote at the 68th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-voting Service provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for members for voting electronically are as under:-

- (i) The Remote E-voting begins on 27th December, 2016 at 09.00 AM and ends on 29th December, 2016 at 05.00 PM at 05.00 PM, during this period shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut off date 23rd December, 2016 may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- (ii) Log on to the e-voting website www.evotingindia.com



- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **NRC LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(i) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (iii) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. 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, voting through ballot form, as well as voting at the meeting through ballot.
- (iv) M/s A.V. Shah & Associates practising company Secretary (Membership no. F8798), 5/6, Papa Industrial estate, Suven road, Andheri (E), Mumbai -400093 has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall after scrutinizing the votes cast at the AGM (Poll) and through remote e-voting not later than three days of conclusion of the e-voting period make and submit a consolidated Scrutinizer's report and submit to the Chairman or any other person authorized by Chairman. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the Company's shares are listed.

Registered Office:

67, Gr. Floor, Surajmal Building
75, Nakhoda Street, Pydhonie,
Mumbai 400 003

Tel – 022-23464458

e-mail- secretarial@nrclimited.com

Web site – www.nrclimited.com

Dated: 10th November, 2016

By Order of the
Board of Directors

Arun Jain
Managing Director
(DIN No.00006007)

**Annexure to Notice****Explanatory Statement pursuant to section 102 of the Companies Act, 2013.****Item No.4 Deletion of article no.90 (b) of Articles of Association**

Presently article 90 (b) of Articles of Association of the company state that "Chairman of the company shall not be liable to retire by rotation"

As per the Companies Act, 2013, not less than two third of the total number of directors (excluding Independent director / Nominee director) shall be the directors liable to retire by rotation. With a view to comply with the provisions of section 152 (6) (a) and (c) of the Companies Act, 2013, it is suggested that article no. 90(b) Articles of Association be deleted.

The Board therefore recommends the resolution for the approval of shareholders.

None of the directors other than Chairman are interested in this resolution.

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75, Nakhoda Street, Pydhonie,

Mumbai 400 003

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Web site – www.nrclimited.com

Dated: 10th November, 2016

By Order of the

Board of Directors

Arun Jain

Managing Director

(DIN No.00006007)

